

# **AUSTRALIAN HUNTINGTON'S DISEASE ASSOCIATION (NSW) INCORPORATED**

## **CONSTITUTION**

### ***1. NAME***

The name of this organisation shall be "Australian Huntington's Disease Association (NSW) Incorporated" hereinafter called "the Association".

### ***2. AIMS AND OBJECTS***

It is intended that the Association be a public benevolent institution with the following independent main objects, which shall not be limited by inference from any other paragraph.

- a. To seek the relief of suffering, distress, or misfortune of persons having, or suspect, or at hereditary risk of having, Huntington's Disease, their families and their dependants.
- b. To promote nursing facilities and homes, hospitals and opportunities for the care and analysis and treatment of sufferers.
- c. To facilitate the provision of suitable professional help and advice:
  - i. for those at risk with the Disease and
  - ii. for non-professional people having the responsibility for caring for and making decisions affecting sufferers from the Disease.
- d. To improve the community's awareness of the Disease, and its effect on sufferers, their dependants and the community, and its awareness of the need and moral obligation to provide more adequate help for sufferers and their dependants.
- e. To promote a better understanding by the medical profession of the signs and symptoms, occurrence and control of the Disease.
- f. To give families of sufferers a strong single voice when making representations to governmental and other bodies.
- g. To maintain the right to confidentiality of the Huntington's Disease status, if any, of the Association's membership.
- h. To raise and expend funds in pursuit of the objectives of the Association.
- i. To do any other appropriate things to help those affected in any way by the Disease.

### ***3. MEMBERSHIP***

a. Subject to these rules the members of the Association shall be the members of the Association immediately prior to incorporation together with such other people and organisations as the Board admits to membership.

b. Membership is open to all individuals and organisations who accept the objects and rules of the Association. An unincorporated organisation is not capable of being a member of the Association, but it may nominate individuals to be members to represent it.

c. Individuals and organisations wishing to become members of the Association shall apply to the Board for membership.

d. The Board shall determine whether or not to accept an application for membership. The Board is not required to supply reasons for accepting or rejecting an application for membership.

e. Members shall pay such fees as are determined by the Board. The Board shall have the discretion to waive full or any fees in particular instances.

f. A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.

g. Membership shall cease upon death, resignation, expulsion, or failure to pay outstanding membership fees within six months of the due date.

h. Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall run from 1 July to 30 June.

#### ***4. MEMBER'S LIABILITY***

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

#### ***5. DISCIPLINING OF MEMBERS***

The procedure for disciplining members shall be determined by the Board. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next general meeting of the Association.

#### ***6. DISPUTES BETWEEN MEMBERS OR BETWEEN MEMBERS AND THE ASSOCIATION***

Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983. At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **7. MANAGEMENT -THE BOARD**

- a. The Association shall have its affairs controlled and managed by the office bearers and other members known as the Board.
- b. The office bearers shall be a President, Vice-President, Secretary and Treasurer. There shall be up to eight other members of the Board.
- c. The Board shall have power to call on the specific services of persons and form sub-committees as thought fit.
- d. The office bearers and other members of the Board shall be elected at each Annual General Meeting. Any casual vacancy occurring in the Board may be filled by a member appointed by the Board.
- e. Each member of the Board shall hold office from the date of their election or appointment until the next Annual General Meeting.
- f. Retiring Board members are eligible for re-election.
- g. The Board shall meet as often as necessary to conduct the business of the Association and not less than once in each two months.
- h. Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- i. Notice of Board meetings shall be given at the previous Board meeting or by such other means as the Board may decide upon.
- j. A member of the Board shall not be appointed to any salaried office of the Association or any office paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Board except:
  - i. repayment of out-of-pocket expenses;
  - ii. interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association bankers for money lent to the Association; and
  - iii. reasonable and proper rent for premises let to the Association.
- k. The office of a member of the Board shall become vacant:
  - i. if the member holds an office of profit in the Association
  - ii. if the member is directly or indirectly interested in any contract or proposed contract with the Association.
- l. Notwithstanding rule 6 k. a member of the Board shall cease to hold office upon resignation in writing; removal as a member of the Association; or absence from three successive Board meetings without approval by the Board.
- m. The Board may function validly provided its number is not reduced below the quorum. Should Board numbers fall below the quorum the remaining Board members may act only to appoint new Board members.
- n. Questions arising at any meeting of the Board shall be decided by the majority of

votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.

o. If within half an hour of the time appointed for a Board meeting a quorum is not present the meeting shall be dissolved.

p. Additional meetings of the Board may be convened by the President and any two members of the Board.

## ***8. GENERAL MEETINGS***

a. An Annual General Meeting of the Association shall be held each year within six months from the end of the financial year of the Association (except the first Annual General Meeting which shall be held within two months from the end of the first financial year and within 18 months of incorporation).

b. The Board may, whenever it thinks fit, convene a special general meeting of the Association. A special general meeting must be convened by the Board within three months of receiving a written request to do so from at least five per cent of the membership of the Association.

c. At least 14 days' notice of all general meetings and notices of motion shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting.

d. In the case of the Annual General Meeting the following business shall be transacted:

- i. confirmation of the minutes of the last Annual General Meeting and any recent special general meeting
- ii. receipt of the Board's report upon the activities of the Association in the last financial year
- iii. election of office bearers and other members of the Board by secret ballot
- iv. receipt and consideration of a statement from the Board which is not misleading and gives a true and fair view for the last financial year of the Association's:
  - income and expenditure
  - assets and liabilities
  - mortgages, charges and other securities
  - trust properties.

e. Ten members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.

f. Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three-quarter majority is required.

g. All votes shall be given personally and there shall be no voting by proxy.

- h. In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.
- i. Nominations of candidates for election as office bearers or other Board members may be made at the Annual General Meeting or in such ways as may be determined by the Board beforehand.
- j. For the purpose of these rules, a notice may be served on or given to a person:
- by delivering it to the person personally, or
  - by sending it by pre-paid post to the address of the person, or
  - by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- k. For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## ***9. OFFICE BEARERS***

- a. The President shall act as chairperson at each general meeting and board meeting of the Association.
- b. If the President is absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- c. The Secretary shall ensure that records of the business of the Association including the rules, register of members, minutes of all general and board meetings and a file of correspondence are kept.
- d. Treasurer. It is the duty of the Treasurer of the Association to ensure:
- i. that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
  - ii. that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.
- e. The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association.

## **10. FUNDS – MANAGEMENT**

- a. Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the committee determines.
- b. All cheques, drafts, bills of exchange, promissory notes or other negotiable instruments must be signed by any two members of the committee or employees of the Association, being members or employees authorised to do so by the committee.

## **11. PUBLIC OFFICER**

- a. The Board shall ensure that a person is appointed as Public Officer.
- b. The first Public Officer shall be the person who completed the application for incorporation of the Association.
- c. The Board may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- d. The Public Officer shall be deemed to have vacated their position in the following circumstances:
  - i. death
  - ii. resignation
  - iii. removal by the Board or at a general meeting
  - iv. bankruptcy or financial insolvency
  - v. mental illness
  - vi. residency outside New South Wales
- e. When a vacancy occurs in the position of Public Officer the Board shall within 14 days notify the agency specified in the Associations Incorporation Act 1984 and/or Associations Incorporation Regulation 1999 or succeeding legislation by the prescribed form and appoint a new Public Officer.
- f. The Public Officer is required to notify the agency specified in the Associations Incorporation Act 1984 and/or Associations Incorporation Regulation 1999 or succeeding legislation. by the prescribed form in the following circumstances:
  - i. appointment (within 14 days)
  - ii. a change of residential address (within 14 days)
  - iii. a change in the Association's objects or rules (within one month)
  - iv. a change in the membership of the Board (within 14 days)
  - v. a change in the Association's financial affairs (within one month after the Annual General Meeting)
  - vi. a change in the Association's name (within one month)
- g. The Public Officer may be an office bearer, board member, or any other person regarded as suitable for the position by the Board.

## **12. AUDITOR**

The Association shall appoint an auditor or auditors:

a. The auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc., and furnish a report thereon to the members at the Annual General Meeting. Audits shall be conducted at regular intervals of not more than twelve months.

b. An auditor shall not be member or closely related to a member of the Board.

c. Subject to paragraph (d) hereof notice of the intention to nominate auditors to replace the current auditors shall be given to the Public Officer at least twenty one (21) days before the Annual General Meeting. The Public Officer shall send a copy of the nomination to the current auditors at least seven (7) days before the Annual General Meeting. The current auditors shall be entitled to attend the Annual General Meeting and if they so wish, be heard at such Annual General Meeting.

d. Where the current auditor submits his resignation, or notifies the Public Officer of his intention not to seek re-election as auditor, paragraph c. hereof shall not apply.

### ***13. SPECIAL RESOLUTIONS***

a. A special resolution must be passed by a general meeting of the Association to effect the following changes:

- i. a change of the Association's name
- ii. a change of the Association's rules
- iii. a change of the Association's objects
- iv. an amalgamation with another Incorporated Association
- v. to voluntarily wind up the Association and distribute its property
- vi. to apply for registration as a Company or a Co-operative.

b. A special resolution shall be passed in the following manner:

- i. a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution
- ii. the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting
- iii. a quorum must be present at the meeting
- iv. at least three-quarters of those present must vote in favour of the resolution
- v. in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Corporate Affairs Commission for permission to pass the resolution in some other way.

c. Any special resolution passed for the purpose of determining how surplus property is to be distributed on winding up must provide that:

- i. any unexpended portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by the department or authority
- ii. other property be given to an incorporated non-profit body with similar objects to the Association that is authorised to fundraise under the Charitable

Fundraising Act 1991 and is also endorsed as an income tax exempt charitable entity under the Income Tax Assessment Act 1997.

#### **14. MISCELLANEOUS**

- a. The Association shall effect and maintain insurance which may be required by law and such other insurance as the Committee deems necessary having regard to the risks inherent in the Association's activities.
- b. The funds of the Association shall be derived from the fees of members, bequests, donations, grants and such other sources approved by the Association.
- c. The Common Seal of the Association shall be kept in the custody of the Public Officer and shall only be affixed to a document with the approval of the Board. The stamping of the common seal shall be witnessed by the signatures of two members of the Board.
- d. The records, books and other documents of the Association shall be kept under the control of the Public Officer at the principal place of administration of the Association and shall be open to inspection by any member at any reasonable hour.
- e. The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with section 53 of the Associations Incorporation Act 1984 and subject to 11 (c) above.
- f. Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two members of the Board.
- g. Notices sent by post shall be deemed to have been received five days after the date of posting.
- h. The income and property of the Association shall be used only for promotion of the objects of the Association and shall not be paid or transferred to members by way of dividend, bonus or profit.
- i. Where the statement of objects or these rules are amended such an amendment shall be of no effect until the public officer has, in accordance with clause 11f., lodged with the Registry of Co-operatives and Associations a Form 6 - Notice of Alteration of Objects or Rules (with the prescribed fee) setting out the particulars of the alteration.

#### **15. GIFT FUND**

- a. The Association shall maintain a gift fund in accordance with the requirements for deductible gift recipients in the Income Tax Assessment Act 1997.
- b. A separate bank account shall be maintained to receive monetary gifts, or deductible contributions, to the gift fund.
- c. Amounts that are not gifts or deductible contributions are not to be credited to the gift fund.

d. The gift fund may only be used for the principal purpose of the Association as a public benevolent institution.