

**Constitution and rules of  
The Western Australian  
Deaf Society Inc.**

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## 1. Name of association

The name of the association is The Western Australian WA Deaf Society Inc (the **Association**).

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## 2. Definitions

**Accounting Records** has the meaning given in rule 15.1(a).

**Act** means the Associations Incorporation Act 1987 (WA).

**Annual General Meeting** means a meeting of the Members convened under rule 9.2.

**Applicant** has the meaning given in rule 7.2.

**Approved Body** or **Bodies** are those listed in the tables to Subdivisions 30-A and 50-A of the Tax Act.

**Associate Member** means a person over 18 years of age, appointed in accordance with rule 7.3(c).

**Association** means WA Deaf Society Inc.

**Board Meeting** means a meeting of the Board convened under rule 12.1.

**Board Member** means a member of the Board appointed in accordance with rule 10.1(a).

**Board** means the committee of Board Members contemplated by rule 10.1.

**Chairperson** means the chairperson of the Board appointed in accordance with rule 11(a).

**Chief Executive Officer** means the employee of the Association responsible to the Board for the management of the Association appointed in accordance with rule 16(a).

**Commissioner** means the Commissioner for the purposes of the Act.

**Committee** means a committee appointed under rule 10.9(a) to carry out specific functions on behalf of the Board or for such purposes as it may think proper.

**Common Seal** means the common seal of the Association.

**Constitution** means this constitution and rules.

**Deductible Gift Recipient** means an entity to which gifts of money or property are tax deductible under Division 30 of the Tax Act and any equivalent or corresponding entities under any statutory provisions that succeed those statutory provisions.

**Deputy Chairperson** means the deputy chairperson of the Board appointed in accordance with rule 12.1(c).

**Existing Member** means a person who was a Member at the date of this Constitution.

**Financial Year** has the meaning given in Section 3(1) of the Act. A reference in that Section to:

(a) the term "committee" is to be construed as a reference to the Board; and

- (b) the terms "incorporated association" and the "association" are to be construed as a reference to the Association.

**General Meeting** means a meeting of the Members convened under rule 9, and includes a Special General Meeting and an Annual General Meeting.

**Gift Fund** has the meaning attributed to it in clause 21.

**Interim Chairperson** means in relation to a particular Board Meeting or General Meeting, such other Board Member as elected by the Members under this Constitution to chair that particular Board Meeting or General Meeting in the absence of the Chairperson and Deputy Chairperson.

**Junior Member** means a person under 18 years of age appointed in accordance with rule 7.3(c), who holds no voting rights.

**Life Member** means a person appointed in accordance with rule 7.3(a).

**Major Financial Transaction** means all purchases and expenditure taken from the funds of the Association above a dollar value set by the Board.

**Member** means a member of the Association whose name is set out in the Register of Members in accordance with clause 7.5.

**Membership Application** has the meaning given in rule 7.2.

**Membership Fee** has the meaning given in rule 7.4.

**Objects** means the objects and purposes of the Association contained in rule 4.

**Register of Members** means the register of the names and postal addresses of the Members of the Association.

**Secretary** means the secretary of the Association appointed in accordance with rule 13.1.

**Special General Meeting** means a special general meeting of the Members of the Association convened under rule 9.1.

**Special Resolution:**

- (a) in relation to a resolution of Members, has the meaning given by section 24 of the Act; and
- (b) in relation to a resolution of the Board, means a resolution passed by the affirmative vote of not less than 75% of the votes cast by Directors entitled to vote of the resolution.

**State** means the State of Western Australia.

**Tax Act** means the Income Tax Assessment Act 1997 (Cth).

**Treasurer** means the treasurer of the Association appointed in accordance with rule 14.1.

**Voting Member** means any Member other than a Junior Member.

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### **3. Interpretation**

In this Constitution:

- (a) all words importing any gender shall mean all genders, all singular words shall also mean and include the plural and the word "person" shall include a corporation
- (b) a reference to a "rule" means a rule of this Constitution;
- (c) headings are used for convenience only and do not affect the interpretation of this Constitution;
- (d) a reference to a statute includes regulations under it and consolidations, amendments, re-enactments or replacements of any of them; and
- (e) a reference to '\$' or 'dollars' is a reference to Australian dollars.

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### **4. Objects of the Association**

The objects of the Association are to advance the welfare of people who are deaf or have a hearing loss by, but not limited to:

- (a) assisting people who are deaf or have a hearing loss to achieve their maximum potential;
- (b) providing information, support services and education resources, either alone or in conjunction with any person or organisation;
- (c) working to reduce barriers, which are physical, cultural, legislative, attitudinal or otherwise, to the participation of people who are deaf or have a hearing loss in of the community;
- (d) promoting the interests of people who are deaf or have a hearing loss, including undertaking community education and community development;
- (e) providing information, support services and education resources to assist people with disabilities, particularly those with communication disorders, when appropriate; and
- (f) undertaking such other activities as the Association may determine from time to time.

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### **5. Property and income**

- (a) The property and income of the Association shall be applied solely towards the promotion of the Objects and no part of that property or income may be paid or otherwise distributed directly or indirectly to the Members except in the circumstances described in rule 5(b).
- (b) Nothing in rule 5(a) prohibits the Association from making a payment: -
  - (i) in good faith to any Member for goods supplied in the ordinary and usual course of business;
  - (ii) of reasonable and proper interest on money borrowed from a Member; or

- (iii) of reasonable and proper rent for premises let by any Member to the Association.

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## 6. Powers

- (a) The Association may do all things necessary or convenient for carrying out the Objects, and in particular, may:
  - (i) exercise any power;
  - (ii) take any action; and
  - (iii) engage in any conduct or procedure,which, under the Act, it may exercise, take or engage in.
- (b) In order to carry out the Objects, and without limiting in any way the powers included in rule 6(a), the Association may without limitation, do any or all of the following:
  - (i) raise funds and invite and receive contributions, grants, distributions of income or capital, gifts (by will or otherwise), loans and deposits from any person;
  - (ii) provide funds or other material benefits by way of grant or otherwise to carry out the Objects;
  - (iii) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the Board from a class of trusts, objects or purposes specified by any person;
  - (iv) accept and undertake full or partial trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration in respect of the trusteeship, administration and management;
  - (v) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, improve, alter, diminish, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property and to erect on any land purchased or leased or otherwise acquired by the Association any buildings or works of any kind;
  - (vi) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
  - (vii) enter into any arrangement with any government or authority that seems conducive to the Association's objects, obtain from any government or authority any right, privilege or concession that the Association thinks it desirable to obtain, and carry out, exercise and comply with any of those arrangements, rights, privileges and concessions;
  - (viii) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other

engagement in any way and, in particular, by mortgage, charge or overdraft of by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the Association's property (both present and future) and purchase, redeem or pay off those securities;

- (ix) accept any gift of property, whether subject to any special trust or not, for the Objects, however, if the property which is subject to a trust, the Association may only deal in that property in the manner allowed by law having regard to that trust;
  - (x) appoint patrons of the Association;
  - (xi) make donations for charitable purposes;
  - (xii) hire, employ and insure all classes of person whose services may be considered necessary for the purposes of the Association and to pay all persons in return for services rendered to the Association salaries, wages, gratuities and pensions;
  - (xiii) pay all necessary preliminary or other expenses incurred in the formation of the Association and to reimburse any monies necessarily paid for or on behalf of the Association or any of them;
  - (xiv) delegate all or any of its powers to any Committee; and
  - (xv) do all other things that are incidental or conducive to attaining the Objects.
- (c) In addition to the powers set out in rules 6(a) and 6(b), the powers of the Association shall include all those powers set out in or implied by section 13 of the Act.

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## **7. Membership**

### **7.1 Eligibility**

- (a) Subject to rule 7.1(b), the following persons are eligible to become Members of the Association:
  - (i) a person over the age of 18 years;
  - (ii) a body corporate or unincorporated association of persons;
  - (iii) a person who applies to be an Associate Member of the Association;
  - (iv) a person who applies to be a Junior Member of the Association; and
  - (v) a person belonging to such other class of Members as may be determined by the Board from time to time.
- (b) No paid staff member or employee of the Association is eligible to become a Member unless the Board expressly approves the membership.
- (c) The number of Members of the Association is unlimited.

## 7.2 Applications for membership

- (a) Any person or organisation may, by written notice to the Board signed by the Applicant in the form that the Board may prescribe from time to time (**Membership Application**), apply for membership of the Association or renewal of membership of the Association with payment of the prescribed membership fee (if any) (**Applicant**).
- (b) An Applicant must include in the Membership Application a statement that the Applicant agrees to be bound by this Constitution if accepted as a Member.
- (c) Each Membership Application received by the Association must be considered by the Board at the next Board Meeting, and the Board shall, by ordinary resolution, accept or reject the Membership Application.
- (d) An Applicant shall not become a Member unless and until elected by the Board pursuant to rule 7.2(c).
- (e) In no case shall the Board be required to give any reason for failure or refusal to admit an Applicant as a Member.
- (f) Upon an Applicant being accepted as a Member, the Secretary shall enter the Applicant's name in the Register of Members and send to the Applicant written notice of the acceptance.

## 7.3 Classes of membership

- (a) The Board may, by Special Resolution, appoint a person a Life Member if the person:
  - (i) has rendered some special service or benefit to the Association; or
  - (ii) has contributed to the advancement of people who are deaf or have a hearing loss by furthering knowledge and expertise in the field, being an outstanding advocate or making some other significant and lasting contribution,which the Association wishes to acknowledge.
- (b) Members appointed in accordance with rule 7.3(a) are exempt from the obligation to pay Membership Fees.
- (c) The Board may, by ordinary resolution, appoint a person a Junior Member or an Associate Member.
- (d) Life Members, Junior Members and Associate Members are exempt from the obligation to pay Membership Fees.
- (e) Junior Members are not entitled to vote at General Meetings in accordance with rule 9.7.
- (f) The Members may, by Special Resolution, create further classes of membership and may dissolve such classes at its discretion.



## 7.4 Membership Fees

- (a) The Board will determine the annual membership fees to be paid by each Member class (**Membership Fees**) and determine the amount of Membership Fees to be paid by each Member.
- (b) The Membership Fee is payable on 1 July each year.
- (c) Where a Membership Fee is not paid by a person:
  - (i) after one month of the payment becoming due, the Board must issue a written notice to the Member;
  - (ii) after two months of the payment becoming due, the person's rights and privileges associated with the Member's class of membership are suspended, including the right to vote; and
  - (iii) after 12 months of the payment becoming due, the person ceases to be a Member and his or her name must be immediately removed from the Register of Members.

## 7.5 Register of Members

- (a) The Secretary shall, on behalf of the Association:
  - (i) keep and maintain a Register of Members in accordance with section 27 of the Act, and that Register of Members shall be so kept and maintained at the Association's offices or at such other place as the Members at a General Meeting decide;
  - (ii) cause the name of a person who dies or who ceases to be a Member to be deleted from the Register of Members; and
  - (iii) make the Register of Members available to any Member for inspection within three days of the receipt of a written request from that Member, who shall have the right to take a copy of, or take an extract from, the Register of Members, but shall have no right to remove the Register of Members for that purpose.
- (b) The Secretary shall enter, and keep current, in the Register of Members the following particulars in relation to each Member:
  - (i) the class of membership of the Member;
  - (ii) the name and address of each Member;
  - (iii) the date on which the name of such Member was entered in the Register of Members; and
  - (iv) the date upon which the Member ceases to be a Member of the Association.

## 7.6 Liability of Members

The Members shall not be liable to contribute towards the payment of any debts or liabilities of the Association.

## **7.7 No transfer or assignment of membership**

The rights, privileges or benefits of Membership are personal to the Member and no Member shall be entitled to assign or transfer any of the rights, privileges or benefits of membership.

## **7.8 Expulsion**

- (a) The Board shall have full power to enquire into any matter it thinks fit if it considers that a Member may have engaged in conduct not in the best interest of the Association or the Members.
- (b) The Board may, by Special Resolution of the Board expel a Member if, in its absolute discretion, it decides it is not in the interests of the Association for the person to remain a Member, provided that:
  - (i) a notice has been given to the Member not less than 1 week before the date of such Board Meeting detailing the following:
    - A. the date, place and time of the Board Meeting;
    - B. the proposed resolution and the grounds upon which a expulsion is based; and
    - C. that the Member may attend and give an oral or written explanation or submission in relation to the grounds of the expulsion; and
  - (ii) the relevant Member has been afforded a reasonable opportunity to be heard by, or to make representations in writing to, the Board.
- (c) The Board must, after deciding whether or not to expel a Member in accordance with rule 7.8(b), immediately communicate the decision in writing to that Member.
- (d) A Member who is expelled from membership of the Association under this rule 7.8 ceases to be a Member 14 days after the date on which the decision so to expel him or her is communicated to him or her.

## **7.9 Ceasing to be a Member**

A person immediately ceases to be a Member if the person:

- (a) dies;
- (b) resigns as a Member by giving written notice to the Association;
- (c) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- (d) is expelled in accordance with rule 7.8;
- (e) becomes, in the opinion of the Board (acting reasonably), an untraceable Member because the person has ceased to reside at, attend or otherwise communicate with his or her address as recorded in the Register of Members; or
- (f) ceases to be a Member in accordance with rule 7.4(c)(iii).

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## **8. Use of Association's name**

Membership does not give any rights in respect of the use of the Association's name or in respect of any intellectual property or other assets of the Association. The Association reserves to itself the sole use and control over its name.

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## **9. General Meetings**

### **9.1 Convening Special General Meetings**

- (a) The Board may convene a Special General Meeting of the Association when and at such times and places as the Board thinks fit.
- (b) The Board must convene a Special General Meeting within 30 days of receipt of a requisition in writing signed by no fewer than [10]% of the Voting Members or [5] Voting Members (whichever is higher), specifying the object of the Special General Meeting.
- (c) If the Board does not convene a Special General Meeting within the relevant period of 30 days referred to in rule 9.1(b), the Voting Member or Voting Members who made the request or gave the notice (as the case may be) may themselves convene a Special General Meeting as if he, she or they were the Board, and the Association must pay the reasonable expenses of convening such Special General Meeting.
- (d) Every Voting Member who has given written notice to the Board to convene a Special General Meeting pursuant to rule 9.1(b) must attend the Special General Meeting so convened unless the Voting Member has given written notice to the Secretary before the Special General Meeting showing proper cause as to why the Voting Member is unable to attend the Special General Meeting.
- (e) Junior members are welcome to attend General Meetings but are not entitled to vote at General Meetings in accordance with rule 9.7.

### **9.2 Convening Annual General Meetings**

Subject to rule 9.3, the Board must convene at least one an Annual General Meeting in each calendar year, to be held within 4 months of the end of the Financial Year on a day determined by the Board.

### **9.3 Notice of General Meetings**

- (a) The Secretary shall give all Members not less than 21 days' written notice of a General Meeting, except where the Chairperson considers the nature of the business to be urgent, or rule 9.3(c) applies.
- (b) The notice given by the Secretary pursuant to rule 9.3(a) must:
  - (i) be served personally on a Member, or sent to the Member by post, fax or email to the address appearing in the Register of Members; and
  - (ii) specify the following information:
    - A. place, date and time of the General Meeting;
    - B. the general nature of the meeting's business;

- C. details of any special resolutions to be proposed at the meeting; and
  - D. that Voting Members are entitled to appoint a proxy, who must be a Voting Member.
- (c) Subject to the provisions in the Act, and with the consent of all Voting Members entitled to receive a notice of a General Meeting, a General Meeting may be convened by shorter notice than specified in rule 9.3(a).
  - (d) The Secretary must give to all Members, not less than 21 days' notice of a General Meeting at which a Special Resolution is to be proposed. In addition to those matters specified in rule 9.3(b), the notice must also include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.
  - (e) The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

#### **9.4 Procedural irregularities**

The non-receipt of a notice by or the accidental omission to give a notice to any of the Members of any General Meeting will not invalidate any resolution passed at that meeting.

#### **9.5 Quorum at General Meetings**

- (a) The quorum for a General Meeting will be the lesser of 12 Members or half of the entire membership which is entitled to vote present in person or by proxy or attorney. No business will be transacted at any meeting except the election of the Chairperson and the adjournment of the meeting, unless the quorum is present.
- (b) If a quorum is not present within 30 minutes from the scheduled time appointed for a General Meeting, the meeting will be adjourned to the following week on the same day at the same time. If, at that adjourned meeting, a quorum is not present within 30 minutes from the time appointed for holding the meeting, the Voting Members who are present in person or by proxy may proceed in the General Meeting as if a quorum were present.

#### **9.6 Communication access**

- (a) If a Member attending a General Meeting requires a particular means of communication access, the Member must advise the Secretary accordingly prior to the start of the General Meeting.
- (b) If a Member advises the Secretary of a particular means of communication access required by the Member prior to the start of a General Meeting in accordance with rule 9.6(a), the General Meeting shall not proceed unless such communication access is provided.

#### **9.7 Voting at General Meetings**

- (a) Except as otherwise provided in this Constitution, all Voting Members present in person or by proxy shall be entitled to vote at General Meetings.
- (b) At any General Meeting:

- (i) a resolution put to the vote shall be decided by a show of hands of the Voting Members personally present and if there is an equality of votes, the Chairperson will have the casting vote to deliberative vote; and
- (ii) a Special Resolution put to the vote shall be decided in accordance with section 24 of the Act,

unless a request for a poll or ballot is made in accordance with rule 9.8.

- (c) A declaration by the Chairperson that the resolution has been carried or lost and an entry to that effect in the minute book of the proceedings of the Association shall be conclusive evidence of the matter so declared.

## **9.8 Poll**

- (a) On a poll, every Voting Member voting in person, by proxy or attorney will have one vote.
- (b) The Chairperson or any Voting Member present personally, by proxy or attorney may demand a poll before or on the declaration of the result of a show of hands.
- (c) A poll will be taken in the manner and at the time and place as the Chairperson directs, and either at once or after an interval or adjournment or otherwise.
- (d) The result of a poll will be deemed to be the resolution of the General Meeting at which the poll was demanded.
- (e) The demand for a poll may be withdrawn.
- (f) If there is a dispute as to the admission or rejection of a vote, the Chairperson will finally determine that dispute.
- (g) At a poll, the Chairperson shall, in the case of an equality of votes, have a casting vote in addition to any deliberative vote.
- (h) The demand for a poll made under rule 9.8(a) will not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- (i) A poll may not be demanded on the election of the Chairperson of a General Meeting.
- (j) A poll demanded on any question of adjournment will be taken at a General Meeting and without adjournment.

## **9.9 Proxies and representatives**

- (a) Voting Members may be present at a General Meeting by a single proxy holder or, in the case of a body corporate or organisation member, by a representative.
- (b) Proxy holders and representatives must be appointed in accordance with this rule 9.9.
- (c) A proxy holder must be a Voting Member.
- (d) The instrument appointing a proxy (and power of attorney, if any, under which it is signed) will be deposited at the Office, sent by facsimile to the Office, or forwarded to any other place, facsimile number or electronic address the Board determines, not

less than 24 hours before the time of holding the meeting or adjourned meeting or poll at which the person named in that instrument proposes to vote.

- (e) The instrument appointing a proxy (and power of attorney, if any, under which it is signed) must:
  - (i) be in the prescribed form;
  - (ii) be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, institution or other organisation either under seal or under the hand of an officer or attorney duly authorised;
  - (iii) will be deemed to include the right to demand or join in demanding a poll and will (except to the extent to which the proxy is specifically directed to vote for or against any proposal) and the power to act generally at the meeting for the person giving the proxy;
  - (iv) will, unless the contrary is stated on its, be valued for any adjournment of the meeting as for the meeting to which it relates; and
  - (v) be submitted to the Secretary at least 24 hours prior to the start of the General Meeting.
- (f) A Voting Member being a corporation or an Approved Body may appoint in writing a representative of that corporation or Approved Body to attend and vote at any General Meeting of the Association as the duly accredited representative of such Voting Member.

## **9.10 Attorney**

- (a) Any Voting Member may, by duly executed power of attorney, appoint an attorney to act on the Member's behalf at all or certain specified meetings of the Association and that power of attorney must be produced for inspection at the office of the Association or any other place the Board determines, together with evidence of the due execution of it the Board requires, before the attorney will be entitled to appoint a proxy for the Voting Member granting the power of attorney.
- (b) The Board may, by power of attorney, appoint any association, firm or persons or any fluctuating body of persons whether nominated directly or indirectly by the Board to be an attorney or attorneys of the Association for any purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Board Members under this Constitution) and for periods and subject to any conditions as they think fit and any power of attorney may contain provisions for the protection and convenience of persons dealing with any attorney as the Board Members think fit and may also authorise any attorney to sub-delegate all or any of the powers, authorities and discretions vested in them.

## **9.11 Voting of attorney or proxy**

- (a) A vote given in accordance with the terms of an instrument of proxy or power of attorney will be valid despite the previous death of the principal or revocation of the proxy or power of attorney, provided no notice in writing of the death or revocation has been received at the office of the Association before the meeting.

- (b) A proxy will not be revoked by the principal attending and taking part in the meeting, unless that principal votes on the poll at the meeting on the resolution for which the proxy is used.

## **9.12 Adjournment of General Meetings**

- (a) The Chairperson of a General Meeting may, with the consent of the Voting Members, adjourn the meeting to another time or place (or both) but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) If any General Meeting is adjourned for more than 21 days, a notice of that adjournment will be given to all the Voting Members in the same manner as notice was or ought to have been given of the original meeting.

## **9.13 Order of business at Annual General Meetings**

The business of an Annual General Meeting must include:

- (a) the adoption and confirmation of the minutes of the previous Annual General Meeting;
- (b) the receipt and consideration of the audited balance sheet, the income and expenditure account for the Financial Year ending immediately prior to the Annual Meeting;
- (c) the receipt and consideration of the Accounting Records (together with any auditor's report) for the previous Financial Year;
- (d) the reports of the Board;
- (e) the election or re-election of Board Members to the Board;
- (f) the appointment of an auditor for the following Financial Year (if any) and the approval of the remuneration of the auditor;
- (g) the election of any Board Members who are due to retire at that Annual General Meeting;
- (h) any other business which, under the Act or this Constitution, ought to be transacted at any annual general meeting; and
- (i) any business which is brought under consideration by any reports of the Board issued with the notice convening the meeting.

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# **10. Board**

## **10.1 General**

- (a) The Association shall appoint a Board to assist it in the governing and management of the Association.
- (b) Any Board Meeting at which a quorum is present shall be competent to exercise all or any of the authorities, discretions and powers of the Association which are not required by law or this Constitution to be exercised by the Association in General Meeting.

## 10.2 Composition of the Board

- (a) The Board shall consist of not less than seven but not more than 13 Board Members appointed in accordance with this Constitution.
- (b) A body corporate may not be appointed as a Board Member.
- (c) So far as is practical, at least two of the Board Members must be deaf or have a hearing loss, however, any acts of the Association or Board Members at a time when this rule 10.2(c) is not satisfied, will not be invalidated as a result.
- (d) The Members may by ordinary resolution:
  - (i) increase or reduce the minimum or maximum number of Board Members; and
  - (ii) remove a Board Member from office.
- (e) Half the maximum number of Board Members (rounded up to the nearest whole number) must be elected by the Members in a General Meeting, to hold office, subject to rules 10.3(d) and 10.3(e), for a period of three years.
- (f) If the number of Board Members in office at any time is less than the minimum number of Board Members fixed under this Constitution, the remaining Board Members must act as soon as possible to increase the number of Board Members to a number sufficient to satisfy the minimum number of Board Members require under this Constitution by:
  - (i) convening a General Meeting for that purpose, or
  - (ii) appointing additional Board Members.

Until this has happened, the Board Members may only act if and to the extent that there is an emergency requiring them to act.

## 10.3 Eligibility for Board Members

- (a) A person must be a Member and must be eligible to vote in order to be eligible for election as a Board Member or to hold office as a Board Member.
- (b) Employees of the Association are not eligible for election or appointment as a Board Member.
- (c) Rule 10.3(b) does not apply to an employee who is deaf or has a hearing loss.
- (d)(c) In addition to the Board Members elected under rule 10.2(e) half the maximum number of Board Members (rounded down to the nearest whole number) may be appointed by the Board Members, to hold office, subject to rules 10.3(i) and 10.3(j), for a period of three years.
- (e)(d) Where a Board Member is removed before the expiration of their term under rule 10.2(d)(ii), the Board may appoint another person in their stead who will hold office for the remainder of the term of the person removed.
- (f)(e) The Board may appoint any individual to fill a casual vacancy on the Board and the person so appointed will hold office for the balance of the term of the person he or she replaces.



- (g)(f) Subject to rules 10.3(i) and 10.3(j) a Board Member holds office until he or she dies, resigns or is removed from office under rule 10.2(d)(ii).
- (h)(g) Subject to rule 10.3(h), a Board Member may only hold office for a maximum of three terms or nine years from a date of election or appointment to the board.
- (i)(h) The Board may co-opt any person as a non-voting Board Member, irrespective of whether that person has previously held office in the Association for the maximum period referred to in rule 10.3(g).
- (j)(i) At every Annual General Meeting, one-third of the Board Members previously elected pursuant to rule 10.2(e) (rounded down to the nearest whole number) must retire, but are eligible for re-election. The Board Members who that have been in office for the longest must retire first. As between Board Members who were last elected on the same date, those to retire must, unless they agree among themselves, be decided by lot.
- (k)(j) At the first Board Meeting held after each Annual General Meeting, one-third or the Board Members appointed under rule 10.3(c) (rounded down to the nearest whole number) must retire, but are eligible for re-appointment. The Board Members that have been in office the longest must retire first. As between Board Members who were last appointed on the same date, those to retire must, unless they agree among themselves, be decided by ballot.

#### **10.4 Retirement of Board Members**

- (a) Any Board Member who wishes to retire (including any Board Member who wishes to retire and offer himself or herself for re-election) may retire at an Annual General Meeting.
- (b) A Board Member who retires holds office as a Board Member until the end of the meeting at which the Board Member retires and is eligible for re-election.
- (c) The Board reserves the right to re-appoint a person to the Board for a further term, where the Board considers that there are special circumstances for such reappointment.

#### **10.5 Election and re-election of Board Members**

- (a) The Association may fill the office vacated by a Board Member who has retired pursuant to rule 10.4(a), by electing a person to that office by ordinary resolution at the Annual General Meeting.
- (b) Any person wishing to be elected as a Board Member must lodge the prescribed nomination form signed by themselves and by two other Members with the Secretary at least 14 days before the date of the Annual General Meeting.
- (c) If the number of persons nominated for election to membership of the Board does not exceed the number of vacancies to be filled, then the Chairperson shall declare those persons to be duly elected as Board Members.
- (d) If the number of persons nominated for election to membership of the Board exceeds the number of vacancies to be filled, a secret ballot shall be held in the manner determined by the Chairperson.

## **10.6 Board Members ceasing to hold office**

A Board Member shall cease to hold office at the expiration of the terms described in rules 10.2(e) and 10.3(c), or otherwise upon the Board Member:

- (a) ceasing to be a Member of the Association;
- (b) retiring in accordance with rule 10.4(a) unless re-appointed immediately thereafter;
- (c) being removed in accordance with clause 10.2(d)(ii);
- (d) failing to attend 3 consecutive Board Meetings without special leave of absence from the Board, and the Board Members so not resolve to confirm the Board's Member's appointment or election to the Board;
- (e) dying or becoming permanently incapacitated by mental or physical ill-health;
- (f) being declared to be bankrupt or insolvent or makes an arrangement or composition with his or her creditors generally.
- (g) being removed by ordinary resolution in General Meeting of the Association;
- (h) being convicted of an offence under the Act;
- (i) resigning by written notice delivered to the Chairperson or Secretary;
- (j) engaging in conduct deemed by the Board to be not in keeping with the Objects of the Association, including but not limited to, a breach of any provision of this Constitution or any other rules, regulations or policies of the Association; or
- (k) being convicted on indictment of an offence and the Board Members do not within one month after the conviction resolve to confirm the Board Members appointment or election to the Board.

## **10.7 Casual vacancies**

- (a) In the event of a Board Member ceasing to hold office pursuant to rule 10.6 or otherwise where the Board has an existing vacancy, the resulting casual vacancy may be filled by a Member who is eligible to become a Board Member by the Board appointing that Member as a Board Member, who shall hold office until the next following Annual General Meeting.
- (b) A Member appointed to fill a casual vacancy shall be eligible for election or re-election to the office of Board Member at the next Annual General Meeting, but shall not be taken into account in determining the Board Members who are to retire by rotation at that Annual General Meeting.

## **10.8 Interested Board Members**

- (a) A Board Member:
  - (i) may be or may become a board member or other officer of, or otherwise interested in, any related body corporate or other body corporate promoted by the Association or in which the Association is interested as a shareholder or otherwise; and

- (ii) is not accountable to the Association for any remuneration or other benefits he or she receives as a board member or officer of, or from having an interest in, that body corporate.
- (b) The Board Members may exercise the voting rights conferred by shares in any body corporate held or owned by the Association in the manner in all respects that they think fit.
- (c) A Board Member is not disqualified merely because he or she is a board member from contracting with the Association in any respect including, but not limited to:
  - (i) selling property to, or purchasing property from, the Association;
  - (ii) lending money to the Association with or without interest or security;
  - (iii) guaranteeing the repayment of money borrowed by the Association for a commission or profit;
  - (iv) underwriting or guaranteeing the subscription for securities in any related body corporate or other body corporate promoted by the Association or in which the Association is interested as a shareholder or otherwise, for a commission or profit; or
  - (v) being employed by the Association or acting in any professional capacity (except as an auditor) on behalf of the Association.
- (d) A contract made by a Board Member with the Association and a contract or arrangement entered into by or on behalf of the Association in which any Board Member may be in any way interested is not avoided or rendered voidable merely because the Board Member holds office as a Board Member or because of the fiduciary obligations arising out of that office.
- (e) A Board Member contracting with or being interested in any arrangement involving the Association is not liable to account to the Association for any profit realised by or under that contract or arrangement merely because the Board Member holds office as a Board Member or because of the fiduciary obligations arising out of that office.
- (f) Unless the Act otherwise permits, a Board Member who has a material personal interest in a matter that is being considered at a Board Members' meeting must not:
  - (i) be present while the matter is being considered at the meeting; or
  - (ii) vote on the matter.
- (g) The Board Members may make regulations requiring the disclosure of interests that a Board Member, and any person considered by the Board Members as related to or associated with the Board Member, may have in any matter concerning the Association or a related body corporate. Any regulations made under this Constitution bind all Board Members.

## **10.9 Appointment of Committees and delegation**

- (a) Subject to the discretion of the Association, the Board may from time to time appoint Committees to carry out specific functions on behalf of the Board or for such purposes as the Board may think proper and may delegate its powers to that Committees as it thinks fit.

- (b) The Board may:
  - (i) remove and dissolve Committees as required; and
  - (ii) delegate to the Committees any powers to enable the Committees to undertake the functions delegated to them.
- (c) Committees established under rule 10.9(a) must consist of two or more Board Members and, to the extent that they are applicable, are governed by the rules of this Constitution.
- (d) The purpose, terms of reference, powers and membership of a Committee shall be approved by the Board.
- (e) The meetings and proceedings of any Committee shall be governed by the provisions of this Constitution for the regulation of Board Meetings (insofar as they are applicable).
- (f) At each committee meeting, the committee may elect any Board Member who is a member of the committee to act as a chairperson of the meeting.
- (g) Any decisions, recommendations or actions of a Committee are subject to the approval of the Board.
- (h) Members of a Committee may be requested at any time from time to time to attend a Board Meeting by the chairperson of the Board upon 7 days' written notice being given to all members of the Committee of the matters to be discussed at the Board Meeting.
- (i) Each Committee shall conform to all regulations from time to time fixed for or imposed upon it by the Board.

#### **10.10 Office bearers**

- (a) The office bearers of the Association shall consist of the Chairperson, the Deputy Chairperson and the Treasurer and shall be elected from the Board Members amongst themselves in accordance with rule 12.1(c), and shall constitute the executive committee of the Association.
- (b) Subject to the Act and to this Constitution, the Association may from time to time by Special Resolution passed at a General Meeting increase or reduce the number of office bearers and other elected Board Members.

#### **10.11 Powers and duties of the Board**

- (a) The Board is responsible for managing the Association's business and affairs and may exercise to the exclusion of the Association in general meeting all the Association's powers which are not required, by the Act or by this Constitution, to be exercised by the Association in general meeting.
- (b) Without limiting rule 10.11(a), the Board may exercise all the Association's powers to:
  - (i) borrow or otherwise raise money;
  - (ii) charge any property or business of the Association; and

- (iii) issue debentures or give any other security for a debt, liability or obligation of the Association or of any other person.
- (c) The Board may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted or otherwise executed (as applicable) by or on behalf of the Association.
- (d) The Board may:
  - (i) appoint or employ a person to be an officer, agent or attorney of the Association for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Board Members), for the period and on the conditions they think fit;
  - (ii) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
  - (iii) subject to any contract between the Association and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- (e) The Board Members may by Special Resolution, make, vary and repeal by-laws consistent with this constitution for the regulation and conduct of the business and activities of the Association, its officers, servants, committees, associations or Members.
- (f) A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the Board thinks fit.
- (g) Without limiting any of the powers under rule 10.11(a), the Board has the power to appoint the patrons and Life Members of the Association.

### **10.12 Delegation to individual Board Members**

- (a) The Board may delegate any of its powers to one Board Member.
- (b) A Board Member to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Board.

### **10.13 Validity of acts**

An act done by a person acting as a Board Member, a Board Meeting, or a committee of Board Members attended by a person acting as a Board Member, is not invalidated merely because of:

- (a) a defect in the appointment of the person as a Board Member;
- (b) the person being disqualified to be a Board Member or having vacated office; or
- (c) the person not being entitled to vote,

if that circumstance was not known by the person, the Board or the Committee (as applicable) when the act was done.

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## **11. Chairperson**

- (a) The Board shall elect the Chairperson and the Deputy Chairperson in accordance with rule 12.1(c).
- (b) Subject to this clause 11, the Chairperson shall chair all General Meetings and Board Meetings.
- (c) In the event of the absence from:
  - (i) a General Meeting:
    - A. of the Chairperson, the Deputy Chairperson shall preside at that particular General Meeting; and
    - B. of each of the Chairperson and the Deputy Chairperson, a Member elected by the other Members present at that General Meeting shall preside at that particular General Meeting as the Interim Chairperson; and
  - (ii) a Board Meeting:
    - A. of the Chairperson, the Deputy Chairperson shall preside at that particular Board Meeting; and
    - B. of each of the Chairperson and the Deputy Chairperson, a Board Member elected by the other Board Members present at that Board Meeting shall preside at that particular Board Meeting as the Interim Chairperson.
- (d) The Chairperson may resign by notice in writing delivered to the Secretary.
- (e) In the event of the Chairman resigning from his or her office pursuant to rule 10.11(a)(d), the resulting vacancy may be filled by a Board Member, for the remainder of the term, by the Board appointing that Board Member as Chairperson.

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## **12. Proceedings of the Board**

### **12.1 Convening of Board Meetings**

- (a) A Board Member may convene a Board Meeting whenever he or she thinks fit with a minimum notice period of 3 days.
- (b) A Secretary must, on the requisition of a Board Member, convene a Board Meeting.
- (c) At the first Board Meeting after the Annual General Meeting, the Board Members must elect the Chairperson, Deputy Chairperson, Secretary and Treasurer who will hold office for one year, or until the first meeting of the Board Members after the next Annual General Meeting.
- (d) The Board Members may meet together and adjourn and otherwise regulate Board Meetings as they think fit provided that they meet at least six times during each Financial Year.
- (e) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Board Members to constitute a quorum constitutes a meeting of the Board Members. All the provisions in this constitution relating to

meetings of the Board Members apply, so far as they can and with any necessary changes, to meetings of the Board Members by telephone or other electronic means.

- (f) A Board Member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the Board Meeting.
- (g) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson at the meeting, as long as at least one of the Board Members involved was at that place for the duration of the Board Meeting.

## **12.2 Quorum of Board Meetings**

- (a) No business may be transacted at a Board Meeting unless a quorum of Board Members is present at the time the business is dealt with.
- (b) A quorum for a Board Meeting is four Board Members in office at the time.
- (c) If there is a vacancy in the office of a Board Member then, subject to rule 10.7, the remaining Board Members may act.

## **12.3 Notice of Board Meetings**

- (a) Subject to this Constitution, notice of a Board Meeting must be given to each person who is, at the time of giving the notice a Board Member, except a Board Member on leave of absence approved by the Board Members.
- (b) A notice of a meeting of Board Members:
  - (i) must specify the time and place of the Board Meeting;
  - (ii) must state the nature of the business to be transacted at the Board Meeting;
  - (iii) may be given immediately before the Board Meeting; and
  - (iv) may be given in person or by post, telephone, fax or other electronic means.
- (c) A Board Member may waive the right to receive notice of a meeting of Board Members by notifying the Association to that effect in person or by post, telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of Board Members by, or a failure to give notice of a meeting of Board Members to, a Board Member does not invalidate any act, matter or thing done or resolution passed at the meeting if:
  - (i) the non-receipt or failure occurred by accident or error;
  - (ii) before or after the meeting, the Board Member:
    - A. has waived or waives notice of that meeting under rule 12.3(c); or
    - B. has notified or notifies the Association of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, fax or other electronic means; or
  - (iii) the Board Member attended the meeting;

- (e) Attendance by a person at a Board Meeting waives any objection which that person may have to a failure to give notice of the Board Meeting.

## **12.4 Agenda of Board Meetings**

The Board Members present at a Board Meeting shall determine the procedure and order of business to be followed at the Board Meeting.

## **12.5 Voting at Board Meetings**

- (a) All Board Members, including the Chairperson, shall be entitled to vote at Board Meetings and shall have one vote.
- (b) Every question submitted to a Board Meeting shall be decided by a majority vote on show of hands. If there is an equality of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote.
- (c) A Board Member having any direct or indirect pecuniary interest shall disclose the nature and extent of his or her interests to the Board in accordance with sections 21 and 22 of the Act and the Association's policy on conflict of interest.
- (d) No Board Member shall, as a Board Member, vote in respect of any contract or arrangement in which he or she is so interested as aforesaid and, if he or she does so vote, his or her vote shall not be counted, but this prohibition as to voting shall not apply to any contract by or on behalf of the Association to give any Board Member any security for advances or by way of indemnity or to any contract or arrangement where the Board Member is interested merely as a shareholder or Board Member of another company, and such prohibition may at any time or times be suspended or relaxed to any extent by the Association in General Meeting.
- (e) All acts done by any meeting of the Board thereof shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any Board Members or that any such Board Member or Board Members were disqualified, be as valid as if every such Board Member had been duly appointed and was qualified to be a member of the Board.

## **12.6 Written resolution of the Board**

A resolution in writing signed by all Board Members, or a majority of Board Members, shall be as valid and effectual as if it had been passed at a Board Meeting duly called and constituted, provided that notice of the resolution has been given to all Board Members.

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## **13. Secretary**

### **13.1 Appointment of the Secretary**

The Board shall appoint a person to fulfil the role of Secretary annually at its first Board Meeting immediately following each Annual General Meeting.

### **13.2 Resignation of the Secretary**

- (a) The Secretary may resign by notice in writing delivered to the Chairperson.



- (b) In the event of the Secretary resigning from his or her office pursuant to rule 13.2(a), the resulting vacancy may be filled by a Board Member, for the remainder of the term, by the Board appointing that Board Member as Secretary.

### **13.3 Duties of the Secretary**

The Secretary must:

- (a) under the direction of the Chairperson, keep full and correct minutes of the proceedings of any Board Meetings or General Meetings;
- (b) co-ordinate the correspondence of the Association and ensure that all notices are duly given in accordance with the provisions of this Constitution or as required by law;
- (c) in general, perform such duties as are commonly incidental to the office of Secretary or as may from time to time be assigned to him by the Board Members or as are prescribed by law or by this Constitution; and
- (d) do all things reasonably required to ensure the Association complies with:
  - (i) section 27 of the Act in respect of the Register of Members;
  - (ii) section 28 of the Act in respect of the rules of this Constitution; and
  - (iii) section 29 of the Act in respect of the records of the office holders, and any Board Members, of the Association.

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## **14. Treasurer**

### **14.1 Appointment of the Treasurer**

The Board:

- (a) shall appoint a Treasurer in accordance with rule 12.1(c); and
- (b) may appoint additional treasurers and/or one or more assistant treasurers as it sees fit.

### **14.2 Resignation of the Treasurer**

- (a) The Treasurer may resign by notice in writing delivered to the Chairperson or Secretary.
- (b) In the event of the Treasurer resigning from his or her office pursuant to rule 14.2(a), the resulting vacancy may be filled by a Board Member, for the remainder of the term, by the Board appointing that Board Member as Treasurer.

### **14.3 Duties of the Treasurer**

- (a) The role of the Treasurer is to bring the appropriate level of financial experience and expertise to the Board.
- (b) The Board may delegate duties and powers to the Treasurer, as the Board thinks fit.

- (c) A Treasurer to whom any powers have been delegated must exercise the powers delegated pursuant to rule 14.3(b) in accordance with the directions given by the Board.
- (d) The Treasurer shall table monthly a statement showing the financial position of the Association and shall, in respect of the accounting records of the Association (**Accounting Records**), comply with rule 15.1(a).

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## **15. Accounting Records**

### **15.1 Keeping of Accounting Records**

- (a) The Treasurer shall do all things reasonably required to ensure the Association complies with sections 25 and 26 of the Act in respect of the Accounting Records by:
  - (i) keeping Accounting Records that correctly record and explain the financial transactions and financial position of the Association;
  - (ii) keeping Accounting Records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - (iii) keeping Accounting Records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
  - (iv) submitting to Members at each Annual General Meeting, the Accounting Records showing the financial position of the Association at the end of the immediately preceding Financial Year, which may be audited if determined by the Board or if otherwise required by applicable law.
- (b) The Accounting Records shall be kept at the registered office of the Association or such other place as the Board thinks fit and shall be available for inspection by any Board Member upon reasonable notice being given by the Board Member to the Treasurer.

### **15.2 Sending of Accounting Records to Members**

At the end of each Financial Year or as soon as possible thereafter, the Board shall prepare a written report on the operations of the Association during that Financial Year and a copy of such report shall be delivered to each Member.

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## **16. Chief Executive Officer**

- (a) The Board shall appoint a salaried Chief Executive Officer to be responsible for the management, administration and daily operation of the Association, subject to the control and direction of the Board.
- (b) The appointment of the Chief Executive Officer may be for the period, at the remuneration or on the conditions, that the Board think fit.
- (c) Subject to applicable law, the Board may:
  - (i) delegate any of its powers to the Chief Executive Officer for any period and on any terms (including the power to further delegate) as the Board thinks fit;

- (ii) confer on the Chief Executive Officer the powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the Directors) as they think fit;
  - (iii) withdraw, suspend or vary any of the powers, discretions and duties conferred on the Chief Executive Officer; and
  - (iv) authorise the Chief Executive Officer to delegate all or any of the powers, discretions and duties conferred on him or her.
- (d) The Board may invite the Chief Executive Officer to attend Board Meetings.
- (e) The Chief Executive Officer must exercise the powers delegated pursuant to rule 16(c) in accordance with any directions of the Board.
- (f) The Chief Executive Officer may represent the Association on all occasions as the Board shall regard as being appropriate.
- (g) An act done by a person acting as the Chief Executive Officer is not invalidated merely because of:
  - (i) a defect in the person's appointment as the Chief Executive Officer; or
  - (ii) the person being disqualified as the Chief Executive Officer, if that circumstance was not known by the person when the act was done.
- (h) Subject to any written agreement between the Association and the Chief Executive Officer, the Board may, by [ordinary] resolution at a Board Meeting, dismiss the Chief Executive Officer.

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## **17. Records of General Meetings and Board Meetings**

- (a) Minutes shall be kept of the proceedings of all General Meetings and Board Meetings.
- (b) The minutes of General Meetings and Board Meetings shall be checked and approved at the following General Meeting or Board Meeting (as appropriate) and filed in accordance with the Association's records management policy.

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## **18. Authorisation of financial transactions and legal contracts**

- (a) The Board shall approve all Major Financial Transactions and legal contracts made on behalf of the Association, unless the Board has issued a written delegation of authority to the Chief Executive Officer to authorise that particular financial transaction or legal contract.
- (b) The Board must approve the annual operating budget of the Association.
- (c) Subject to rule 25.1, the expenditure of the Association's funds must be authorised by such person or persons as the Board may prescribe from time to time.

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## **19. Common Seal**

- (a) The Association shall have a Common Seal which may be affixed to any deed, instrument or document, to which the same is required to be affixed.

- (b) The Common Seal may only be affixed to a document pursuant to a resolution of the Board, and then only in the presence of any two Board Members.
- (c) Every deed, instrument or document to which the seal of the Association is affixed shall be countersigned by the two Board Members in whose presence the Common Seal was affixed.
- (d) A true and correct record shall be kept of all instruments, deeds, agreements, contracts and documents to which the seal is affixed and shall be maintained in a seal register by the Secretary.

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## **20. Finance and accounts**

The Association must keep a cheque account at such bank as the Board may determine and all cheques drawn on the cheque account shall be signed by such person or persons as the Board may prescribe from time to time. The Treasurer shall issue receipts for all cheques drawn on the cheque account.

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## **21. Gift Fund**

### **21.1 Maintaining the Gift Fund**

The Association must maintain a fund:

- (a) to which gifts of money or property for those objects are to be made;
- (b) to which any money received by the Association because of those gifts is to be credited; and
- (c) that does not receive any other money or property,

(the **Gift Fund**)

### **21.2 Limitation of Gift Fund**

The Association must use gifts made to the Gift Fund and any money received because of those gifts, for the purpose of promoting the Objects.

### **21.3 Winding up**

- (a) At the first occurrence of:
  - (i) the winding up of the Gift Fund; or
  - (ii) the Association ceasing to be endorsed as a deductible gift recipient under the Income Tax Assessment Act 1997 (Cth),

any surplus assets of the Gift Fund must be transferred to a fund, authority or other institution.

- (b) The fund, authority or institution must be decided by the Directors and must
  - (i) be charitable at law;
  - (ii) have a constitution which prohibits distributions or payments to its members and directors (if any);

- (iii) must be eligible to receive deductions for gifts under Division 30 of the Income Tax Assessment Act 1997 (Cth).
- (c) Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the Income Tax Assessment Act 1997 (Cth) are satisfied, a transfer under this rule 21 to that fund, authority or institution must be made in accordance with or subject to those conditions.

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## **22. Rules of the Association**

- (a) The Association may from time to time amend, repeal or add to or vary this Constitution by a Special Resolution passed at a General Meeting but not otherwise, and in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- (b) Where the Association resolves to alter the Constitution in accordance with rule 22(a), the Association must within one month of the passing of the Special Resolution lodge with the Commissioner:
  - (i) a notice of the Special Resolution setting out particulars of the alteration; and
  - (ii) a certificate given by a Board Member certifying that the resolution was duly passed as a Special Resolution and that the Constitution as so altered conforms to the requirements of the Act.
- (c) An alteration to this Constitution having effect to alter the Objects, purpose or name of the Association does not take effect until the Commissioner has given approval to the alteration in accordance with the Act.
- (d) An alteration to this Constitution does not take effect until this rule 22 has been complied with.
- (e) Any amendment, repeal, additional variation of this Constitution shall be consistent with the Objects.
- (f) Any alteration to this Constitution must, if required, be notified to the Australian Taxation Office.
- (g) This Constitution binds every Member and the Association to the same extent as if every Member and the Association had signed and sealed this Constitution and agreed to be bound by its provisions.

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## **23. Inspection of records**

- (a) A person who is not a Board Member does not have the right to inspect any of the board papers, books, records or documents of the Association, except as provided by law, this Constitution or as authorised by the Board Members or by a resolution of the Members.
- (b) The Association may enter into contracts with its Board Members agreeing to provide continuing access for a specified period after the Board Member ceases to be a Board Member to board papers, books, records and documents of the Association which relate to the period during which the Board Member was a Board Member on such terms and conditions as the Board Members think fit and which are not inconsistent with this rule 23.

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## **24. Indemnity and insurance**

### **24.1 Application**

This rule 24 applies to:

- (a) each person who is or has been a Board Member, Chief Executive Officer, Treasurer or Secretary; and
- (b) any other employees or former employees of the Association or of its related bodies corporate that the Board decides in each case.

### **24.2 Indemnity**

The Association must, to the extent permitted by law:

- (a) indemnify; and
- (b) if requested by a person to whom this rule 24 applies, enter into a deed indemnifying, on a full indemnity basis and to the full extent permitted by law, each person to whom this rule 24 applies,

for all losses or liabilities incurred by the person as an officer of the Association or of a related body corporate (including costs and expenses).

### **24.3 Extent of Indemnity**

The indemnity in rule 24.2:

- (a) is a continuing obligation and is enforceable by a person to whom rule 24 applies even though that person has ceased to be an officer of the Association or of a related body corporate; and
- (b) operates only to the extent that the loss or liability is not covered by insurance.

### **24.4 Insurance**

The Association may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any person to whom this rule 24.4 applies, against any liability incurred by the person as an officer of the Association or of a related body corporate.

### **24.5 Savings**

Nothing in rules 24.2 or 24.4:

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any loss or liability referred to in those rules; or
- (b) limits the capacity of the Association to indemnify or provide insurance for any person to whom those rules do not apply.

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## **25. Notices**

### **25.1 How notices may be given**

- (a) A notice may be given by the Association to a Member by:
  - (i) delivering it to the Member personally;
  - (ii) sending it to the Member's fax number or electronic address, (if the Member has nominated an electronic address for receipt of notices); or
  - (iii) posting it by prepaid post to the Member's registered address.
- (b) A notice may be given by a Member to the Association by:
  - (i) delivering it to the Association's registered office;
  - (ii) sending it to the Association's fax number or electronic address, (if the Association has nominated an electronic address for receipt of notices); or
  - (iii) posting it by prepaid post to the Association's registered address.

### **25.2 When taken as given**

A notice is taken as given by the Association and received by the Member:

- (a) if delivered, at the time of delivery;
- (b) if faxed, when the Association receives a confirmation report that all pages of the fax have been transmitted to the Member's fax number, but if transmission or receipt is after 5.00 pm, it is taken as received on the next Business Day;
- (c) if sent electronically, on the next Business Day; and
- (d) if posted, on the second Business Day after it was posted.

### **25.3 Notice given by member**

A notice is taken as given by a Member and received by the Association:

- (a) if delivered, at the time of delivery;
- (b) if faxed, when the Member receives a confirmation report that all pages of the fax have been transmitted to the Association's fax number, but if transmission or receipt is after 5.00pm, it is taken as received on the next Business Day;
- (c) if sent electronically, on the next Business Day; and
- (d) if posted, on the second Business Day after it was posted.

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## **26. Dissolution or winding up of Association**

- (a) Provided that the Association is solvent, the Members may pass a Special Resolution at a General Meeting to wind up the Association and approve a distribution plan in accordance with Part VI of the Act.

- (b) In the event of the winding up or dissolution of the Association, the Commissioner of Taxation shall, if required, be advised of the date of dissolution within 30 days of the dissolution.
- (c) Upon the winding up or dissolution of the Association, any surplus assets remaining after the payment of all the Association's debts and liabilities in accordance with sections 30 to 33 of the Act shall not be paid or distributed among the Members, but shall be distributed to one or more associations incorporated under the Act, determined by a resolution of Members which is or are:
  - (i) determined by the Members to have objects similar to the Objects of the Association; and
  - (ii) endorsed as a Deductible Gift Recipient.

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## **27. Governing law**

This Constitution is made under the laws of Western Australia and the rights of all parties and the construction and effect of each and every provision of this Constitution shall be subject to such laws and the situs of all interests under this Constitution shall be deemed to be Western Australia.