

CONSTITUTION

FOR THE

MUSCULAR DYSTROPHY ASSOCIATION OF WESTERN AUSTRALIA (INCORPORATED)

APRIL 2016

**MUSCULAR DYSTROPHY ASSOCIATION OF
WESTERN AUSTRALIA (INCORPORATED)**

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Contents

1.	Name of Association.....	3
2.	Definitions.....	3
3.	Objects of Association	4
4.	Powers of Association.....	4
5.	Qualifications for Membership of Association	5
6.	Register of Members of Association.....	5
7.	Subscriptions of Members of Association	5
8.	Termination of Membership of the Association	6
9.	Suspension or Expulsion of Members of Association.....	6
10.	The Board.....	7
11.	President, Vice President and Treasurer	8
12.	Medical Director	Error! Bookmark not defined.
13.	Patron and Vice Patron(s).....	9
14.	Chief Executive Officer	9
15.	Casual Vacancies in Membership of the Board	9
16.	Proceedings of the Board	10
17.	General Meetings	10
18.	Quorum and Proceedings at General Meetings	12
19.	Minutes of Meetings of Association.....	13
20.	Voting Rights of Members of Association	13
21.	Proxies of Members of Association	13
22.	Rules of Association.....	13
23.	Common Seal of Association	13
24.	Inspection of Records, etc. of Association.....	14
25.	Disputes and Mediation	14
26.	Distribution of Surplus Property on Winding Up of Association	14
27.	Indemnity.....	15
28.	Branches	15
	End of Constitution.....	15

1. Name of Association

The name of the Association is the Muscular Dystrophy Association of Western Australia (Incorporated).

2. Definitions

In these rules, unless the contrary intention appears-

"Annual general meeting" is the meeting convened under paragraph (b) of rule 17 (1);

"Board meeting" means a meeting referred to in rule 16;

"Board member" means person referred to in paragraph (a), (b), (c), or (d) of rule 10 (1);

"Convene" means to call together for a formal meeting;

"Department" means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

"financial year" means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 31 December; and thereafter each period commencing 1 January and ending on 31 December in the following year, or such other dates as are determined by the Board from time to time;

"General meeting" means a meeting to which all members are invited;

"Member" means member of the Association;

"Ordinary resolution" means resolution other than a special resolution;

"Poll" means voting conducted in written form (as opposed to a show of hands);

"Special general meeting" means a general meeting other than the annual general meeting;

"Special resolution" has the meaning given by section 24 of the Act, that is:

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"The Act" means the *Associations Incorporation Act 1987*

"The Association" means the Association referred to in rule 1;

"The Chairperson" means-

(a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at

the Board meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) as the President or, if that person is unable to perform his or her functions, an alternate member elected by members under rule 11 (5);

“The Commissioner” means the Commissioner for Consumer Protection exercising powers under the Act;

"The Board" means the Board of the Association referred to in rule 10 (1);

“The President” means the President referred to in paragraph (a) of rule 10 (1)

“The Vice President” means the Vice President referred to in paragraph (b) of rule 10 (1)

“The Treasurer” means the President referred to in paragraph (c) of rule 10 (1)

3. Objects of Association

(1) The objects of the Association are-

- (a) to relieve sickness, suffering and distress occasioned through muscular dystrophy and allied diseases, through the provision of advisory, welfare, counselling and support services;
- (b) to promote and fund research into the mechanisms, causes, impact, treatments and cures for muscular dystrophy and allied conditions;
- (c) to make known and further the objects and activities of the Association and by any means thought desirable; and
- (d) such other objects, supportive of the aforesaid objectives as the Association or its Board may from time to time determine.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4. Powers of Association

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may –

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

5. Qualifications for Membership of Association

- (1) Membership of the Association will be in three categories and is open to-
 - (a) **Ordinary Membership** – A person wishing to become a member and whose membership application has not been declined by the Board;
 - (b) **Membership for Life** – A person wishing to become a member for life and whose membership application has not been declined by the Board; and
 - (c) **Honorary Life Membership** – A person appointed as an Honorary Life Member by a resolution of the Board.
- (2) Each category of membership under rule 5(1.) may be defined into two sub-categories:
 - (a) **Adult Members** – those members who are over 18 years of age as at 1 January of that year
 - (b) **Junior Members** – those members who are under 18 years of age as at 1 January of that year
- (3) A person wishing to become an ordinary member or member for life shall apply for membership by returning the application for membership form to the usual place of business of the Association.
- (4) The decision to decline any application for membership shall rest with the Board.
- (5) An applicant whose application for membership of the Association is declined under sub-rule (3) shall, if he or she wishes to appeal against that decision, give notice to the Chief Executive Officer of his or her intention to do so within a period of 14 days from the date he or she is advised of the decision to decline.
- (6) When notice is given under sub-rule (4), the Association in a general meeting no later than the next annual general meeting, shall either confirm or set aside the decision of the Board to decline the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

6. Register of Members of Association

The Chief Executive Officer, on behalf of the Association, shall comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

- (1) The register shall be so kept and maintained at the usual place of business of the Association.
- (2) The Chief Executive Officer shall cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

7. Subscriptions of Members of Association

- (1) Annual Membership fee(s) for all categories of membership will be determined by resolution of the Board.
- (2) Each member shall renew membership of the Association, annually on or before 1 January or such other date as the Board from time to time determines.
- (3) Subject to sub-rule (4), a member whose subscription is not renewed within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.

- (4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is renewed on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Board allows.

8. Termination of Membership of the Association

Membership of the Association may be terminated upon –

- (a) receipt by the Chief Executive Officer or a Board member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
- (b) non-payment by a member of his or her subscription within three months of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise in accordance with rule 7 (c); or
- (c) expulsion of a member in accordance with rule 9.

9. Suspension or Expulsion of Members of Association

- (1) If the Board considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Board shall communicate, either orally or in writing, to the member-
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conductnot less than 30 days before the date of the Board meeting referred to in paragraph (a).
- (2) At the Board meeting referred to in a notice communicated under sub-rule (1), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that member from membership of the Association and shall, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member fourteen (14) days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).
- (4) A member who is suspended or expelled under sub-rule (2) shall, if he or she wishes to appeal against that suspension or expulsion, give notice to the Chief Executive Officer of his or her intention to do so within the period of fourteen (14) days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4)-
 - (a) the Association in a general meeting, shall either confirm or set aside the decision of the Board to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
 - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel him or her is confirmed under this sub-rule.

10. The Board

- (1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Board consisting of-
 - (a) A President;
 - (b) a Vice-President;
 - (c) a Treasurer;
 - (d) not less than three (3) nor more than seven (7) other persons, all of whom shall be members of the Association.
- (2) Board members shall be elected to the Board at an annual general meeting or appointed under sub-rule (8).
- (3) Subject to sub-rule (8), a Board member's term will be from his or her election at an annual general meeting for a three-year (3) term. All Board Members are eligible for re-election to the Board for maximum of two (2) terms.
- (4) Subject to mutual agreement, the Board may, at its absolute discretion, invite a retiring Board Member to serve in the position for a further three-year term.
- (5) Except for nominees under sub-rule (7), a person is not eligible for election to the Board unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-
 - (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election,to the Chief Executive Officer not less than seven (7) days before the day on which the annual general meeting concerned is to be held.
- (6) A person who is eligible for election or re-election under this rule may -
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (7) A person may not be eligible for election to the Board if the person—
 - (a) is not an Adult Member; and
 - (b) is ineligible to be elected as a member under section 39. of the Act
 - (c) is an employee of the Association
- (8) If the number of persons nominated in accordance with sub-rule (4) for election to the Board does not exceed the number of vacancies on the Board to be filled,
 - (a) the Chief Executive Officer must report accordingly to; and
 - (b) the Chairperson must declare those persons to be duly elected as members of the Board at, the annual general meeting concerned.
- (9) If the number of nominations for Board members exceeds the number of vacant Board positions, elections for the Board members will be conducted by two (2) members appointed by the annual general meeting, and who are not candidates.
 - (a) Voting will be by ballot, with names listed on the ballot paper in alphabetical order of surname;
 - (b) Each voter shall place a mark against the name of each candidate the voter desires to be elected up to the number of vacant positions;

- (c) Candidates are elected-
 - (i) in order of the highest number of votes; and
- (10) When a casual vacancy within the meaning of rule 15 occurs in the membership of the Board-
 - (a) the Board may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will –
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the Board, at the next following annual general meeting.
- (11) The Board may delegate, in writing, to one or more sub-committees (consisting of such member or members of the Association as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than-
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or any other law.
- (12) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- (13) The Board may, in writing, revoke wholly or in part any delegation under sub-rule (9). The Board shall arrange for the annual accounts to be audited by the auditor appointed under rule 17 (7) (e).
- (14) In the event that a casual vacancy occurs in the position of auditor appointed under rule 17 (7) (e), the Board shall appoint an alternative auditor.

11. President, Vice President and Treasurer

- (1) The President, Vice President and Treasurer shall be elected by the Board at the conclusion of each annual general meeting, and shall preside until-
 - (a) the conclusion of the next annual general meeting;
 - (b) they cease to be a member; or
 - (c) the Board elects an alternative President, Vice President or Treasurer respectively;
 whichever occurs first.
 In the event of a tied vote, the President, Vice President and Treasurer shall each be elected by the drawing of names from a hat.
- (2) An incoming President shall be eligible to be elected to the position for a maximum of two (2) consecutive three-year terms.
- (3) Subject to mutual agreement, the Board may, at its absolute discretion, invite a retiring President to serve in the position of President for a further one-year term.
- (4) Subject to sub-rule (1), the President shall preside at all general meetings and Board meetings.
- (5) In the event of the absence from a general meeting of-
 - (a) the President, the Vice President; or
 - (b) both the President and Vice President, a member elected by the other members present at the general meeting, shall preside at the meeting.
- (6) In the event of the absence from a Board meeting of-
 - (a) the President, the Vice President; or

- (b) both the President and Vice President, a Board member elected by the other Board members present at the Board meeting, shall preside at the Board meeting.
- (7) The Treasurer shall-
- (a) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association;
 - (b) whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction; and
 - (c) perform such other duties as are imposed by these rules on the Treasurer.

12. Medical Director

Clause removed

13. Patron and Vice Patron(s)

- (1) There shall be a Patron of the Association.
- (2) There may be Vice Patrons of the Association, the number of which shall be determined by resolution of the Board from time to time.
- (3) The Patron and Vice Patron(s) shall be nominated by members from the floor at the annual general meeting of the Association.
- (4) The Patron and Vice Patron(s) shall be elected on a show of hands of members in attendance at the annual general meeting of the Association.

14. Chief Executive Officer

- (1) The Chief Executive Officer is not a member of the Association and will be appointed by the Board-
 - (a) to manage the affairs of the Association under the direction of and in accordance with the requirements of the Board; and
 - (b) on behalf of the Association, to comply with the requirements of the Act.
- (2) The Chief Executive Officer shall attend each Board meeting and general meeting of the Association unless excused by the Board.
- (3) The Chief Executive Officer shall, in consultation with the Treasurer, prepare or have prepared the financial statements of the Association for each financial year.

15. Casual Vacancies in Membership of the Board

A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Board member is the President, to the Vice President and that resignation is accepted by resolution of the Board;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than three (3) Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings;
- (f) ceases to be a member of the Association; or

- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board member.

16. Proceedings of the Board

- (1) The Board shall meet together for the dispatch of business not less than once each three (3) calendar months in each year and the President, or at least half the members of the Board, may at any time convene a meeting of the Board.
- (2) Each voting Board member has a deliberative vote.
- (3) A question arising at a Board meeting shall be decided by a majority of votes.
- (4) If a vote under sub-rule (3) is tied, the person presiding at the Board meeting shall have, in addition to his or her deliberative vote, a casting vote.
- (5) At a Board meeting, four (4) voting Board members constitute a quorum.
- (6) Subject to these rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Board members present at that meeting.
- (7) As required under sections 21 and 22 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established), shall-
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- (8) Sub-rule (7) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Association.
- (9) The Chief Executive Officer shall cause every disclosure made under sub-rule (7) (a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made. The Chief Executive Officer shall cause every disclosure made under sub-rule (7) (a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.
- (10) In exceptional circumstances, as an alternative to convening a special Board meeting, the President may arrange for an issue for deliberation by the Board to be put to Board members by electronic (email) communication for circular resolution.
 - (a) The President or Chief Executive Officer will circulate the issue for resolution to all Board members requesting a vote for or against the proposal to be communicated to the Chief Executive Officer by return email within five (5) days.
 - (b) Subject to sub-rule (10) (c), the vote of each Board member, received by the Chief Executive Officer within five (5) days of the resolution being circulated, will be as valid and effectual as if it had been provided at a meeting of the Board members duly convened and constituted, and will be in accordance with sub-rules (2), (3), (4) and (5).
 - (c) If within the five (5) day period, any member of the Board advises the President or the Chief Executive Officer that he or she objects to the resolution being passed as a circular resolution under this Rule, then the resolution shall not be passed as a circular resolution and the President shall cause the resolution to be considered at the next meeting of the Board.
 - (d) Each circular resolution passed under this Rule shall be placed in the minute file of the Board.

17. General Meetings

- (1) The Board-

- (a) may at any time convene a special general meeting;
 - (b) shall convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act; and
 - (c) shall, within 30 days of-
 - (i) receiving a request in writing to do so from not less than twenty (20) members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Chief Executive Officer receiving a notice under rule 9 (4), convene a special general meeting to deal with the appeal to which that notice relates.
 - (d) shall, after receiving a notice under rule 5 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Board's rejection of his or her application and the Association at that meeting shall confirm or set aside the decision of the Board.
- (2) The members making a request referred to in sub-rule (1) (c) (i) shall-
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
- (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
 - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Board.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b), the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (8), the Chief Executive Officer shall give to all members not less than fourteen (14) days notice of a special general meeting and that notice shall specify-
- (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule (8), the Chief Executive Officer shall give to all members not less than twenty-one (21) days notice of an annual general meeting and that notice shall specify-
- (a) when and where the annual general meeting concerned is to be held; and
 - (b) particulars and order in which business is to be transacted at the annual general meeting.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is-
- (a) first, confirmation of the minutes of the previous annual general meeting;
 - (b) second, consideration of the accounts and reports of the Board;
 - (c) third, the appointment of the Patron and Vice Patron(s);
 - (d) fifth, the appointment of the Auditor;
 - (e) sixth, any other business requiring consideration by the Association at the general meeting; and
 - (f) seventh, the election of Board members to replace outgoing Board members.
- (8) A special resolution may be moved at a special general meeting or at an annual general meeting. The Chief Executive Officer shall give to all members not less than twenty-one (21) days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) The Chief Executive Officer shall give a notice under sub rule (5), (6) or (8) by-
- (a) serving it on a member personally; or

- (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
- (10) When a notice is sent by post under sub-rule (9) (b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

18. Quorum and Proceedings at General Meetings

- (1) At a general meeting seven (7) members present in person or by proxy constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 17 (5) or (8)-
 - (a) as a result of a request or notice referred to in rule 17 (1) (c) or as a result of action taken under rule 17 (3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within thirty (30) minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The President may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of thirty (30) days or more, the Chief Executive Officer shall give notice under rule 17 of the adjourned general meeting as if the general meeting were a fresh general meeting.
- (7) At a general meeting-
 - (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands of members [as defined in rule 5 (1)], subject to sub-rule (9); and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).
- (8) A declaration by the President at a general meeting that a resolution has been passed as an ordinary resolution or as a special resolution shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the President at the general meeting or by three (3) or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the President directs.
- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution or a special resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

19. Minutes of Meetings of Association

- (1) The Chief Executive Officer shall cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within thirty (30) days after the holding of each general meeting or Board meeting, as the case requires, in a minute file kept for that purpose.
- (2) The President shall ensure that the minutes taken of a general meeting or Board meeting under sub-rule (1) are checked and signed as correct by the President of the general meeting or Board meeting to which those minutes relate or by the President of the next succeeding general meeting or Board meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that-
 - (a) the general meeting or Board meeting to which they relate (in this sub-rule called “the meeting”) was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

20. Voting Rights of Members of Association

Subject to these rules, each Adult Member [as defined in rule 5 (2.)] present in person or by proxy at a general meeting, other than a member who is an employee of the Association, is entitled to a deliberative vote. A member who is an employee of the Association is not entitled to vote.

21. Proxies of Members of Association

A member (in this rule called “the appointing member”) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting. The instrument appointing the proxy shall be lodged at the office of the Association not less than forty-eight (48 hours) prior to the time for commencement of the general meeting.

22. Rules of Association

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

23. Common Seal of Association

- (1) The Association shall have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minute file referred to in rule 19.
- (3) The affixing of the common seal of the Association shall be witnessed by any two members of the Board, one of whom shall be elected.
- (4) The common seal of the Association shall be kept in the custody of the Chief Executive Officer or of such other person as the Board from time to time decides.

24. Inspection of Records, etc. of Association

A member may at any reasonable time inspect without charge the register of members, these rules and the record of office holders of the Association in accordance with Sections 27, 28 and 29 of the Act.

25. Disputes and Mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between-
 - (a) a member and another member; or
 - (b) a member and the Association; or
 - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (2) The parties to the dispute shall meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties shall, within ten (10) days, hold a meeting in the presence of a mediator.
- (4) The mediator shall be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association;
 - (ii) in the case of a dispute between a member or relevant non-member [as defined by sub-rule (1) (c)] and the Association, a person who is a mediator appointed to, or employed with, a not-for-profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute shall, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, shall-
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator shall not determine the dispute.
- (10) The mediation shall be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

26. Distribution of Surplus Property on Winding Up of Association

If upon the winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members, or former members, but shall be given or transferred to another association incorporated under the Act, or company limited by guarantee which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution, health promotion charity or approved research institute to which income tax deductible gifts can be made and which association, company or institute shall be determined by resolution of the members.

27. Indemnity

Every Board Member, Chief Executive Officer and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in respect of any negligence, default, breach of duty or trust not attributable to the dishonesty of such person or to the wilful commission by such person of an act known by such person to be a breach of trust.

28. Branches

- (1) Subject to the approval of the Board a group of not less than ten (10) members of the Association may establish a branch of the Association.
- (2) Approval given under rule 28 (1) may be withdrawn at any time by resolution of the Board.
- (3) The Board may from time to time prescribe model rules for a branch. Any branch of the Association shall be bound by this Constitution and the model rules.
- (4) All assets, records, books and money of a branch of the Association remain the property of the Association.

End of Constitution