



**S·A·R·R·A·H**

Services for Australian  
Rural and Remote Allied Health

# **Constitution**

# **2014**

# TABLE OF CONTENTS

1	NAME .....	4
2	DEFINITIONS AND CONSTRUCTION .....	4
3	OBJECTS OF ASSOCIATION .....	6
4	POWERS OF ASSOCIATION .....	6
5	QUALIFICATIONS FOR MEMBERSHIP OF THE ASSOCIATION.....	7
6	REGISTER OF MEMBERS OF ASSOCIATION .....	8
7	SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION .....	9
8	TERMINATION OF MEMBERSHIP .....	9
9	SUSPENSION OR EXPULSION OF MEMBERS OF ASSOCIATION .....	9
10	APPEALS AGAINST TERMINATION, SUSPENSION OR EXPULSION FROM MEMBERSHIP .....	10
11	THE BOARD .....	10
12	THE ADVISORY COMMITTEE.....	13
13	DELEGATIONS.....	13
14	BOARD CHARTER AND PROCEDURES.....	14
15	CASUAL VACANCIES IN MEMBERSHIP OF THE BOARD.....	14

16	PROCEEDINGS OF THE BOARD .....	15
17	GENERAL MEETINGS.....	16
18	ANNUAL GENERAL MEETING .....	17
19	QUORUM AND PROCEEDINGS AT GENERAL MEETINGS .....	18
20	MINUTES OF MEETINGS OF ASSOCIATION.....	19
21	VOTING RIGHTS OF MEMBERS OF ASSOCIATION .....	20
22	AMENDMENT OF THE CONSTITUTION .....	20
23	FUNDS .....	20
24	ACCOUNTS .....	21
25	COMMON SEAL OF ASSOCIATION .....	21
26	INSPECTION OF RECORDS, ETC. OF ASSOCIATION .....	21
27	DISPUTES AND MEDIATION .....	21
28	DISSOLUTION OF THE ASSOCIATION.....	22
29	DISTRIBUTION OF SURPLUS PROPERTY .....	23

## 1 NAME

- 1.1 The name of the incorporated association shall be **SERVICES FOR AUSTRALIAN RURAL AND REMOTE ALLIED HEALTH INCORPORATED** ("the Association").

## 2 DEFINITIONS AND CONSTRUCTION

- 2.1 In this Constitution unless repugnant to the context or otherwise expressly stated the following words shall have the interpretation and meaning attached to them respectively:

- (a) **The Act** means the *Associations Incorporation Act 1987 (WA)*;
- (b) **Allied Health Professional**: The Association recognises that allied health professionals are Tertiary qualified health professionals who apply their skills to diagnose, restore and maintain optimal physical, sensory, psychological, cognitive and social function. They are aligned to each other and their clients;

Professions may include, but are not limited to:

- Audiology;
- Nutrition & Dietetics;
- Occupational Therapy;
- Optometry;
- Orthoptics;
- Orthotics;
- Pharmacy;
- Physiotherapy;
- Podiatry;
- Psychology;
- Radiography;
- Social Work;
- Speech Pathology; and
- such other professions or callings as the Board determines from time to time;

- (c) **Annual General Meeting or AGM** has the meaning given in the Act;
- (d) **Association** represents those involved in the Association;
- (e) **Board** means the Board described at clause 11;
- (f) **Board Meeting** means a meeting referred to in clause 16;
- (g) **Board Charter** has the meaning given in clause 14;
- (h) **Board Member** means a member of the Board;
- (i) **Community** means the people living in rural and remote areas of Australia;
- (j) **Deputy President** means the Deputy President of the Board for the time being appointed pursuant to this Constitution;

- (k) **Full Member** means a Member who is entitled to vote and whose subscriptions are fully paid;
  - (l) **Financial Year** means each period commencing 1 July and ending on 30 June in the following year;
  - (m) **General Meeting** includes an Annual General Meeting and a Special General Meeting;
  - (n) **Initial Board** has the meaning given in clause 11;
  - (o) **Member** means a member of the Association;
  - (p) **Month** means calendar month;
  - (q) **Office** means office of President, Deputy President, Secretary or Treasurer as the context may require;
  - (r) **Officeholder** means a person elected or appointed to an Office.
  - (s) **Ordinary Resolution** means a resolution passed by more than 50% of those Present and entitled to vote on the resolution;
  - (t) **Position** means a position on the Board including Officeholder and non-Officeholder positions;
  - (u) **Prescribed** means prescribed by this Constitution;
  - (v) **Present** means present in person or through technology (such as teleconference or video conference facility) which enables the person to hear, and be heard by, all other persons attending the meeting;
  - (w) **President** means the Chairperson of the Board for the time being appointed pursuant to this Constitution;
  - (x) **Rural and Remote Australia** is recognised by the Association as a continuum of communities outside major metropolitan centres;
  - (y) **Secretary** means any Secretary of the Board for the time being appointed pursuant to this Constitution;
  - (z) **Special General Meeting** means a General Meeting other than the AGM;
  - (aa) **Special Resolution** means a resolution of which not less than 21 day's notice has been given and which is passed by more than three quarters of those Present and entitled to vote on the resolution;
  - (bb) **Staff** means any employee of the Association; and
  - (cc) **Treasurer** means any Treasurer of the Board for the time being appointed pursuant to this Constitution.
- 2.2 In this Constitution, unless the contrary intention appears:
- (a) "in writing" and "written" include typing or printing lithography and other modes of representing or reproducing words and figures in visible form;
  - (b) words importing the singular include the plural and vice versa;

- (c) words importing persons include persons and bodies corporate and incorporate; and
- (d) words importing the masculine gender only include the feminine and vice versa unless the context otherwise requires.

### **3 OBJECTS OF ASSOCIATION**

- 3.1 The Association exists so that rural and remote Australian communities have allied health services that support equitable and sustainable health and well-being.
- 3.2 The income and property of the Association from any source whatsoever shall be used and applied solely towards the promotion of its objects and in the exercise of its powers as set forth herein.
- 3.3 No portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to or amongst the Members of the Association. Provided that nothing herein contained shall:
  - (a) prevent the payment in good faith of remuneration (including superannuation) to any Member of the Association or officers and staff of the Association in return for any services actually rendered to the Association; and
  - (b) be construed so as to prevent the payment or repayment to any Member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

### **4 POWERS OF ASSOCIATION**

- 4.1 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) generate and raise the required funds to support allied health professionals in confident and competent practice in rural and remote areas of Australia, and to indemnify Members thereof against liability arising out of the affairs of the Association;
  - (b) acquire, hold, deal with, and dispose of any real or personal property;
  - (c) act as trustee and accept and hold real and personal property on 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 the Act or this Constitution;
  - (d) open and operate bank accounts;
  - (e) invest its money;
    - (i) in any security in which trust monies may lawfully be invested, or

- (ii) in any other manner authorised by this Constitution;
- (f) borrow money upon such terms and conditions as the Association thinks fit;
- (g) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (h) appoint agents to transact any business of the Association on its behalf;
- (i) execute in favour of any person (whether a Member of the Association or not) who may incur or be about to incur any liability actual or contingent for the benefit of the Association such guarantee or indemnities and to secure the same by mortgage or other security over the whole or any part of the real or personal property of the Association as the Association may deem fit;
- (j) found and maintain such foundations or funds for the receipt of moneys from members of the public for use for or in connection with the activities of the Community as the Association may from time to time deem expedient and to discontinue the same wholly or partly;
- (k) conduct or assist or take part in the conduct of lotteries or functions or other entertainment or public or charitable appeals or any other activity for the purpose of raising funds or procuring contributions to carry out the objects of the Association;
- (l) insure against all risks liabilities and eventualities as may seem advisable and to apply the proceeds of any claim under any insurance in such manner and for such purpose as the Association thinks fit;
- (m) enter into any other contract it considers necessary and desirable;
- (n) employ administrative and project staff, organisers, clerks, typists and others for the purposes of the Association and to pay such persons in return for services rendered salaries wages gratuities pensions or stipends; and
- (o) do all such other acts matters and things as are incidental or conducive to the attainment of the objects of the Association.

## **5 QUALIFICATIONS FOR MEMBERSHIP OF THE ASSOCIATION**

- 5.1 Membership of the Association is open to all individuals who wish to assist in the promotion of and carrying out of the objectives and vision of the Association
- 5.2 Membership categories shall be established or changed by the Board.
- 5.3 Membership of the Association is not transferable.
- 5.4 A person who wishes to become a Member must apply for membership in accordance with the membership application procedure determined by the Board from time to time.

- 5.5 As soon as is practicable after the receipt of any application for membership of the Association, such application will be considered by the Board which will thereupon determine upon the admission or rejection of the applicant.
- 5.6 Once an application has been accepted for membership of the Association, the Secretary will send written notice of acceptance to the applicant.
- 5.7 Membership applicants will be sent written notice of the Association's (a) acceptance or (b) rejection of their application.
- 5.8 Any applications recommended for rejection will be considered by a Membership Subcommittee consisting of no less than 3 Board Members; provided that in no case shall the Membership Subcommittee be required to give any reason for the rejection of an applicant.
- 5.9 An applicant whose application for membership of the Association is rejected under subclause 5.8 must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- 5.10 When notice is given under subclause 5.9, the Association in a General Meeting no later than the next AGM, must either confirm or set aside the decision of the Membership Sub-Committee to reject 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.
- 5.11 Where a person whose application is rejected does not appeal against the decision of the Membership subcommittee within the time prescribed by this Constitution or so appeals but the appeal is unsuccessful, the Association shall forthwith refund the amount of any fee paid.

## **6 REGISTER OF MEMBERS OF ASSOCIATION**

- 6.1 The Secretary, on behalf of the Association, must 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.
- 6.2 The register must be so kept and maintained at the National SARRAH Secretariat or at such other place as the Members at a General Meeting decide.
- 6.3 The Secretary must cause the name of a person who dies or who ceases to be a Member under clause 8 to be deleted from the register of Members referred to in subclause 6.1.

## **7 SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION**

- 7.1 The Board may from time to time determine the amount of the subscription to be paid for membership of the Association including, where the Board believes appropriate, different amounts for different categories of membership.
- 7.2 Each Member must pay to the Treasurer, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription determined under subclause 7.1.
- 7.3 Subject to subclause 7.4, a Member whose subscription is not paid within 3 months after the relevant date fixed by or under subclause 7.2 ceases on the expiry of that period to be a Member, unless the Board decides otherwise.
- 7.4 A person exercises all the rights and obligations of a Member for the purposes of this Constitution if his or her subscription is paid on or before the relevant date fixed by or under subclause 7.2 or within 3 months thereafter, or such other time as the Board allows.

## **8 TERMINATION OF MEMBERSHIP**

- 8.1 Membership of the Association may be terminated upon:
- (a) receipt by the Secretary or another Board Member of a notice in writing from a Member of his or her resignation from the Association. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date;
  - (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 subclause 7.3; or
  - (c) expulsion of a Member in accordance with clause 9.

## **9 SUSPENSION OR EXPULSION OF MEMBERS OF ASSOCIATION**

- 9.1 The Board shall consider whether a Member should be suspended or expelled from Membership of the Association if a Member:
- (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of this Constitution; or
  - (c) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association.
- 9.2 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 must 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 conduct,
- not less than 30 days before the date of the Board Meeting referred to in subclause 9.2(a).
- 9.3 At the Board Meeting referred to in a notice communicated under subclause 9.2, 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 must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- 9.4 Subject to subclause 10.2, a Member has his or her membership suspended or ceases to be a Member 14 days after the day on which the decision to suspend or expel a Member is communicated to him or her under subclause 9.3.

## **10 APPEALS AGAINST TERMINATION, SUSPENSION OR EXPULSION FROM MEMBERSHIP**

- 10.1 A Member who is suspended or expelled under clause 9 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in subclause 9.4.
- 10.2 When notice is given under subclause 10.1:
- (a) the Association in a General Meeting, must 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 clause.

## **11 THE BOARD**

- 11.1 Except as otherwise provided in this Constitution and subject to resolutions of the Members of the Association carried at any General Meeting, the administration of the affairs, property and funds of the Association and the authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent will be under the general control and management of the Board.
- 11.2 Without limiting the generality of power in subclause 11.1, the duties and functions of the Board shall include inter alia all or any matters relating to:

- (a) determining the strategic direction and policies of the Association taking into account the recommendations and input of the Advisory Committee;
  - (b) the management and administration of the Association, including implementation (including the timing, method and priority) of the policy matters and strategic direction, taking into account recommendations of the Advisory Committee;
  - (c) the appointment of staff and other personnel including the Chief Executive Officer (or person of similar standing) on such terms and conditions as the Board considers appropriate from time to time;
  - (d) public relations/representation/lobbying and similar activities;
  - (e) responsibility for all compliance obligations of the Association (e.g. financial, legal) and risk management; and
  - (f) appropriate consultation with the Advisory Committee.
- 11.3 Unless otherwise determined by the Ordinary Resolution of the Members, the Board is to comprise:
- (a) not less than 7 and not more than 11 Board Members elected by the Members in General Meeting; and
  - (b) may include up to two Board Members appointed by the elected Board Members as provided in clause 11.11.
- 11.4 Initial Board
- (a) The membership of the Board effective from the date this Constitution is adopted by the Association (the **Initial Board**) will comprise those individuals comprising the Executive Committee immediately prior to the adoption of this Constitution.
  - (b) Where a Member of the Executive Committee immediately prior to the adoption of this Constitution held an Office, he or she will continue to hold that same Office until the expiry of the second AGM after the AGM at which they are appointed. Thereafter the following provisions will apply.
- 11.5 The term of a Board Member elected at an AGM is two years, ending at the second AGM after the Board Member's election.
- 11.6 Board Members elected to an Office may not hold the same Office for more than 3 consecutive terms unless the Members agree to the further term/s by Ordinary Resolution.
- 11.7 Any Full Member of the Association shall be at liberty to nominate any other Full Member or to be nominated, for election to a Position.
- 11.8 Election to a Position
- (a) The election to a Position shall take place in the following manner:
    - (i) Notification will be sent to all Members no less than 45 days prior to the AGM along with a list detailing the Position/s on the Board which will become vacant at the AGM and calling for nominations for each Position.

- (ii) Nominations stating the details of the nominee and the Position for which he or she is nominated must be received 28 days prior to the AGM.
  - (iii) If nominations received under subclause 11.8(a)(ii) for a Position exceed the number of vacancies for that Position (e.g. if there are 2 vacant non-Officeholder Positions and 3 nominations are received), then an election will be held at the AGM as follows:
    - A. Postal vote papers will be sent to all Full Members no less than 21 days prior to the AGM. This notification will also note the date, location/teleconference access to the AGM.
    - B. A Member may vote by post or at the AGM.
  - (iv) If only 1 nomination is received under subclause 11.8(a)(ii) for a vacant Position, the Secretary must report accordingly and the AGM Chairperson must declare those persons to be duly elected to the relevant Position.
  - (v) If no nominations for a Position are received under subclause 11.8(a)(ii) further nominations may be accepted from the floor of the AGM. If such nominations from the floor for a Position do not exceed the number of vacancies for the Position, the AGM Chairperson must declare the person/s to be duly elected to the Position. Where the number of nominations for a Position from the floor exceeds the number of vacancies for that Position, an election for the Position must be conducted.
- 11.9 A person who is eligible for election or re-election under this clause may:
- (a) propose or second himself or herself for election or re-election; and
  - (b) vote for himself or herself.
- 11.10 If a vacancy remains on the Board after the application of subclause 11.8, or when a casual vacancy within the meaning of clause 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 subclause will:
    - (i) hold office until the commencement of the next AGM after the appointment; and
    - (ii) be eligible for election to an Officeholder or other Position,
 at the next following AGM.
- 11.11 The Board may, where it believes it is in the interests of the Association, appoint under subclause 11.3(b) up to two persons as Board Members on such terms and for such period as the Board decides. The appointed Board Members may or may not be Members of the Association.

## 12 THE ADVISORY COMMITTEE

### 12.1 Establishment

- (a) There is to be an Advisory Committee.

### 12.2 Initial Advisory Committee

- (a) The Initial Advisory Committee will consist of all those persons who were Members of the Committee of Management (other than the Members of the Executive Committee) immediately before prior to the adoption of this Constitution.
- (b) Members of the Initial Advisory Committee will hold that position until expiry of the second AGM after the AGM at which they are appointed. Thereafter the following provisions apply.

### 12.3 Membership of the Advisory Committee

The procedure for electing and appointing Members of the Advisory Committee will be determined by the Board in consultation with the Advisory Committee from time to time.

### 12.4 Roles and Responsibilities

- (a) The Terms of Reference of the Advisory Committee will be determined by the Board and may include such matters as:
  - (i) provide input and advice to the Board on policy and long-term strategic objectives of the Association;
  - (ii) provide a convenient and accessible forum in which the view of the Members may be expressed and discussed and to better reflect those views for the Board;
  - (iii) make recommendations in respect of matters on which the Board requests that it from time to time advise;
  - (iv) meet biennially at the SARRAH Summit (or such event as may replace this summit) to recommend the Association's long-term agenda, for implementation by the Board; and
  - (v) meet a minimum of four times per year to receive reports from the Board on implementation and provide feedback and consultation to the Board.

## 13 DELEGATIONS

13.1 The Board may delegate, in writing, to one or more sub-committees, task forces, working or other groups (**Subcommittee**), 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.

- 13.2 The Subcommittee may include persons other than Members of the Association provided that the Subcommittee must comprise at least one Board Member and a majority of Members of the Association
- 13.3 Any delegation under subclause 13.1 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.
- 13.4 The Board may, in writing, revoke wholly or in part any delegation under subclause 13.1.
- 13.5 A Subcommittee appointed pursuant to this clause shall report to the Board as the Board may from time to time direct.

## **14 BOARD CHARTER AND PROCEDURES**

The Board may from time to time establish a Board Charter and policies and procedures regarding its operation and the operation and management of the Association and its internal affairs and may modify and change these from time to time in accordance with the changing needs and requirements of the Association.

## **15 CASUAL VACANCIES IN MEMBERSHIP OF THE BOARD**

- 15.1 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 Deputy 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:
    - (i) 3 consecutive Board Meetings; or
    - (ii) 3 Board Meetings in the same financial year without tendering an apology to the person presiding at each of those Board Meetings; of which meetings the Member received notice, and the Board has resolved to declare the office vacant;
  - (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.
- 15.2 The Board may act notwithstanding any vacancy in its membership provided always that there are at least seven Board Members in office.

- 15.3 In the event that a vacancy in the membership of the Board occurs, the Board can consider the filling of casual vacancies according to subclause 11.10.

## **16 PROCEEDINGS OF THE BOARD**

- 16.1 Due to the dispersed nature of the Association's Members throughout rural and remote areas, meetings of the Board may be held in person, by telecommunication or by other use of information technology.
- 16.2 The Board must meet together for the dispatch of business not less than four (4) times each year and the President, or at least half the Members of the Board, may at any time convene a meeting of the Board.
- 16.3 Each Board Member has a deliberative vote.
- 16.4 A question arising at a Board Meeting must be decided by an Ordinary Resolution.
- 16.5 Proxy votes from absent Board Members will not be entertained at any Board meeting of the Association.
- 16.6 The President and in his or her absence the Deputy President shall preside and in the event of an equality of votes shall have a casting as well as a deliberative vote provided that if both the President and the Deputy President are absent the Members shall elect from their number a Chairperson for that meeting. Such Chairperson shall have a deliberative vote only.
- 16.7 At a Board Meeting half or more of the number of Board Members constitutes a quorum.
- 16.8 Subject to this Constitution, the procedure and order of business to be followed at a Board Meeting must be determined by the Board Members Present at the Board Meeting.
- 16.9 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 Board Member is a Member of a class of persons for whose benefit the Association is established), must:
- (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.
- 16.10 Subclause 16.9(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Board Member is an employee of the Association.
- 16.11 The Secretary must cause every disclosure made under subclause 16.9(a) by a Board Member to be recorded in the minutes of the meeting of the Board at which it is made.

## **17 GENERAL MEETINGS**

- 17.1 Due to the dispersed nature of the Association's Members throughout rural and remote areas, meetings of the Association may be held in person, by telecommunication or by other use of information technology (Members must be Present to attend).
- 17.2 The Board:
- (a) may at any time convene a Special General Meeting;
  - (b) must convene AGM's within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first AGM which may be held at any time within 18 months after incorporation; and
  - (c) must, within 30 days of:
    - (i) receiving a request in writing to do so from not less than 15 Members, convene a Special General Meeting for the purpose specified in that request; or
    - (ii) the Secretary receiving a notice under subclause 10.1, convene a General Meeting to deal with the appeal to which that notice relates.
  - (d) must, after receiving a notice under subclause 5.9, convene a General Meeting, no later than the next AGM, 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 AGM in relation to the Board's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Board.
- 17.3 The Members making a request referred to in subclause 17.2(c)(i) must:
- (a) state in that request the purpose for which the Special General Meeting concerned is required; and
  - (b) sign that request.
- 17.4 If a Special General Meeting is not convened within the relevant period of 30 days referred to:
- (a) in subclause 17.2(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 subclause 17.2(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.
- 17.5 When a Special General Meeting is convened under subclause 17.4(a) or 17.4(b), the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

- 17.6 Subject to subclause 17.8, the Secretary must give to all Members not less than 14 days notice of a Special General Meeting and that notice must 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.
- 17.7 Subject to subclause 17.8, the Secretary must give to all Members not less than 45 days notice of an AGM and that notice must specify:
- (a) when and where the AGM is to be held; and
  - (b) the particulars and order in which business is to be transacted, as follows:
    - (i) first, the consideration of the accounts and reports of the Board;
    - (ii) second, the election of Board Members to replace outgoing Board Members; and
    - (iii) third, any other business requiring consideration by the Association at the General Meeting.
- 17.8 A Special Resolution may be moved either at a Special General Meeting or at an AGM; however the Secretary must give to all Members not less than 21 days notice of the meeting at which a Special Resolution is to be proposed. In addition to those matters specified in subclauses 17.6 or 17.7 as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.
- 17.9 The manner by which such notice shall be given shall be determined by the Board:
- (a) Provided that notice of any meeting convened for the purpose of hearing and determination of the appeal of a Member against the rejection or termination of his or her membership by the Board, shall be given in writing.
  - (b) Notice of a General Meeting shall clearly state the nature of the business to be discussed.

## **18 ANNUAL GENERAL MEETING**

- 18.1 Each AGM of the Association shall be held at such time as the Board may determine. The Board must convene the AGM within the time limits provided for the holding of such meetings by Section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except of the first AGM which may be held at any time within 18 months after incorporation.
- 18.2 AGM's may be held with the biennial National SARRAH Conference and with the biennial SARRAH Summit if the conference relevant dates concur with the AGM requirements, or by teleconference.

- 18.3 The Secretary must give a notice to the Members of the AGM, General Meetings or Special General Meetings 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 by the Secretariat; or
  - (c) by sending it to a facsimile number or electronic address nominated by the Member.
- 18.4 When a notice is sent by post under subclause 17.3, sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.
- 18.5 When a document is sent by fax or electronic transmission, delivery of the document is to be taken:
- (a) to be effected by properly addressing and transmitting the fax or electronic transmission, and
  - (b) to have occurred on the business day following its dispatch.

## **19 QUORUM AND PROCEEDINGS AT GENERAL MEETINGS**

- 19.1 At a General Meeting 15 Members Present constitute a quorum.
- 19.2 If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under subclause 17.6 or 17.7:
- (a) as a result of a request or notice referred to in subclause 17.2(c) or as a result of action taken under subclause 17.4 a quorum is not present, the General Meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to at subclause 19.2(a), the General Meeting stands adjourned to the same time on the same day at a time and place to be determined by the Board
- 19.3 If within 30 minutes of the time appointed by subclause 19.2(b) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- 19.4 The President may, with the consent of a General Meeting at which a quorum is Present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- 19.5 There must 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.
- 19.6 When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under clause 17 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- 19.7 At a General Meeting:

- (a) only Full Members (being those who have paid their subscription and are entitled to vote) may vote;
  - (b) proxy votes from absent Members will not be entertained at any meeting of the Association.
  - (c) an Ordinary Resolution put to the vote will be decided by a simple majority (i.e. greater than 50 percent of votes) of votes cast on a show of hands, subject to subclause 19.9; and
  - (d) a Special Resolution will be decided by a three-fourths majority and Members must be given 21 day's notice of the resolution. If a poll is demanded, it will be decided in accordance with subclauses 19.9 and 19.11.
- 19.8 A declaration by the President of a General Meeting that a resolution has been passed as an Ordinary Resolution at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with subclause 19.9.
- 19.9 At a General Meeting, a poll may be demanded by the President or by three or more Members attending the meeting in person (i.e. not by other technology) and, if so demanded, must be taken in such manner as the President directs.
- 19.10 If a poll is demanded and taken under subclause 19.9 in respect of an Ordinary Resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- 19.11 A poll demanded under subclause 19.9 must be taken immediately on that demand being made.

## **20 MINUTES OF MEETINGS OF ASSOCIATION**

- 20.1 The Secretary must cause proper minutes of all proceedings of all General Meetings and Board Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Board Meeting, as the case requires, in a minute file kept for that purpose.
- 20.2 The President must ensure that the minutes taken of a General Meeting or Board Meeting under subclause 20.1 are checked and signed as correct by the Chairperson of the General Meeting or Board Meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Board Meeting, as the case requires.
- 20.3 When minutes have been entered and signed as correct under this clause, they are, until the contrary is proved, evidence that:
- (a) the General Meeting or Board Meeting to which they relate (in this subclause 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.

## **21 VOTING RIGHTS OF MEMBERS OF ASSOCIATION**

- 21.1 Subject to this Constitution, a Member who is Present at a General Meeting and entitled to vote is entitled to a deliberative vote.

## **22 AMENDMENT OF THE CONSTITUTION**

- 22.1 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 all its provisions.
- 22.2 The Association may alter or rescind or make additional provisions in this Constitution for the Association, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows:
  - (a) Subject to subclauses 22.3 and 22.4, the Association may alter this Constitution by Special Resolution but not otherwise.
  - (b) Within one month of the passing of a Special Resolution altering this Constitution, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with a certificate given by a Member of the Board 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 of this Constitution does not take effect until subclause 22.2(b) is complied with;
- 22.3 An alteration of this Constitution having effect to change the name of the Association does not take effect until subclause 22.1 is complied with and the approval of the Commissioner is given to the change of name.
- 22.4 Notice of any proposed amendment rescission or addition to the Constitution shall be given in writing to the Members of the Association not less than thirty days prior to the date of a General Meeting of the Association at which the proposal is to be considered.

## **23 FUNDS**

- 23.1 Source of Funds

The funds of the Association are to be derived from annual subscriptions, services and such other sources as the Board determines, subject to any resolution passed by the Association in General Meeting.

### 23.2 Funds Management

Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuit of the objects of the Association as the Board determines.

### 23.3 Negotiable instruments

The Board may determine the manner in which and the persons by whom, cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments are to be signed, drawn, accepted, made, endorsed or otherwise executed for and on behalf of the Association.

## **24 ACCOUNTS**

The Board must cause the Association to keep proper books and records and true accounts of its operations and activities according to the requirements of the Act.

## **25 COMMON SEAL OF ASSOCIATION**

25.1 The Association must have a common seal on which its corporate name appears in legible characters.

25.2 The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute file referred to in clause 20.

25.3 Every instrument to which the seal is affixed shall be signed by the President and shall be countersigned by the Secretary or by a second Board Member or by some other person appointed by the Board for the purpose

25.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

## **26 INSPECTION OF RECORDS, ETC. OF ASSOCIATION**

26.1 The Board shall provide for the safe custody of books, documents, instruments of title, and securities of the Association.

26.2 A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

## **27 DISPUTES AND MEDIATION**

27.1 The grievance procedure set out in this clause applies to disputes under this Constitution 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.
- 27.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 27.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 27.4 The mediator must 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; or
    - (ii) in the case of a dispute between a Member or relevant non-member (as defined by subclause 27.1(c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 27.5 A Member of the Association can be a mediator.
- 27.6 The mediator cannot be a Member who is a party to the dispute.
- 27.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 27.8 The mediator, in conducting the mediation, must:
  - (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.
- 27.9 The mediator must not determine the dispute.
- 27.10 The mediation must be confidential and without prejudice.
- 27.11 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.

## **28 DISSOLUTION OF THE ASSOCIATION**

- 28.1 The Association shall be dissolved if a special resolution to that effect is passed by a majority of 75% of Members present and entitled to vote at a General Meeting.

## **29 DISTRIBUTION OF SURPLUS PROPERTY**

### **29.1 Revocation as a Deductible Gift Recipient from Association**

If the endorsement of the Association as a deductible gift recipient is revoked, the following shall be transferred to another organisation to which income tax deductible gifts can be made – any surplus:

- (a) gifts of money or property for the principal purpose of the Association;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
- (c) money received by the Association because of such gifts and contributions.

### **29.2 Winding up of Association**

In the event of the Association being wound up, any surplus assets remaining after the payment of the Association's liabilities shall be transferred to another organisation with similar objects to which income tax deductible gifts can be made.

### **29.3 In the event of subclauses 29.1 and/or 29.2 occurring which Association shall be determined by Ordinary Resolution of the Members.**