

Bears of Hope Pregnancy & Infant Loss Support  
Incorporated  
**(Bears of Hope)**

# Constitution

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## Part 1 – Preliminary

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### 1 Objectives

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Bears of Hope's mission is to provide ongoing comfort, support and counselling to parents and families who have experienced the loss of a baby during pregnancy, birth and infancy.

In particular, Bears of Hope is established for the public charitable objects of:

- (a) relieving the suffering, distress and misfortune experienced by parents and families who have lost a baby through miscarriage, stillbirth, genetic interruption, multiple loss, neonatal or infant death, for example through:
  - (1) provision of online support groups;
  - (2) facilitating face to face support groups;
  - (3) hospital and home visits by Bears of Hope members and counsellors;
  - (4) provision of newsletters and support material;
  - (5) holding community and fundraising events;
  - (6) phone and email support; and
  - (7) provision of support, including through supply of products and initiatives.
- (b) reducing the feelings of loneliness, depression, anxiety and isolation felt by grieving parents, and their families, for example by placing them in contact with other families who have experienced similar loss;
- (c) initiating early support for parents who have experienced a pregnancy, birth or infant loss, and their families, for example by donating a 'Bear of Hope' and providing support literature;
- (d) reaching parents, and their families, who have suffered loss by forming strong relationships with delivery, maternity and early pregnancy clinics, social workers, neonatal intensive care units, general practitioners, obstetricians, IVF clinics, children's hospitals and emergency departments and others in NSW, ACT and across Australia; and
- (e) from time to time and on a case by case basis:
  - (1) making minor contributions towards research relating to grief counselling and support for those affected by the loss of a baby during pregnancy, birth and infancy; and
  - (2) providing incidental support to friends, colleagues and the wider community affected by the loss of a baby during pregnancy, birth and infancy.

However, the primary purpose remains the provision of direct relief to affected parents and families.

### 2 Powers of Bears of Hope

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Solely for carrying out the Objectives in clause 1, the association may:

- (a) raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships, personal or public appeals or in any other manner;
- (b) provide funds, facilities or other material benefits;
- (c) 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 directors from a class of trusts, objects or purposes specified by any person;
- (d) engage or dismiss any employee, agent, contractor or professional person;
- (e) accept and undertake trusteeships, 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 for doing so;
- (f) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- (g) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (h) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
- (i) construct, improve, maintain, develop, work, manage and control real or personal property;
- (j) enter into contracts and deeds;
- (k) appoint an attorney or agent with powers (including the power to sub-delegate) and on terms the company thinks fit, and procure registration or recognition of the company in any other country or place;
- (l) enter into arrangements with any government or authority;
- (m) 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 or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the company's property (both present and future) and purchase, redeem or pay off those securities;
- (n) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (o) print and publish information in hard copy or by electronic means;
- (p) accept any gift of real or personal property, whether subject to any special trust or not and decline to accept any gift;
- (q) appoint patrons of the association;
- (r) make donations for charitable purposes;
- (s) arrange conferences, meetings and other forums; and
- (t) do all other things that are incidental or conducive to carrying out the association's Objectives.

### 3 Interpretation and definitions

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In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (c) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

<b>Term</b>	<b>Meaning</b>
committee	means the committee described in part 4 of this constitution.
Commissioner	means the Commissioner for Fair Trading.
Deductible Contribution	means a deductible contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97 in relation to a fund-raising event held for the principal purpose of the association.
Gift	means a gift of money or property as described in item 1 of the table in section 30-15 of the ITAA 97 for the purposes of the Gift Account in part 3.
Gift Account	has the meaning given in rule 18.1.
ITAA	means the <i>Income Tax Assessment Act 1997</i> .
ordinary member	a member of the committee who is not an office-bearer of the association, as referred to in rule 20(a)(2).
secretary	<ol style="list-style-type: none"> <li>1 the person holding office under this constitution as secretary of the association, or</li> <li>2 if no such person holds that office – the public officer of the association.</li> </ol>
special general meeting	a general meeting of the association other than an annual general meeting.
the Act	the <i>Associations Incorporation Act 2009</i> .
the Regulation	the Associations Incorporation Regulation 2010.

## Part 2 - Membership

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### 4 Membership qualifications

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- (a) A person is qualified to be a member of the association if the person is a natural person:
  - (1) who has been nominated for membership of the association as provided by rule 4, and
  - (2) who has been approved for membership of the association by the committee of the association.
- (b) The members of the association at the date of adoption of this constitution will be specified in the minutes of the meeting for the special resolution adopting this constitution.

### 5 Nomination for membership

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- (a) A nomination of a person for membership of the association:
  - (1) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
  - (2) must be lodged with the secretary of the association.
- (b) As soon as practicable after receiving a nomination for membership, or an application for membership renewal under rule 5(b), the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (c) As soon as practicable after the committee makes that determination, the secretary must notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable).
- (d) Where the committee has approved the nomination, the secretary must enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.
- (e) The association must have a minimum of 5 members at any point in time.

### 6 Term and cessation of membership

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- (a) The maximum term of any individual's membership of the association is 12 months.
- (b) A member may apply to the committee for a further 12 month membership prior to the expiry of the maximum term in rule 5(a).
- (c) A person ceases to be a member of the association if the person:
  - (1) does not receive committee approval for a further 12 month membership,
  - (2) dies, or
  - (3) resigns membership, or

- (4) is expelled from the association.

## 7 Membership entitlements not transferable

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A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

## 8 Resignation of membership

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- (a) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (b) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (c) If a member of the association ceases to be a member under rule 7(b), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## 9 Register of members

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- (a) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (b) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (c) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

## 10 Fees and subscriptions

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- (a) A member of the association must, on admission to membership, pay to the association a fee of \$0.00 or, if some other amount is determined by the committee, that other amount.
- (b) In addition to any amount payable by the member under clause 10(a), a member of the association must pay to the association an annual membership fee of \$0.00 or, if some other amount is determined by the committee, that other amount.

## 11 Members' liabilities

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The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association.

## 12 Resolution of internal disputes

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

## 13 Disciplining of members

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- (a) A complaint may be made to the committee by any person that a member of the association:
  - (1) has persistently refused or neglected to comply with a provision or provisions of this constitution, or
  - (2) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (b) On receiving such a complaint, the committee:
  - (1) must cause notice of the complaint to be served on the member concerned, and
  - (2) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (3) must take into consideration any submissions made by the member in connection with the complaint.
- (c) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (d) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 13.
- (e) The expulsion or suspension does not take effect:
  - (1) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (2) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 13, whichever is the latter.

## 14 Right of appeal of disciplined member

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- (a) A member may appeal to the association in general meeting against a resolution of the committee under rule 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a member under rule 13(a), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (d) At a general meeting of the association convened under rule 13(c):
  - (1) no business other than the question of the appeal is to be transacted, and
  - (2) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (3) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
  - (4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## Part 3 – Not for profit status, winding up and Gift Account

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## 15 Application of the association's income and property

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- (a) The association's income and property must be applied solely towards promoting the association's purposes.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the members or committee members.
- (c) This rule 13 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any member or committee member to the extent permitted by law and this constitution.

## 16 Payments of fees to committee members

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No fees may be paid to committee members.

## 17 Other payments to committee members

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All other payments to committee members must be approved by the committee including, but not limited to:

- (a) out-of-pocket expenses incurred by a committee member in performing a duty as a committee member of the association; or
- (b) a service rendered to the association by a committee member in a professional or technical capacity or as an employee, other than in the capacity as a committee member of the association, where:
  - (1) the provision of the service has the prior approval of the committee members; and
  - (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

## 18 Establishment and operation of Gift Account

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### 18.1 Maintaining a Gift Account

The association must maintain a management account (**Gift Account**):

- (a) to identify and record Gifts and Deductible Contributions;
- (b) to identify and record any money received by the association because of those Gifts and Deductible Contributions; and
- (c) that does not record any other money or property.

### 18.2 Taxation Administration Act requirements

In accordance with section 385-15 of Schedule 1 of the Taxation Administration Act 1953 (Cth), the Gift Account must record and explain all other acts the association engages in that are relevant to the association's status as a deductible gift recipient and show the use of the Gift Account in accordance with rule 18.3.

### 18.3 Limits on use of Gift Account

The association must use the Gift Account only for its principal purpose.

### 18.4 Winding up or revocation of deductible gift recipient endorsement

- (a) Upon:
  - (1) the winding up of the association; or
  - (2) the association ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of ITAA 97,

whichever is earlier, any surplus Gifts and Deductible Contributions and money received by the association because of those Gifts and Deductible Contributions must be transferred to an institution:

  - (3) which is charitable at law;
  - (4) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 15; and
  - (5) gifts to which are deductible under Division 30 of ITAA 97 on the basis that it is characterised as a public benevolent institution as described in item 4.1.1 of the table in section 30-45.
- (b) The identity of the institution referred to in rule 18.4(a) must be decided by the committee members, or if the committee members do not wish to decide or do

not decide, it must be decided by the members by ordinary resolution at or before the time of winding up of the association and, if the members do not decide, by the Supreme Court of the state or territory in which the association is registered.

## 18.5 Receipts

Receipts for Gifts or Deductible Contributions must state the information required in the applicable provisions of section 30-228 of the ITAA 97.

## Part 4 – The committee

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## 19 Powers of the committee

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The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association, including:
  - (1) raising funds or encouraging contributions by way of gifts (by will or otherwise), grants, sponsorships or otherwise, by personal or public appeals or by any other manner, and
  - (2) providing funds or other material benefits by way of grant or otherwise, and
  - (3) accepting and holding 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 committee from a class of trusts, objects or purposes specified by any person.

## 20 Constitution and membership

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- (a) The committee is to consist of:
  - (1) the office-bearers of the association, and
  - (2) any other ordinary members each of whom is to be appointed under rule 21.
- (b) The office-bearers of the association are to be:
  - (1) the president
  - (2) the vice-president
  - (3) the treasurer, and

- (4) the secretary.
- (c) A person may perform more than one of the officer-bearer positions specified in rule 20(b), provided there are no less than 3 persons who are office bearers of the association.
- (d) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (e) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

## 21 Election of office bearers and ordinary members of the committee

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- (a) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
- (1) must be made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (2) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (g) Notwithstanding rules 21 (a) -(f), ordinary members of the committee may be appointed by special resolution in accordance with rule 37.

## 22 Secretary

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- (a) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (b) It is the duty of the secretary to keep minutes of:
- (1) all appointments of office-bearers and members of the committee

- (2) the names of members of the committee present at a committee meeting or a general meeting, and
- (3) all proceedings at committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (d) The secretary may also occupy the position of public officer of the association.

## 23 Treasurer

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It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

## 24 Casual vacancies

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For the purposes of this constitution, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 25, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

## 25 Removal of member of the committee

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- (a) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) If a member of the committee to whom a proposed resolution referred to in rule 25(a) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## 26 Committee meetings and quorum

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- (a) The committee must meet at least three times in each period of 12 months at such place and time as the committee may determine.
- (b) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (c) Oral or written notice of a meeting of the committee must be given by the secretary or their authorised representative to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under rule 26(c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (e) Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (f) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (h) At a meeting of the committee:
  - (1) the vice-president is to preside, or
  - (2) if the vice-president is absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## 27 Delegation by committee to sub-committee

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- (a) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (1) this power of delegation, and
  - (2) a function which is a duty imposed on the committee by the Act or by any other law.
- (b) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this rule, the committee may continue to exercise any function delegated.

- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (f) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (g) A sub-committee may meet and adjourn, as it thinks proper.

## 28 Voting and decisions

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- (a) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (b) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to rule 26(e), the committee may act despite any vacancy on the committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## Part 5 – General meeting

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### 29 Annual general meetings – holding of

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- (a) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (b) The association must hold its first annual general meeting:
  - (1) within the period of 18 months after its incorporation under the Act, and
  - (2) within the period of 6 months after the expiration of the first financial year of the association.
- (c) Rules 29(a) and 29(b) have effect subject to any extension or permission granted by the Commissioner under section 37(2)(b) of the Act.

### 30 Annual general meetings – calling of and business at

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- (a) The annual general meeting of the association is, subject to the Act and to rule 29, to be convened on such date and at such place and time as the committee thinks fit.

- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (1) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (2) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (3) to elect office-bearers of the association and ordinary members of the committee,
  - (4) to receive and consider the statement which is required to be submitted to members under sections 44(a) or 48 of the Act.
- (c) An annual general meeting must be specified as such in the notice convening it.

### 31 Special general meetings – calling of

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- (a) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (b) The committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the association.
- (c) A requisition of members for a special general meeting:
  - (1) must state the purpose or purposes of the meeting, and
  - (2) must be signed by the members making the requisition, and
  - (3) must be lodged with the secretary, and
  - (4) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (e) A special general meeting convened by a member or members as referred to in rule 31(d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

### 32 Notice

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- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice

to be given to each member specifying, in addition to the matter required under rule 32(a), the intention to propose the resolution as a special resolution.

- (c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 30(b).
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### 33 Procedure

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- (a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (b) Three members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (1) if convened on the requisition of members, is to be dissolved, and
  - (2) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least two) is to constitute a quorum.

### 34 Presiding member

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- (a) The president is to preside as chairperson at each general meeting of the association.
- (b) If the president is absent or unwilling to act, the vice-president is to preside as chairperson at the meeting.
- (c) If both the president and vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### 35 Adjournment

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- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (b) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in rules 35(a) and 35(b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## 36 Making of decisions

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- (a) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the association, a poll may be demanded by the chairperson or by at least three members present in person or by proxy at the meeting.
- (c) If a poll is demanded at a general meeting, the poll must be taken:
  - (1) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - (2) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## 37 Special resolution

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A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under this constitution so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in rule 37(a), if the resolution is passed in a manner specified by the Commissioner.

## 38 Voting

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- (a) On any question arising at a general meeting of the association a member has one vote only.
- (b) All votes must be given personally or by proxy but no member may hold more than five proxies.

- (c) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

## 39 Appointment of proxies

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- (a) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy is to be in the form set out in Appendix 2 to this constitution.

## 40 Postal ballots

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- (a) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 13).
- (b) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## Part 6 – Miscellaneous

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### 41 Insurance

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The association may effect and maintain insurance.

### 42 Funds – source

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The funds of the association are to be derived from donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

### 43 Funds – management

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All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or employees of the association, being members or employees authorised to do so by the committee.

### 44 Alteration of objects and constitution

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The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the association and in accordance with section 10 of the Act.

## 45 Custody of books

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Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

## 46 Inspection of books

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The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

## 47 Service of notices

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- (a) For the purpose of this constitution, a notice may be served on or given to a person:
- (1) by delivering it to the person personally, or
  - (2) by sending it by pre-paid post to the address of the person, or
  - (3) by sending it by facsimile transmission or some other form of electronic transmission (including email) to an address specified by the person for giving or serving the notice.
- (b) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (1) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (2) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (3) in the case of a notice sent by facsimile transmission or some other form of electronic transmission (including email), on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## 48 Financial year

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The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June; and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

# Appendix 1

## Application for Membership of Association

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(Rule 4 (a))

.....Incorporated

(incorporated under the *Associations Incorporation Act 1984*)

I, .....

(full name of applicant)

of .....

(address)

.....

(occupation)

.....

(telephone number)

hereby apply to become a member of the above-named incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....

Signature of applicant

Date

I,..... a member of the association,

(full name)

nominate the applicant, who is personally known to me, for membership of the association.

I,.....

Signature of proposer

Date

## Form of Appointment of Proxy

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(Rule 39(b))

I, .....

(full name)

of .....

(address)

being a member of .....

(name of incorporated association)

hereby appoint .....

(full name of proxy)

of .....

(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the.....day of ..... and at any adjournment of that meeting.

(month and year)

\* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

\* to be inserted if desired.

.....

Signature of member appointing proxy

Date

NOTE: A proxy vote may not be given to a person who is not a member of the association.