

Parkinson's Australia Incorporated

CONSTITUTION

Final: October 2014

1. NAME

- 1.1 The name of the Association shall be PARKINSON'S AUSTRALIA INCORPORATED, hereinafter called "The Association".
- 1.2 The Association is incorporated under the Associations Incorporations Act (1991) of the Australian Capital Territory, hereinafter called "The Act".

2 OBJECTS

- 2.1.1 The Objects of the Association shall be
 - (a) To foster and support a national collaborative network of organisations dedicated to the delivery of information and support services to people affected by Parkinson's;
 - (b) To complement the geographically based activities of the Organisational Members in promoting the interests of people affected by Parkinson's to governments, industry, educational institutions and the wider community through raising awareness and understanding of the condition and its effects;
 - (c) To encourage research into the cause and treatment of Parkinson's and related disorders;
 - (d) To provide national coordination and assistance to Organisational Members in the collection and dissemination of information concerning appropriate services, treatment, education needs and training of people with Parkinson's their families and carers and medical and allied health professionals;
 - (e) To lobby and advocate, at a national level, on behalf of people affected by Parkinson's, particularly to the Australian Governments, the Parliament and Government agencies;
 - (f) To establish and maintain relations with organisations in Australia and internationally with similar objects; and
 - (g) To raise funds and do all other acts and things as may be deemed reasonably necessary or incidental to carrying out these objects.

3 NON PROFIT STATUS

- 3.1 The income property and funds of the Association shall be used and applied solely towards the promotion of the objects and shall not be paid or transferred to the members or relatives of members provided that nothing herein contained shall prevent any payment, including payment for out-of-pocket expenses, in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association.
- 3.2 Persons who by authority and in good faith accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.

4. MANAGEMENT

- 4.1 The governance and management of the Association shall be vested in a Board.

5. MEMBERSHIP

5.1 Organisational Members

5.1.1. The Organisational Members of the Associations shall be:

Parkinson's Western Australia Incorporated
Parkinson's Australian Capital Territory Incorporated
Parkinson's Tasmania Incorporated
Parkinson's New South Wales Incorporated
Parkinson's Queensland Incorporated
Parkinson's South Australia Incorporated
Parkinson's Victoria Incorporated

5.1.2. Any organisation of a State or Territory of the Commonwealth of Australia in which there is not already an Organisational Member of the Association, having aims and objects the same as or similar to those of this Association, may be admitted as an Organisational Member of the Association upon making an appropriate written application and paying the appropriate subscriptions, provided that not less than two-thirds of the Organisational Members of the Association approve such admission.

5.2 Associate Members

Any organisation or person interested and concerned with the welfare of people affected by Parkinson's and who desire to further the aims and purposes of the Association may, upon making an appropriate written application and paying the appropriate subscriptions and if approved by not less than two-thirds of the Organisational Members of the Association become Associate Members but shall not be entitled to vote or to hold office in the Association.

5.3 Withdrawal from Membership

Any Organisational or Associate Member desiring to withdraw from membership may do so upon giving written notice to the Treasurer of the Association. The withdrawal of an Organisational Member shall not take effect until the end of the financial year in which such notice is given or to such lesser period as the Board may decide and subject to the withdrawing Organisational Member having paid in full any arrears of subscriptions or levies owed to the Association under the terms of Section 6 of this Constitution.

5.4 Termination of Membership

5.4.1 The membership of any member may be terminated at any time by a three-quarters majority of the Organisational Members of the Association voting at a General Meeting of the Board, provided that the member being considered for termination has received at least two months notice in writing of the intention to consider such termination with reasons for such intention.

5.4.2 Any member whose membership has been terminated in accordance with Clause 5.4.1 shall have the right to appeal against such a decision to a Special General Meeting of the Board convened to consider such an appeal.

5.5 Life Membership

5.5.1 Members of the Association may recommend to the Board any person who has made an outstanding contribution to the achievement of the objectives of the Association, for admittance as a Life Member of the Association.

5.5.2 Nomination for Life Membership shall be made in writing, signed by Accredited Representatives of at least two Organisational Members.

- 5.5.3 Nominations for Life Membership shall be submitted to the next Annual General Meeting and shall require not less than a two-thirds majority vote of the Accredited Representatives of the Organisational Members.

6. FEES, SUBSCRIPTIONS

- 6.1 There shall be no Entrance Fee for any Organisational or Associate Member.
- 6.2 The annual subscription of Organisational Members and of Associate Members of the Association shall be fixed from time to time by the Board and shall be due on July 1 and payable by July 31 each year.
- 6.3 The annual subscription payable to the Association by the Organisational Members shall be related to the number of financial members of each Organisational Member at the conclusion of the preceding financial year.
- 6.4.1 The Board may from time to time require a payment by Organisational and/or Associate Members of a levy, on either an on-going or a short-term basis, providing each Organisational Member is given notice and detail of the proposed levy at least twenty-eight (28) days prior to the decision being taken, and providing such levy is approved by two thirds of the Organisational Members.
- 6.4.2. Any approved levy shall be proportionally contributed to by Organisational Members based on the population of their State or Territory, as per the latest Australian Bureau of Statistics figures, unless otherwise determined by consensus of all Organisational Members.

7 OFFICE BEARERS

- 7.1 The Office Bearers for the Association shall be a President, Vice-President and Treasurer.
- 7.2 The Office Bearers shall be elected at the Annual General Meeting of the Association from those who hold membership of the Board in accordance with clause 9.2.1.
- 7.3 Any vacancy in any office or offices may be filled by the Board.
- 7.4 The President may retain office for not more than two successive years, except by a two-thirds majority vote of the Association, or in the event of there being no other nominees for the office, but shall be entitled to be re-elected to that office after a period of two years following retirement from office.
- 7.5 An office bearer may be removed from office at a general meeting of the Association where that office bearer shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the members present at such a general meeting.

7.6 The Chair

- 7.6.1 The President, or in his/her absence, the Vice President, shall act as chairman of all Board Meetings. In the absence of the President and the Vice-President a chairman shall be elected from the members present and eligible to vote.

7.7 Secretarial Duties

- 7.7.1 A secretary or such other appropriate person appointed by the Board is to call meetings of the Board in accordance with provisions of the Constitution and, when appropriate shall arrange for decisions of the Board to be taken by electronic link-up or by postal votes. Minutes of the proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next meeting.
- 7.7.2 A secretary or such other appropriate person appointed by the Board is to keep records of the Association including the Constitution and policies, the register of members, the minutes of

meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.

- 7.7.3 Subject to the Act and its Regulations and this Constitution, a secretary or such other appropriate person appointed by the Board shall keep in his or her custody, or under his or her control, all records of the Association maintained in terms of this Section.
- 7.7.4 Another person may be appointed as minute secretary for any meeting of the Board.

7.8 Financial Matters

- 7.8.1 All fees and other monies payable to the Association shall be paid to the Treasurer or to such other appropriate person appointed by the Board from time to time to receive money on its behalf either generally or for a specific purpose or purposes.
- 7.8.2 Such fees and other monies shall be paid into such bank account or accounts authorised by the Board in the name of the Association.
- 7.8.3 Payments shall be by petty cash or by corporate card or by electronic transfer or by cheque signed by two authorised signatories who shall be appointed by the Board.
- 7.8.4 Major or unusual expenditure must be authorised in advance by the Board.
- 7.8.5 The Treasurer or such other appropriate person appointed by the Board shall keep records of all receipts and payments and other financial transactions, these records shall be available for inspection by any Organisational Member.
- 7.8.6 The Treasurer shall prepare or have prepared financial budgets and statements and shall submit a report on the finances to each Board Meeting.
- 7.8.7 The Treasurer shall prepare, or have prepared, financial statements including Profit and Loss and Balance Sheet and shall present the audited accounts to the Annual General Meeting.
- 7.8.8 Subject to the Act and its Regulations and this Constitution, the Treasurer or such other appropriate person appointed by the Board shall keep in his or her custody all the records of the Association maintained in terms of this Section.

7.8A Advisory Panels

- 7.8B The Board may establish or utilise other expert Advisory Panels. Such Advisory Panels to be reappointed on an annual basis at the Board Meeting following the Annual General Meeting.

8 AUDITOR AND FINANCIAL YEAR

- 8.1 A qualified independent auditor shall be appointed by the Association at the Annual General Meeting. The Auditor shall, as soon as possible after the end of each financial year, examine all pertinent documents and furnish a report thereon at the next Annual General Meeting.
- 8.2 The end of the Financial Year shall be 30 June each year.

9 THE BOARD

9.1 The Role of the Board

- 9.1.1 As the executive body of the Association, the Board shall have the general conduct of the Association and shall establish broad policies and priorities.
- 9.1.2 The Board shall, from time to time, consider proposals from any Organisational Member and/or from the Chief Executive Officer of the Association concerning tasks which that Organisational Member or the Secretariat wish to undertake on behalf of the Association and,

provided that the proposal is consistent with policies and priorities established by the Board, may, at its discretion, commission the Organisational Member or the Secretariat to carry out such tasks.

- 9.1.3 Any commission given to any Organisational Member or to the Secretariat under the terms of the preceding clause shall be by express motion of the Board passed prior to the commencement of work on the Commissioned Task and shall include:
- a clear definition of the Task being commissioned
 - a time line
 - allocation of financial and other resources of the Task
 - arrangements for the receipt of monies and the payment of accounts associated with the Task
 - compensation, if any, to be provided to the Organisational Member for resources expended on the Commissioned Task by that member
 - reporting and accountability requirements
- 9.1.4 The Board shall have direction of the work:
- Of the Secretariat
 - Of any Organisational Member, to the extent of and limited to, that Member's work on a Commissioned Task
- 9.1.5 The Board may cancel a Commission either following a request for such cancellation by the party to whom the Commission had been given or by any other reason, provided that no Commission shall be cancelled without formal written notice of intent to do so being given by the Board to the party to whom the Commission had been given and that party having the right to make representation for review of the decision to cancel within the period of one month of receipt of formal notice.
- 9.1.6 The Board may in writing delegate to one (1) or more Sub-Committees (consisting of members of the association that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument other than:
- a) This power of delegation
 - b) A function imposed on the Board by the Act, or any other Law of the Commonwealth, Territory or State or by the Association in general meeting.
- 9.1.7 Following a formal notification of its intention to cancel a Commission the Board may suspend a Commission pro tem pending the outcome of the review process referred to in clause 9.1.5.

9.2 Membership of the Board

- 9.2.1 The membership of the Board shall consist of:
- a) One person appointed by the Board/Management Committee of each organisational member.
 - b) Up to three persons appointed by the Board who possess skills, which the Board considers would add value. Any such persons to be appointed for up to three (3) years and if possible such persons be appointed to ensure only one is due for reappointment each year.
- 9.2.2 The Chief Executive Officer of the Association shall be entitled to attend meetings of the Board, but shall not be eligible to vote.
- 9.2.3 The name of the member entitled to vote on behalf of each Organisational Member shall be appointed on an annual basis by each Organisational Member, prior to the Board Meeting following the Annual General Meeting.

9.2.4 At any meeting of the Board or part of any meeting if the elected member cannot attend, the President of an Organisational Member may appoint to act on its behalf an alternate voting member, such appointment to be lodged in writing with the Chair at or prior to the commencement of operation of the appointment.

9.3 Meetings of the Board

9.3.1 Meetings of the Board may be called by the President, by its own resolution or by a resolution signed by three (3) members of the Board.

9.3.2 The Board shall meet at least four (4) times each year. A minimum of seven (7) days notice shall be given for any meeting of the Board.

9.3.3 Decisions of the Board may be taken by face-to-face meetings, by electronic link-up, in writing by post, facsimile or electronic mail or by one-to-one telephone calls.

9.3.4 The quorum of Board meetings shall be representatives of at least one-half of the Organisational Members.

9.3.5 The decisions of the Board will be taken by a simple majority of those persons present and eligible to vote and in the case of a tied vote the motion will be declared lost.

10. GENERAL MEETINGS OF THE ASSOCIATION

10.1 Special General Meetings of the Association shall be called by the Chief Executive Officer, or such other appropriate person appointed by the Board, of the Association within twenty-eight (28) days of receipt of a request in writing from three (3) Organisational Members, specifying the business to be conducted at the meeting.

10.2 A secretary or such other appropriate person appointed by the Board shall give notice in writing to all Organisational Members of matters to be discussed, twenty-one (21) days prior to each Special or Annual General Meeting.

10.3 Organisational Members are entitled to nominate, in writing, two (2) Accredited Representatives to participate in a Special or Annual General Meeting.

10.4 The quorum at all Special or Annual General Meetings shall be at least one-half of the Accredited Representatives from not less than two-thirds of the Organisational Members.

10.5 Except as otherwise specified in this Constitution, all decisions of the Special or Annual General Meeting shall be by a simple majority vote of those Accredited Representatives present and eligible to vote and in the case of a tied vote the motion will be declared lost.

10.6 Special or General Meetings of the Association may take place by either face-to-face meetings or by electronic link up.

10.7 In the case of an Accredited Representative of an Organisational Member being unable to attend a Special or Annual General Meeting or part thereof, that Accredited Representative may appoint a proxy to attend and participate at that meeting or part thereof on their behalf.

10.8 No person may carry more than one proxy.

10.9 Annual General Meeting

- 10.9.1 An Annual General Meeting of the Association shall be held in each financial year, at such time and at such place, as shall be determined by the Board, provided that such Annual General Meeting shall be held not more than five (5) months after the close of the previous financial year of the Association
- 10.9.2 The business conducted at the Annual General Meeting shall be:
- Receipt and consideration of the audited Financial Statement and any other reports and statements required to be prepared by the Act and its regulations;
 - Election of Office Bearers;
 - Receipt and consideration of such Office Bearers' Reports as are considered appropriate;
 - Appointment of an auditor;
 - Review the Membership and continuance of Advisory Panels;
 - Any other business as required;
 - Appointment of a Public Officer; and
 - Any matters that may be discussed at a Special General Meeting provided Clauses 10.1 and 10.2 of this Constitution have been fulfilled.

11 THE SECRETARIAT

- 11.1 The officer in charge of the Secretariat shall be designated the Chief Executive Officer of the Association.
- 11.2 The Chief Executive Officer shall provide:
- A written report to the Board on the progress of all completed and incomplete Commissions given to Organisational Members and to the Secretariat at each Board Meeting, such report to include statements regarding, progress made relative to the time line, financial and other resources used and anticipated up to the next Board Meeting, and the likelihood of successful completion of the Commission
 - Such other reports as may be requested by the Board
- 11.3 No member of the Secretariat may be nominated as a voting member of the Board.
- 11.4 The Secretariat shall work only within the terms of the Commissions provided by the Board and, under the direction of the Council, and pursuant to the objects of the Association;
- Shall support any Organisational Member, as required, to carry out any commission given to that member by the Board;
 - Shall, from time to time, identify and make recommendations regarding priority tasks for consideration as Commissions by the Board;
 - May make recommendations to the Board on the appropriateness of Commissions applied for by an Organisational Member; and
 - Shall undertake Commissioned Tasks as shall be directed by the Board.
- 11.5 Subject to approval by the Board, an Organisational Member may provide administrative support, including the receipt of money and the payment of accounts, to the Secretariat which support shall be provided subject to the same conditions as apply to a Commissioned Task.

12 DISSOLUTION

- 12.1 The Association shall be dissolved in the event of the membership being less than two Organisational Members or upon the vote of three-fourths majority of the Organisational Members present and voting at a Special General Meeting of the Association convened to consider such question.

12.2 The liability of Organisational Members to contribute towards 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 under Section 6 of this Constitution.

12.3 Upon dissolution the assets and funds on hand may, after payment of all expenses and liabilities, be handed over to such registered or exempted charity or charities, having similar objectives to the Association, as a majority of Organisational Members present at a Special General Meeting of the Association may decide.

13 AMENDMENTS

13.1 This Constitution may be amended by a resolution passed by a majority of not less than three-quarters of the delegates present and voting at a General Meeting of the Association.

14. COMMON SEAL

14.1 The Association shall have a Common Seal having inscribed thereon the name “Parkinson’s Australia Incorporated” and such Common Seal shall be fixed to deeds and documents in accordance with a resolution of the Board and in the presence of the President or the Vice-President or such other Board member as the Board may decide. The Chief Executive Officer shall keep the Common Seal at the Secretariat.

15. PUBLIC OFFICER

15.1 The Public Officer, whose address shall be in the Australian Capital Territory, shall be appointed at the Annual General Meeting by the Association. Casual vacancies in this position shall be filled by the Board.