



# The Association for Children with Disability (Tasmania) Inc. CONSTITUTION

(As amended at Special general Meeting of 29 November 2018)

1.	NAME OF THE ASSOCIATION.....	2
2.	INTERPRETATION & DEFINITIONS .....	2
3.	ASSOCIATION'S OFFICE .....	2
4.	OBJECTIVES AND POWERS OF THE ASSOCIATION .....	3
5.	MEMBERSHIP OF ASSOCIATION.....	4
6.	INCOME AND PROPERTY OF ASSOCIATION .....	5
7.	ACCOUNTS OF RECEIPTS, EXPENDITURE, ETC.....	6
8.	BANKING AND FINANCE .....	6
9.	AUDITOR.....	7
10.	AUDIT OF ACCOUNTS .....	7
11.	ANNUAL GENERAL MEETING .....	8
12.	SPECIAL GENERAL MEETINGS.....	9
13.	NOTICES OF GENERAL MEETINGS .....	9
14.	BUSINESS AND QUORUM AT GENERAL MEETINGS .....	9
15.	PRESIDENT TO PRESIDE AT GENERAL MEETINGS.....	10
16.	ADJOURNMENT OF GENERAL MEETINGS .....	10
17.	DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS.....	10
18.	VOTES .....	11
19.	TAKING OF POLL .....	11
20.	WHEN POLL IS TO BE TAKEN .....	11
21.	PROXIES AND PERSONS REPRESENTING A BODY CORPORATE .....	11
22.	AFFAIRS OF ASSOCIATION TO BE MANAGED BY A BOARD OF MANAGEMENT.....	12
23.	OFFICERS OF THE ASSOCIATION.....	12
24.	CONSTITUTION OF THE BOARD OF MANAGEMENT .....	13
25.	ELECTION OF MEMBERS OF THE BOARD OF MANAGEMENT .....	13
26.	VACATION OF OFFICER.....	14
27.	MEETINGS OF THE BOARD OF MANAGEMENT AND OF SUB-COMMITTEES .....	14
28.	DISCLOSURE OF INTEREST IN CONTRACTS.....	16
29.	SUB-COMMITTEES.....	16
30.	EXECUTIVE COMMITTEE.....	16
31.	ANNUAL SUBSCRIPTION .....	17
32.	FINANCIAL YEAR .....	17
33.	NOTICES.....	17
34.	EXPULSION OF MEMBERS .....	17
35.	APPEAL AGAINST EXPULSION.....	18
36.	DISPUTES .....	18
37.	SEAL OF THE ASSOCIATION .....	19
38.	DISTRIBUTION OF SURPLUS ASSETS UPON WINDING UP .....	19

## **RULES FOR THE ASSOCIATION FOR CHILDREN WITH DISABILITY (TASMANIA) INC.**

### **1. NAME OF THE ASSOCIATION**

The name of the association is The Association for Children with Disability (Tasmania) Inc.

### **2. INTERPRETATION & DEFINITIONS**

#### **(1) Interpretation**

In these rules, unless the context otherwise requires a word which denotes-

- (a) the singular denotes the plural and vice versa;
- (b) any gender denotes the other genders; and
- (c) a person denotes an individual and a body corporate and a body corporate includes a firm, an unincorporated association, an organisation and an authority.

A reference to a document appointing a proxy shall mean and include a document appointing a proxy and/or a representative of a body corporate and a reference to a proxy means and includes a proxy and a representative of a body corporate.

#### **(2) Definitions**

In these rules –

**“Act”** means the *Associations Incorporation Act 1964*;

**“Association”** means the association referred to in rule 1;

**“Auditor”** means the person appointed as the auditor of the Association under rule 9;

**“basic objectives of the Association”** means the objectives of the Association as stated in an application under Section 7 of the Act for the incorporation of that Association and set out in rule 4 (1);

**“Board of Management”** means a committee of members as defined by the Act;

**“Cheque”** means payments made and received by cheque, electronic funds transfer or credit card payment;

**“Executive Committee”** means the President, the Vice-President, the Treasurer and the Secretary of the Association.

**“General Meetings”** means –

- (a) the annual general meeting; and
- (b) any special general meeting;

**“ordinary business of the annual General Meeting”** means the business specified in rule 11 (5);

**“ordinary Board of Management member”** means a member of the Board of Management to whom rule 24 (1)(b) relates;

**“Special General Meeting”** means any general meeting other than the annual General Meeting;

**“Servant”** means an employee of the Association;

**“Public Officer”** means the employee of the Association delegated by the Board of Management to manage the Association; and

**“Office of the Association”** means the office referred to in rule 3.

### **3. ASSOCIATION'S OFFICE**

The head office of the Association is to be in Hobart Tasmania, in a location determined by the Board of Management.

#### 4. OBJECTIVES AND POWERS OF THE ASSOCIATION

(1) The basic objectives of the Association are:

- To be a member organisation providing advocacy, information, training and consultancy, case coordination and peer support networks across Tasmania to families and carers of individuals with disability;
- To be a peer led organisation providing community leadership and quality support options that improves participation and life outcomes of people with disability, their families and carers;
- To be an organisation that is outcomes focused, using knowledge and expertise to form community development solutions that reduce or remove social inclusion barriers experienced by children and young people with disability and their parents and carers
- To proactively represent the interests of families and carers of individuals with disability by creating connections with government authorities and the general community;
- To enable access to quality information and pathways for finding services and supports for families and carers and individuals with disability;
- To improve quality of life by empowering families and carers to overcome barriers;
- To be an organisation which is knowledgeable, and a source of reliable information, on current issues affecting families and carers of individuals with disability; and
- To be a not-for-profit organisation

(2) In giving effect to the basic objectives of the Association, the Association shall have the following powers –

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for any of the objectives of the Association;
- (b) the buying, selling and supplying of, and dealing in, goods and services of all kinds;
- (c) the construction, maintenance and alteration of buildings or works necessary or convenient for any objectives of the Association;
- (d) the accepting of any gift for any one or more of the objectives of the Association;
- (e) the taking of any step the Board of Management or the members in General Meeting consider expedient for the purpose of procuring contributions to the funding of the Association;
- (f) the printing and publishing of any newspapers, periodicals, books, leaflets, or other documents the Board of Management or the members in General Meeting consider desirable for the promotion of the objectives of the Association;
- (g) the borrowing and raising of money in any manner and on terms –
  - i. the Board of Management thinks fit; or
  - ii. approved or directed by resolution passed at a General Meeting;
- (h) subject to the provisions of the *Trustee Act 1898*, the investment of any moneys of the Association not immediately required for any of its objectives in any manner the Board of Management determines;

- (i) the making of gifts, subscriptions or donations to any of the funds, authorities, or institutions to which section 78(1)(a) of the *Income Tax Assessment Act 1997* of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment of support, of any other association formed for any of the basic objectives of the Association;
- (k) the purchase or acquisition, and undertaking of all or any part of the property, assets, liabilities, and engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association; and
- (l) the doing of any lawful thing incidental or conducive to the attainment of the basic objectives of the Association or of the exercise any of the powers specified in this sub-rule.

## **5. MEMBERSHIP OF ASSOCIATION**

- (1) (a) A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription as required under rule 31.
- (b) It is intended that the majority of members shall be: -
  - (i) parents and other family members of an individual with disability;
  - (ii) carers of individuals with disability;
  - (iii) professional persons and body corporates working in related fields
  - (iv) other persons who are concerned with and wish to contribute to the attainment of the objectives of the Association.
- (2) A nomination of a person for membership of the Association is to be: -
  - (a) made in writing on an ACD membership form or as otherwise accepted by the Treasurer; and
  - (b) lodged at ACD's offices, with the Public Officer or another Servant of the Association on behalf of the Public Officer.
- (3) If a nomination is approved the Public Officer, or their nominee, is to notify the nominee that they have been approved for membership of the Association by providing a receipt of payment of the annual subscription and enter the nominee's name in a register of members.
- (4) The Board of Management may refuse to admit any person as a member of the Association without assigning any reason. In such case the Public Officer is to notify the nominee in writing that the application for membership has been declined.
- (5) A member of the Association may resign from the Association by delivering or sending by post or email to the Public Officer a written notice of resignation.
- (6) On receipt of a notice from a member under sub-rule (7), the Public Officer is to remove the name of the member from the register of members.

- (7) A person: -
  - (a) becomes a member of the Association when his or her name is entered in the register of members; and
  - (b) ceases to be a member of the Association when his or her name is removed from the register of members;
  
- (8) Any right, privilege or obligation of a person as a member of the Association: -
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates on the cessation of the membership.
  
- (9) If the Association is wound up: -
  - (a) every member of the Association; and
  - (b) every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Association,  
is liable to contribute: -
    - (c) to the assets of the Association for payment of the debts or liabilities of the Association; and
    - (d) for the costs, charges and expenses of the winding up; and
    - (e) for the adjustment of the rights of the contributories among themselves.
  
- (10) Any liability under sub-rule (9) is not to exceed \$1.00.
  
- (11) Despite sub-rule (9)(b), a former member is not liable to contribute under sub-rule (9) in respect of any debt or liability of the Association contracted after he or she ceased to be a member.
  
- (12) Each member of the Association releases the Association and every other member of the Association from and agrees that the Association and every other member of the Association is not liable for liability or loss arising from any cost incurred in connection with anything the Association or the Board of Management is permitted to do under these rules.

## **6. INCOME AND PROPERTY OF ASSOCIATION**

- (1) The income and property of the Association is to be applied solely towards the promotion of the basic objectives of the Association.
  
- (2) No portion of the income and property of the Association is to be paid or transferred to any member of the Association other than in accordance with these rules.
  
- (3) The Association is not to: -
  - (a) appoint a person who is a member of the Board of Management to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or

- (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (4) A servant or member of the Association may be paid: -
- (a) remuneration in return for services rendered to the Association or for goods supplied to the Association in the ordinary course of business;
  - (b) interest at a rate not exceeding seven and one-quarter per cent on money lent to the Association; or
  - (c) a reasonable and proper sum by way of rent for premises let to the Association

## **7. ACCOUNTS OF RECEIPTS, EXPENDITURE, ETC**

- (1) True accounts are to be kept of: -
- (a) all money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
  - (b) all assets, credits and liabilities of the Association.
- (2) The accounts are to be open to inspection by the members of the Association subject to any reasonable restrictions as to time and manner of inspecting the Association may impose.
- (3) The Treasurer of the Association, and/or his/her delegate, is to keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in the form and manner the Board of Management directs and in accordance with laws and regulations.
- (4) The accounts, books and records are to be kept at the Association's office, as per rule 3, or at any other place the Board of Management decides.

## **8. BANKING AND FINANCE**

- (1) The Treasurer of the Association, and/or his/her delegate, on behalf of the Association, is to: -
- (a) receive all money paid to the Association; and
  - (b) immediately after the receipt issue official receipts.
- (2) The Board of Management is to cause to be opened and maintained with any bank, building society or credit union the Board of Management selects, an account or designated accounts, in the name of the Association into which all relevant moneys received are to be paid as soon as possible after receipt.
- (3) The Board of Management may;
- (a) receive from the Association's financial institution the cheques drawn by the Association on any of its accounts with the financial institution; and
  - (b) release and indemnify the financial institution from and against all claims, actions, suits, or demands that may be brought against the financial institution arising directly or indirectly out of those cheques.

- (4) Except with the authority of the Board of Management, a payment of any sum exceeding one hundred dollars is not to be made from the funds of the Association otherwise than by Cheques drawn on the Association's accounts.
- (5) The Board of Management may provide a nominated employee with a sum of up to two hundred dollars to meet urgent expenditure, subject to any conditions in relation to the use and expenditure the Board of Management may impose.
- (6) Cheques are not to be drawn on the Association's accounts except for the payment of expenditure that has been authorised by the Board of Management, including through approval of the annual budget or other expenditure approved on a case by case basis.
- (7) Expenditure items outside that approved by the Board of Management, and not in accordance with the annual budget, must be presented and ratified at a Board of Management meeting.

## **9. AUDITOR**

- (1) At each annual General Meeting of the Association, the members present are to appoint a person as the Auditor of the Association.
- (2) The Auditor is to hold office until the next annual General Meeting after that at which they were appointed, and is eligible for re-appointment.
- (3) If an appointment is not made at an annual General Meeting, the Board of Management is to appoint an Auditor for the current financial year of the Association as soon as practical after that annual General Meeting.
- (4) The Auditor may only be removed from office by special resolution.
- (5) If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Association, the Board of Management may appoint a person as the Auditor to hold office until the next succeeding annual General Meeting.

## **10. AUDIT OF ACCOUNTS**

- (1) The Auditor is to examine the accounts of the Association at least once in each financial year of the Association.
- (2) The Auditor is to: -
  - (a) certify as to the correctness of the accounts of the Association; and
  - (b) report to the members present at the annual General Meeting.
- (3) In the report, and in certifying to the accounts, the Auditor is to state if: -
  - (a) he or she has obtained the required information;

- (b) in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association:
    - (i) according to the information at his or her disposal and the explanations given; and
    - (ii) as shown by the books of the Association; and
  - (c) the rules relating to the administration of the funds of the Association have been observed.
- (4) The Public Officer of the Association is to cause to be delivered to the Auditor a list of all the accounts, books and records of the Association.
- (5) The Auditor may: -
- (a) have access to the accounts, books, records, vouchers, and documents of the Association;
  - (b) require from the servants of the Association any information and explanations he or she considers necessary for the performance of the duties of Auditor;
  - (c) with consent of the Board of Management, employ persons to assist in investigating the accounts of the Association; and
  - (d) in relation to the accounts of the Association, examine any member of the Board of Management or any servant of the Association.

## **11. ANNUAL GENERAL MEETING**

- (1) The Association is to hold an annual General Meeting each year.
- (2) The annual General Meeting is to be held on any day (being not later than five months after the close of the financial year of the Association) as the Board of Management determines.
- (3) The annual General Meeting is to be in addition to any other General Meetings that may be held in the same year.
- (4) The notice convening the annual General Meeting is to specify the purpose of the meeting.
- (5) The ordinary business of the annual General Meeting is to be as follows: -
  - (a) to confirm the minutes of the last preceding annual General Meeting and of any general meeting held since that meeting;
  - (b) to receive from the Board of Management, Auditor, and servants of the Association reports on the transactions of the Association during the last preceding financial year;
  - (c) to elect the officers of the Association and the ordinary Board of Management members;
  - (d) to appoint the Auditor and determine his or her remuneration; and
- (6) The annual General Meeting may transact special business of which notice is given in accordance with these rules.



## **12. SPECIAL GENERAL MEETINGS**

- (1) The Board of Management may convene a special General Meeting of the Association at any time.
- (2) The Board of Management, on the requisition in writing of at least ten members, is to convene a special General Meeting of the Association.
- (3) A requisition for a special General Meeting: -
  - (a) is to state the purpose of the meeting; and
  - (b) is to be signed by the requisitionists; and
  - (c) is to be deposited at the office of the Association; and
  - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the Board of Management does not cause a special General Meeting to be held within twenty one days from the day on which a requisition is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting within three months from the day of the deposit of the requisition.
- (5) A special General Meeting convened by requisitionists is to be convened in the same manner as near as practical as General Meetings are convened by the Board of Management.
- (6) All reasonable expenses incurred by requisitionists in convening a special General Meeting are to be refunded by the Association.

## **13. NOTICES OF GENERAL MEETINGS**

The Public Officer of the Association, at least fourteen days before the date fixed for holding a General Meeting of the Association, is to cause to be inserted in at least one newspaper circulating in Tasmania an advertisement: -

- (a) specifying the place, day and time for the holding of the meeting; and
- (b) the nature of the business to be transacted at the meeting.

## **14. BUSINESS AND QUORUM AT GENERAL MEETINGS**

- (1) All business transacted at a General Meeting except the ordinary business of the annual General Meeting is special business.
- (2) Business is not to be transacted at a General Meeting unless a quorum of members entitled to vote is present at the time of the meeting is considering that business.
- (3) A quorum for the transaction of the business of a General Meeting is twelve members present and entitled to vote.

- (4) If a quorum is not present one hour after the appointed time for the commencement of a General Meeting, the meeting: -
  - (a) if convened upon the requisition of members, is to be dissolved; or
  - (b) in any other case, is to be adjourned to: -
    - (i) as near as practical to the same day in the next week, at the same time; and
    - (ii) at the same place or at any other place specified by the chairperson of the adjourned meeting, per rule 15.
- (5) If at an adjourned meeting a quorum is not present one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.
- (6) The chairperson by written notice or at the time of the adjournment, may specify another place to which the meeting is to be adjourned.

#### **15. PRESIDENT TO PRESIDE AT GENERAL MEETINGS**

The President, or in his or her absence, the Vice-President is to preside as chairperson at a General Meeting. In the absence of both the President and the Vice-President, the members present are to elect one of their number to preside as chairperson of that meeting only.

#### **16. ADJOURNMENT OF GENERAL MEETINGS**

- (1) The chairperson of a General Meeting at which a quorum is present may, with the consent of 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.
- (2) If a meeting is adjourned for fourteen days or more, the notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- (3) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting

#### **17. DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS**

- (1) A question arising at a General Meeting of the Association is to be determined on a show of hands.
- (2) Subject to rule 19, 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, and an entry to that effect in the minutes of that meeting is evidence of that fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **18. VOTES**

- (1) At meetings of members each member entitled to vote may vote in person or by proxy.
- (2) A person attending as proxy, or as representing a body corporate which is a member is to be treated as a member for the purposes of: -
  - (a) determining whether a quorum is present; and
  - (b) demanding a poll.
- (3) A person representing an organisation which is a member shall only be entitled to vote if such person is appointed in accordance with the next rule.
- (4) Upon a question arising at a General Meeting of the Association every person present who is a member or who represents a body corporate who is a member or has a proxy for a member has one vote only and one vote for each proxy held.
- (5) In the case of an equality of voting on a question, the question is resolved in the negative.

## **19. TAKING OF POLL**

If at a meeting a poll on any question is demanded: -

- (a) it is to be taken at that meeting in the manner the chairperson directs; and
- (b) the result of the poll is taken to be the resolution of the meeting on that question.

## **20. WHEN POLL IS TO BE TAKEN**

- (1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately; and
- (2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson directs.

## **21. PROXIES AND PERSONS REPRESENTING A BODY CORPORATE**

- (1) A document appointing a proxy must be in writing signed: -
  - (a) by the appointor; or
  - (b) if the appointor is a body corporate either under seal or by an officer of the appointor duly authorised in writing
- (2) A proxy need not be a member.
- (3) A document appointing a proxy must be in the following form or in a form that is as similar to the following form as the circumstances allow or in another common form approved by the Board of Management:

*The Association for Children with Disability (Tasmania) Inc.*

*I/We*

*of*

*being a member of the Association, appoint \_\_\_\_\_ of  
as my/our proxy/our representative to vote for me/us on my/our behalf at the General  
Meeting of the Association, to be held on the \_\_\_\_\_ day of 20\_\_\_\_ and at any adjournment of  
that meeting.*

*\*\*\*\* This form is to be used \*in favour of/\*against the resolution.*

*Signed this \_\_\_\_\_ day of 20\_\_\_\_*

*\*Strike out whichever is not desired*

*\*\*\*\* To be inserted if desired*

- (4) A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.
- (5) Before the time for holding the General Meeting or adjourned General Meeting at which a proxy proposes to vote, there must be deposited with the Public Officer the document appointing the proxy.
- (6) A proxy document is invalid if it is not deposited with the Public Officer prior to a General Meeting.

## **22. AFFAIRS OF ASSOCIATION TO BE MANAGED BY A BOARD OF MANAGEMENT**

- (1) The affairs of the Association are to be managed by a Board of Management constituted as provided in rule 24.
- (2) The Board of Management: -
  - (a) is to control and manage the business and affairs of the Association;
  - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised by General Meetings of members of the Association; and
  - (c) subject to rule 22(2)(b), has the power to do anything that appears to the Board of Management to be essential for the proper management of the business and affairs of the Association.

## **23. OFFICERS OF THE ASSOCIATION**

- (1) The officers of the Association are as follows: -
  - (a) a President;
  - (b) a Vice-President;

- (c) a Treasurer;
  - (d) a Secretary
- (2) The provisions of rule 25(2) (3) and (4), so far as they are applicable and with the necessary modification, apply in relation to the election of persons to any of the offices referred to in sub-rule (1).
- (3) Each officer of the Association is to hold office for a period of two years from the annual General Meeting at which they were last elected, and is eligible for re-election to the same or another office.
- (4) If a casual vacancy in any office referred to in sub-rule (1) occurs, the Board of Management may appoint one of its members to the vacant office, to hold the office up to and including the conclusion of the annual General Meeting next following the date of appointment.
- (5) Any of the officers of the Association, or the CEO, may be elected by the Board of Management to hold the position of Public Officer.

#### **24. CONSTITUTION OF THE BOARD OF MANAGEMENT**

- (1) The Board of Management consists of the following members elected at an annual General Meeting of the Association: -
- (a) the officers of the Association per rule 23; and
  - (b) not more than five (5) other members who have a speciality or skill set designated by the Board as being required to progress the strategies and goals of the Association.
- (2) An ordinary Board of Management member is to hold office for a period of two years from the annual General Meeting at which they were last elected, and is eligible for re-election.
- (3) If a casual vacancy occurs in the office of ordinary Board of Management member, the Board of Management may appoint a member of the Association to fill the vacancy until the conclusion of the annual General Meeting next following the date of the appointment.
- (4) The majority of members of the Board of Management will be: -
- (i) parents and other family members of children and young people with disability; or
  - (ii) carers of individuals with disability;
- (5) The existing Board of Management may refuse to allow a person who is not a family member or carer of an individual with disability to stand for election.

#### **25. ELECTION OF MEMBERS OF THE BOARD OF MANAGEMENT**

- (1) Nominations of candidates for election as officers of the Association or as ordinary Board of Management members are to be: -

- (a) 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 nomination); and
  - (b) delivered to the Public Officer of the Association at least ten days before the date fixed for the holding of the annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board of Management: -
    - (a) the candidates nominated are taken to be elected; and
    - (b) any further nominations should be called for at the annual General Meeting.
  - (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
  - (4) If the number of nominations exceeds the number of vacancies to be filled or the number of further nominations per sub-rule (2)(b) exceeds the number of remaining vacancies, a ballot is to be held.
  - (5) The ballot for the election of officers and ordinary Board of Management members is to be conducted at the annual General Meeting in the manner directed by the Board of Management.

## **26. VACATION OF OFFICER**

For the purpose of these rules, the office of an officer of the Association or of an ordinary Board of Management member becomes vacant if the officer or Board of Management member: -

- (a) dies; or
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
- (c) becomes of unsound mind; or
- (d) resigns office in writing addressed to the Board of Management; or
- (e) ceases to be resident in the State; or
- (f) fails, without leave granted by the Board of Management, to attend three consecutive meetings of the Board of Management; or
- (g) ceases to be a member of the Association; or
- (h) fails to pay all arrears of subscription due, within fourteen days after receiving a notice in writing signed by the Public Officer stating that he or she has ceased to be a financial member of the Association.

## **27. MEETINGS OF THE BOARD OF MANAGEMENT AND OF SUB-COMMITTEES**

- (1) The Board of Management is to meet at least six times per year at any place and time as the Board of Management determines.
- (2) Special meetings of the Board of Management may be convened by the President or any four of its members.

- (3) Notice is to be given to members of the Board of Management of any special meeting, specifying the general nature of the business to be transacted and no other business is to be transacted at such a meeting.
- (4) Any five members of the Board of Management constitute a quorum for the transaction of the business of a meeting of the Board of Management.
- (5) Business is not to be transacted unless a quorum is present.
- (6) If half an hour after the time appointed for the meeting a quorum is not present, the chairperson may adjourn the meeting to the same place and at the same hour of the same day in the following week, or such other time and place as they determine within two weeks from the original time, unless the meeting was a special meeting, in which case it is to be dissolved. Members of the Board of Management must be notified by the chairperson of the details within 24 hours of such meeting adjournment.
- (7) Where a quorum is not present per sub-rule (6), the Chairperson may, at their discretion, request the consideration and resolution of matters by circular email resolution in lieu of adjourning the meeting. Such resolutions are required to be voted in favour by members constituting a quorum, per sub-rule (4) to be validly passed, otherwise they are resolved in the negative.
- (8) At a meeting of the Board of Management the following persons shall preside: -
  - (a) the President, or in his or her absence the Vice-President; or
  - (b) if the President and the Vice-President are absent, any one of the remaining members of the Board of Management as may be chosen by the members present.
- (9) Any question arising at a meeting of the Board of Management or of any sub-committee (per rule 29) appointed by the Board of Management is to be determined: -
  - (a) on a show of hands; or
  - (b) if demanded by a member, by a poll taken in any manner the person presiding at the meeting determines.
- (10) Each member present at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management (including the person presiding at the meeting) is entitled to one vote.
- (11) In the case of an equality of voting on a question, the president will not have a casting vote and the question is resolved in the negative.
- (12) Written notice of each Board of Management meeting is to be served on each member of the Board of Management by: -
  - (a) delivering it at a reasonable time before the meeting; and

- (b) sending it by email in time to reach him or her in due course before the date of the meeting or in the case of email being unavailable, by post or fax.

## **28. DISCLOSURE OF INTEREST IN CONTRACTS**

- (1) A member of the Board of Management who is interested in any contract or arrangement made or proposed to be made with the Association is to disclose the interest: -
  - (a) at the first meeting of the Board of Management at which the contract or arrangement is first taken into consideration, if the interest then exists; or
  - (b) in any other case, at the first meeting of the Board of Management after the acquisition of the interest.
- (2) If a member of the Board of Management becomes interested in a contract or arrangement after it is made or entered into he or she is to disclose the interest at the first meeting of the Board of Management after he or she becomes so interested.
- (3) A member of the Board of Management is not to vote as a member of the Board of Management in respect of any contract or arrangement in which he or she is interested, and any such vote is not to be counted.

## **29. SUB-COMMITTEES**

- (1) The Board of Management may: -
  - (a) appoint a sub-committee from the Board of Management; and
  - (b) prescribe the powers and functions of that sub-committee.
- (2) The Board of Management may co-opt any person as a member of a sub-committee without voting rights, whether or not the person is a member of the Association.
- (3) A quorum of a meeting of the sub-committee is three appointed members or 2 members plus the Public Officer or CEO.
- (4) The Public Officer or delegate of the Association is to convene meetings of a sub-committee.
- (5) Written notice of each sub-committee meeting is to be served on each member of the sub-committee by:
  - (a) delivering it at a reasonable time before the meeting; and
  - (b) sending it, by fax or by email in time to reach him or her in due course before the date of the meeting, or by post in the case of email being unavailable.

## **30. EXECUTIVE COMMITTEE**

- (1) The President, the Vice-President, the Treasurer and the Secretary constitute the Executive Committee.



- (2) The Executive Committee is empowered to exercise all the powers of the Board of Management such as are necessary in matters of urgency connected with the management of the affairs of the Association during the period between meetings of the Board of Management.
- (3) The Executive Committee is to report on any instructions issued under sub-rule (2) at the next meeting of the Board of Management.

### **31. ANNUAL SUBSCRIPTION**

- (1) The annual subscription payable by members is to be determined by the Board of Management of the Association.
- (2) The annual subscription of a member is due and payable within 60 days of invoice of the relevant financial year of the Association.
- (3) Life Members of the Association are exempt from payment of the annual subscription fee payable per this rule 31.

### **32. FINANCIAL YEAR**

The financial year of the Association is the period beginning on 1 July in one year and ending on 30 June in the next year.

### **33. NOTICES**

A notice may be served by or on behalf of the Association on any member: -

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to his or her usual or last known address, by fax or by email.

### **34. EXPULSION OF MEMBERS**

- (1) The Board of Management may expel a member from the Association, if in the opinion of the Board of Management, the member is guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member pursuant to sub-rule (1) does not take effect until whichever of the following is the later date:
  - (a) the expiration of 14 days after the service on the member of a notice under sub rule (3);
  - (b) if the member exercises his right of appeal under this rule, the conclusion of the Board of Management meeting convened to hear the appeal.

- (3) If the Board of Management expels a member from the Association, the Public Officer of the Association, without undue delay, is to cause to be served on the member a notice in writing –
- (a) stating that the Board of Management has expelled the member; and
  - (b) specifying the grounds for the expulsion; and
  - (c) informing the member of a right to appeal against the expulsion under rule 35.

### **35. APPEAL AGAINST EXPULSION**

- (1) A member may appeal against an expulsion under rule 34 by delivering or sending by post or email to the Public Officer of the Association, within 14 days after the service of a notice under rule 34(3), a requisition in writing demanding the convening of a Board of Management meeting for the purpose of hearing the appeal.
- (2) On receipt of a requisition -
- (a) the Public Officer is to immediately notify the Board of Management of its receipt; and
  - (b) the Board of Management is to cause a Board of Management meeting to be held within 21 days after the date on which the requisition is received.
- (3) At a Board of Management meeting convened for the purpose of this rule-
- (a) no business other than the question of the expulsion is to be transacted; and
  - (b) the Board of Management may place before the meeting details of the grounds of the expulsion and the Board of Management's reasons for the expulsion; and
  - (c) the expelled member is to be given an opportunity to be heard; and
  - (d) the Board of Management members present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (4) If at the Board of Management meeting a majority of the Board of Management members vote in favour of the lifting of the expulsion -
- (a) the expulsion is to be taken to have been lifted; and
  - (b) the expelled member is entitled to continue as a member of the Association.
- (5) If at the Board of Management meeting a majority of the Board of Management members vote in favour of the confirmation of the expulsion -
- (a) the expulsion takes effect; and
  - (b) the expelled member ceases to be a member of the Association.

### **36. DISPUTES**

- (1) A dispute between a member of the Association, in the capacity as a member and the Association is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 1986*.
- (2) This rule does not affect the operation of rule 35.

### **37. SEAL OF THE ASSOCIATION**

- (1) The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- (2) The seal of the Association is not to be affixed to any instrument except by the authority of the Board of Management.
- (3) The affixing of the seal is to be attested by the signatures of: -
  - (a) two members of the Board of Management; or
  - (b) one member of the Board of Management and of the Public Officer of the Association or any other person the Board of Management may appoint in writing for that purpose.
- (4) Attestation under sub-rule (3) is sufficient for all purposes that the seal was affixed by authority of the Board of Management.
- (5) The seal shall remain in the custody and control of the Board of Management.

### **38. DISTRIBUTION OF SURPLUS ASSETS UPON WINDING UP**

Subject to the Act, upon the winding up of the Association the surplus assets of the Association shall be distributed to such charitable institutions and in such proportions as is decided by resolution by the majority of at least two thirds of the members of the Association. In making such decision the members shall have due regard to the objectives of the Association and the needs of children with disability.