



POLIO AUSTRALIA INCORPORATED

Certified to be an accurate copy:

Gillian Thomas
Vice-President 02 September 2016

Brett Howard
Treasurer 02 September 2016

CONSTITUTION

As Polio Australia Inc is incorporated in
New South Wales this Constitution is based on the
Model Rules of the NSW Associations Incorporation Act 2009

CONTENTS

	Page Number
Part 1 – PRELIMINARY	
1 Definitions	3
2 Objects	4
3 Powers	5
Part 2 – MEMBERSHIP	
4 Membership	5
5 Cessation of membership	7
6 Membership entitlements not transferable	7
7 Resignation of membership	7
8 Register of members	8
9 Fees and subscriptions	8
10 Members' liability	8
11 Disputes	8
12 Disciplining of members	8
13 Right of appeal of disciplined member	9
Part 3 – THE BOARD	
14 Powers of the Board	10
15 Constitution and membership of the Board	10
16 Appointment of Board Members	11
17 National President	12
18 Vice-President	12
19 Secretary	12
20 Treasurer	12
21 Casual vacancies of the Board	13
22 Removal of member of the Board	13
23 Meetings and quorum	13
24 Delegation by the Board to a sub-committee	15
25 Voting and decisions	15
Part 4 – GENERAL MEETINGS	
26 Annual General Meetings – holding of	16
27 Annual General Meetings – calling of and business at	16
28 Special General Meetings – calling of	17
29 Notice	17
30 Procedure	18
31 Presiding member	19
32 Adjournment	19
33 Appointment of proxies	20
34 Making of decisions	20
35 Special resolution	20
36 Voting	20
Part 5 – MISCELLANEOUS	
37 Insurance	21
38 Funds – Source	21
39 Funds – Management	21
40 Funds – Gift Funds Monies	22
41 Termination of Gift Fund	23
42 Alteration of objects and rules; dissolution of Association	23
43 Custody of books	23
44 Inspection of books	23
45 Service of notices	23
46 Public Officer	24
47 Auditor	24
48 Conditions of employment of the National Executive staff	24
Appendix 1 Form of appointment of proxy	25

PART 1 – PRELIMINARY

Definitions

1. 1.1 In these rules:

“**Association**” means Polio Australia Inc.

“**chairperson**” as used in:

- (a) clauses 19 and 23, refers to the chairperson of a meeting of the Board, as described in clause 23.8;
- (b) clauses 30-36, refers to the chairperson of a general meeting of the Association as described in clause 31.

“**Board**” shall mean the Board responsible for the management of the Association from time to time, as constituted in accordance with clauses 15 and 16.

“**Board Member**” shall mean a member of the Board.

“**Director-General**” means the Director-General of the Department of Fair Trading.

“**Due Cause**” for the removal of a Board Member, for the purposes of clause 22 means circumstances where the Board Member:

- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

“**Founding Member**” means an organisation listed in clause 4.1 under either its name as given in that clause or under any future name of that organisation.

“**Gift Fund**” means any funds of the Association collected by the Association by reason of its status as a deductible gift recipient.

“**LEADR**” means LEADR - Association of Dispute Resolvers. LEADR is an Australasian organisation that promotes alternative dispute resolution. If LEADR ceases to exist, then an alternative organisation shall be substituted which in the absence of agreement by Members shall be nominated by the Director-General of the Department of Fair Trading.

“**Member**” or “**Member Network**” or “**State Member**” means a member of the Association from time to time.

“**Nominee**” shall mean a person nominated by a Member Network to be a Board Member.

“**Public Officer**” means the Public Officer of the Association appointed in accordance with clause 48.

“**Secretary**” means:

- (a) the person holding office under these rules as secretary of the Association; or

- (b) If no such person holds that office – the Public Officer of the Association.

“Special General Meeting” means a general meeting of the Association other than an Annual General Meeting;

“Special Resolution” means a resolution described by clause 35.

“State Network” means any of the State or Territory organisations or individuals referred to in clauses 4.1, 4.3, 4.5, 4.7 or 4.8 as are Members of the Association from time to time.

“The Act” means the NSW Associations Incorporation Act 2009.

“The Regulation” means the Associations Incorporation Regulation 2010.

1.2 In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 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 these rules were an instrument made under that Act.

Objects

The objects of the Association are:

2. In consultation with all stakeholders, including the State Networks, to:

- 2.1 facilitate and encourage the co-ordination and further development of activities within and between the State Networks;
- 2.2 facilitate the provision of support for persons with the late effects of polio and for their families, carers and friends;
- 2.3 educate and inform the public and the medical and helping professions about the late effects of polio and other relevant aspects;
- 2.4 encourage and support research to improve the management and treatment of the late effects of polio;
- 2.5 advise Federal Governments and, at the request of State Networks, the State or Territory Governments on policy development and programs in relation to the late effects of polio;
- 2.6 undertake the generation or raising of funds to help achieve the objects; and
- 2.7 do all other things as may be incidental or conducive to the achievement of the above objects.

Powers

3. 3.1 For the purposes of furthering those objects, but not otherwise, the Association shall have the legal capacity and all the powers of a natural person.
- 3.2 The purpose of rule 3.1 is:
 - 3.2(a) to prevent the operation of the doctrine of ultra vires in its application to the powers of the Association to further its objects; and
 - 3.2(b) to ensure that the Association is able to give effect to its objects set out in rule 2 without the necessity to specifically include a power, and rule 3.1 shall be construed accordingly.

PART 2 – MEMBERSHIP

Membership

4. 4.1 Founding members of the Association shall comprise such of the following organisations as apply for membership and pay the membership fee in accordance with these Rules:
 - 4.1(a) Post-Polio Network (NSW) Inc,
 - 4.1(b) Spinal Injuries Association Inc (operating on behalf of Queensland polio survivors);
 - 4.1(c) Post Polio Support Group of SA Inc;
 - 4.1(d) Post Polio Network of WA Inc; and
 - 4.1(e) Post Polio Network - Tasmania Inc.
- 4.2 Each founding member referred to in clause 4.1 is a party to a Memorandum of Understanding agreed to between those members dated 31 July 2008.
- 4.3 On 8 December 2008 Independence Australia (previously known as ParaQuad Victoria), incorporating Polio Network Victoria, applied for membership of the Association, having executed a deed poll under which it agreed to be bound by the terms of the Memorandum of Understanding referred to in clause 4.2. The membership application was approved by the Board at its meeting held on 26 February 2009.
- 4.4 One additional State/Territory-wide organisation per State or Territory may apply for membership of the Association. Such membership is subject to:
 - 4.4(a) The organisation executing a deed poll under which it agrees to be bound by the terms of the Memorandum of Understanding referred to in clause 4.2; and

- 4.4(b) the approval of the Board of the Association.
- 4.5 Upon the latter of the execution of a deed poll as referred to in clause 4.4(a) and the approval of the Board referred to in clause 4.4(b), the organisation referred to in clause 4.4 shall become a Member of the Association.
- 4.6 In circumstances where any Member ceases to be a member of the Association for whatever reason, the Association in general meeting may invite an organisation with objects in line with those of the Association and located in the ex-Member's State or Territory to accept membership of the Association on the terms and conditions set out in this Constitution.
- 4.7 The organisation referred to in clause 4.6 becomes a Member of the Association on the date that it executes a deed poll under which it agrees to be bound by the terms of the Memorandum of Understanding referred to in clause 4.2, and provides that deed poll to the Public Officer of the Association.
- 4.8 In circumstances where any Member ceases to be a member of the Association for whatever reason, but no other organisation with objects in line with those of the Association and located in the ex-Member's State or Territory exists, the Association in general meeting may invite up to two representatives from that State or Territory to accept membership of the Association on the terms and conditions set out in this Constitution.
- 4.9 The representatives referred to in clause 4.8 become a single Member of the Association on the date that they execute a deed poll under which they agree to be bound by the terms of the Memorandum of Understanding referred to in clause 4.2, and provide that deed poll to the Public Officer of the Association.
- 4.10 Income from all sources and any property owned by the Association will be under the control of the Board.
- 4.11 Funds of the Association must be applied solely towards the promotion of the objects of the Association as set out in this Constitution.
- 4.12 No part of the funds of the Association may be paid or transferred directly or indirectly by way of gift, honorarium, salary or other payment to any member of the Association except as otherwise provided in the Constitution and only if the member has made prior disclosure of any relevant interests and refrained from participating in any decision process related thereto.

- 4.13 No member of the Board will be appointed to any salaried office of the Association or any office of the Association paid by fees.
- 4.14 No remuneration or other benefit in money or money's worth will be given by the Association to any member of the Board except for the re-payment to that member of out-of-pocket expenses, and reasonable and proper payment for facilities lent to the Association.
- 4.15 The person appointed to be the Chief Executive Officer, or similar, of any member organisation may also be elected to be a member of the Board.

Cessation of membership

5. 5.1 A State Network ceases to be a member of the Association if the State Network:
- 5.1(a) is wound up; or
 - 5.1(b) resigns membership under clause 7; or
 - 5.1(c) is expelled from the Association under clause 12.3; or
 - 5.1(d) fails to pay its membership fee in accordance with these Rules.
- 5.2 A Member Network may be suspended from Membership of the Association under clause 12.3.

Membership entitlements not transferable

6. A right, privilege or obligation which a Member Network has by reason of being a member of the Association:
- 6 (a) is not capable of being transferred or transmitted to another Member Network or any other person or entity; and
 - 6 (b) terminates on cessation of the Member Network's membership of the Association.

Resignation of membership

7. 7.1 A member of the Association is not entitled to resign that membership except in accordance with this rule.
- 7.2 A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the Secretary one month's written notice, including electronic notification, of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 7.3 If a member of the Association ceases to be a member under rule 7.2, 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.

Register of members

8. 8.1 The Association must establish and maintain a register of members of the Association specifying the name and address of each Member Network together with the date on which that Member Network became a member.
- 8.2 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.

Fees and subscriptions

9. A member of the Association must pay to the Association an annual membership fee of an amount as determined by the Board, from time to time:
- 9 (a) except as provided by paragraph (b), before 1 July in each calendar year; or
- 9 (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

Members' liability

10. 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 as required by rule 9.

Disputes

11. 11.1(a) If a dispute between members arises about the terms or interpretation of this Constitution and is not resolved within 30 days, the dispute must be submitted to mediation in accordance with mediation rules of LEADR.
- 11.1(b) If no agreement can be reached about who the mediator should be, the mediator must be a mediator nominated by LEADR.
- 11.1(c) If such referral does not resolve the dispute within 30 days of the appointment of the mediator, any party to the dispute will be entitled to commence court proceedings in relation to the dispute.

Disciplining of members

12. 12.1 A complaint may be made by any member of the Association that some other member of the Association:

- 12.1(a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
- 12.1(b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 12.2 On receiving such a complaint, the Board:
 - 12.2(a) must cause notice of the complaint to be served on the member concerned; and
 - 12.2(b) must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
 - 12.2(c) must take into consideration any submissions made by the member in connection with the complaint.
- 12.3 The Board may, by resolution, expel the member from the Association or suspend the member from membership (for a nominated time, as determined by the Board) 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.
- 12.4 If the Board expels or suspends a member, the Secretary must, within seven (7) days after the action is taken, provide written notice, including electronic notification, to the member of:
 - 12.4(a) the action taken;
 - 12.4(b) the reasons given by the Board for having taken that action; and
 - 12.4(c) the member's right of appeal under rule 13.
- 12.5 The expulsion or suspension does not take effect:
 - 12.5(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - 12.5(b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 13.4, whichever is the later.

Right of appeal of disciplined member

- 13. 13.1 A member may appeal to the Association in general meeting against a resolution of the Board under rule 12, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 13.2 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.

- 13.3 On receipt of a notice from a member under rule 13.1, the Secretary must notify the Board which is to convene a general meeting of the Association to be held within twenty eight (28) days after the date on which the Secretary received the notice.
- 13.4 At a general meeting of the Association convened under rule 13.3:
- 13.4(a) no business other than the question of the appeal is to be transacted; and
 - 13.4(b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - 13.4(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.5 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 – THE BOARD

Powers of the Board

14. 14.1 Subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting, the Board:
- 14.1(a) is to control and manage the affairs of the Association; and
 - 14.1(b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of members of the Association; and
 - 14.1(c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

Constitution and membership of the Board

15. 15.1 The Board shall, subject to the provisions of the Act, consist of up to fifteen (15) persons.
- 15.2 Subject to the provisions of clause 15.3, up to two (2) Board Members may be nominated as a member of the Board by each member of the Association and one such nominee of each Member of the Association may be an employee of that Member Network.
- 15.3 If two organisations from one State or Territory are members of the Association then each organisation may nominate one Board Member only.
- 15.4 The Board has the power to appoint up to three (3) additional Board Members with specific skills to further the achievement of the objects of the Association, and the power to revoke an appointment at any time.

- 15.5 The Board has the power to invite non-voting observers to attend Board meetings, and the power to revoke an invitation at any time.
- 15.6 The office bearers of the Association shall be the National President, Vice-President, Treasurer and Secretary and those office bearers shall each be a Board Member. The office bearers will be elected by the Board.
- 15.7 The President, Vice-President, Secretary and Treasurer shall hold office for two years until the Annual General Meeting two years later, or unless removed under the powers bestowed by clause 22 and shall be eligible for re-election as an office bearer.
- 15.8 In the case where an officer bearer of the Association is unable to continue in office for any reason, the Board shall, subject to the provision of clause 16.2, immediately elect another member of the Board to fulfil the duties of that office and such person shall hold office until that office is declared vacant at the next Annual General Meeting of the Association.

Appointment of Board Members

- 16.** 16.1 In accordance with clauses 15.1 to 15.3, each State or Territory may nominate two persons to become a Board Member of the Association for a term of up to two years.
- 16.2 In alternate years, one Board Member appointed by each State or Territory must stand down and retire or be re-appointed by the relevant State or Territory. In each subsequent year the other State or Territory member will stand down and retire or be re-appointed by the relevant State or Territory.
- 16.2(a) In the event that the nominated Board Member is for any reason unable to continue in that role the Member Network that nominated the Board Member may co-opt an alternate to complete the term of office of that Board Member.
- 16.2(b) A retiring Board Member shall be eligible for re-appointment subject to the condition that no Board Member may serve on the Board for a period exceeding the tenure, if any, determined by the Member Network that nominated the Board Member to the Board of the Association.
- 16.3 At least one of the Board Members nominated by each State or Territory must be a polio survivor, so that at least 50% of the Board are polio survivors. If any particular State or Territory cannot achieve the requirements of this clause in respect of the Board Members nominated by it, that State or Territory will only be entitled to nominate one Board Member.
- 16.4 It is the intention of the Member Networks that at least 75% of the Board be polio survivors.

National President

17. 17.1 The National President shall approve the agenda for the meetings of the Board of the Association.
- 17.2 The National President shall encourage full balanced participation in meetings by all members of the Board and shall decide on matters of order.
- 17.3 Only the National President or his or her delegate shall act as the spokesperson for the Association unless an alternative spokesperson has been appointed by the Board. The spokesperson shall make public statements in accordance with previously agreed policy.

Vice-President

18. The Vice-President will act for the National President in his or her absence.

Secretary

19. 19.1 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.
- 19.2 It shall be the duty of the Secretary to cause records to be kept, of:
- 19.2(a) All appointments of office bearers and members of the Association and members of any duly appointed sub-committees.
- 19.2(b) Proceedings at all Board and duly constituted sub-committee meetings of the Association.
- 19.3 The Secretary shall cause minutes of proceedings at all meetings of the Board of the Association and any duly constituted sub-committee of the Association to be signed by the chairperson of that meeting or of the next succeeding meeting at that next succeeding meeting.
- 19.4 The Secretary shall perform any other duties as specified in the Constitution.

Treasurer

20. 20.1 It is the duty of the Treasurer of the Association to ensure:
- that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- 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; and
- that audited accounts are presented to the Annual General Meeting.

Casual Vacancies of the Board

- 21.** 21.1 For the purposes of this Constitution, a casual vacancy in the office of a member of the Board occurs if the member:
- 21.1(a) dies; or
 - 21.1(b) becomes bankrupt under administration within the meaning of the Corporations Law; or
 - 21.1(c) resigns office by notice in writing given to the Secretary; or
 - 21.1(d) is removed from office under rule 22; or
 - 21.1(e) becomes a mentally incapacitated person; or
 - 21.1(f) is absent, without submitting an apology prior to the meeting, from two (2) consecutive meetings of the Board.

Removal of Member of the Board

- 22.** 22.1 The Association in general meeting may by resolution, with Due Cause, remove any member of the Board from the Board before the expiration of the member's term of office and the State or Territory to which the member belongs may appoint another person to hold office until the expiration of the term of office of the member so removed.
- 22.2 If a member of the Board to whom a proposed resolution referred to in clause 22.1 relates makes representations in writing to the Secretary or National President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the National President must send a written copy, or electronic notification, of the representations to each member of the Association.

Meetings and quorum

- 23.** 23.1 The Board must meet at least 2 times in each period of 12 months by what means and such time as the Board may determine. The Board may regulate its meetings as the Board thinks fit. Meetings may be held in person or by electronic means.
- 23.2 Special meetings of the Board may be convened by the National President or on a requisition signed by any four (4) members of the Board.
- 23.3 Written (including electronic) notice of an ordinary meeting of the Board must be given by the Secretary to each member of the Board at least 14 days (or such other period as may be agreed by the members of the Board) before the time appointed for the holding of the meeting.
- 23.4 Notice of a meeting given under rule 23.3 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 Board members present at the meeting unanimously agree to treat as urgent business.

- 23.5 Fifty percent of the number of members of the Board from time to time constitute a quorum for the transaction of the business of a meeting of the Board. If fifty percent of the number of members is not a whole number, the required number for a quorum is the next whole number above that number.
- 23.6 No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for a meeting, not being a special 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. It shall not be necessary to give members notice of such adjourned meeting and the members present (being not less than one third (33.33%) of the number of members of the Board from time to time) thereat shall have power to decide all matters which could properly be disposed of by a quorum at the original meeting. If one third of the number of members is not a whole number, the required number for a quorum for the adjourned meeting is the next whole number above that number.
- 23.7 In the case of a special meeting of the Board if a quorum is not present within half an hour of the time appointed for the adjourned meeting, the meeting is to be dissolved.
- 23.8 The National President or, in the National President's absence, the Vice-President shall preside at all meetings of the Board; or if the National President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting shall preside. The person presiding at the meeting is the chairperson of that meeting.
- 23.9 Without limiting the discretion of the Board to regulate their meetings under rule 23.1, the Board may, if they think fit, confer by telephone or by using any other technology consented to by members of the Board.
- 23.9(a) Notwithstanding that the Board members are not present together in one place at the time of the conference, a resolution passed by such a conference will be deemed to have been passed at a meeting of the Board held on the day on which and at the time at which the conference was held;
- 23.9(b) The provisions of this Constitution relating to proceedings of the Board shall apply to such conferences to the extent that they are capable of applying, and with any necessary changes;
- 23.9(c) A Board member present at the commencement of the conference will be conclusively presumed to have been present and, subject to any other provisions of this Constitution, to have formed part of the quorum throughout the conference unless otherwise brought to the attention of the meeting;

23.9(d) Any minutes of a conference of the type referred to in rule 23.9 purporting to be signed by the chairperson of that conference or by the chairperson of the next succeeding Board meeting will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of a Board meeting;

23.9(e) When by the operation of rule 23.9(a) a resolution is deemed to have been passed at a Board meeting, that meeting will be deemed to have been held at such place as is determined by the chairperson of the relevant conference, provided that at least one of the Board members who took part in the conference was at such place for the duration of the conference.

Delegation by the Board to a sub-committee

- 24.** 24.1 The Board may, by instrument in writing, delegate to one or more sub-committees the exercise of such of the functions of the Board as are specified in the instrument, other than:
- 24.1(a) this power of delegation; and
 - 24.1(b) a function which is a duty imposed on the Board by the Act or by any other law.
- 24.2 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.
- 24.3 A delegation under this Section 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.
- 24.4 Despite any delegation under this rule, the Board may continue to exercise any function delegated.
- 24.5 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 Board.
- 24.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 24.7 A sub-committee may meet and adjourn as it thinks proper.

Voting and decisions

- 25.** 25.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board, except as may be provided in this Constitution, are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.

Each member of the Board shall have one vote but in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.

- 25.2(a) Where a Board Member is, or is expected to be, unable (where on account of illness or otherwise) to attend meetings of the Board, the Board Member may with the consent of the Board appoint a person as their alternate to act as a Board Member during that inability to attend, and the person so appointed to act has all the powers and functions of a Board Member.
- 25.2(b) The Board may, at any time, terminate an appointment under this Rule.
- 25.2(c) The validity of an act or decision of the Board shall not be questioned in any proceeding on a ground arising from the fact that the occasion for the appointment of a person purporting to be appointed under this section had not arisen or that an appointment under this section had ceased to have effect.
- 25.3 Subject to rule 23.4, the Board may act despite any vacancy on the Board.
- 25.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

PART 4 – GENERAL MEETINGS

Annual General Meetings – holding of

- 26. Subject to any extension or permission granted by the Director-General under Section 37 (2) of the Act, 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.

Annual General Meetings – calling of and business at

- 27. Subject to the Act and rule 26, the Annual General Meeting of the Association is to be convened on such date and at such place and time as the Board thinks fit.
 - 27.1 The ordinary business of the Annual General Meeting shall be to:
 - 27.1(a) confirm the minutes of the last preceding Annual General Meeting and of any special general meetings held since that meeting;
 - 27.1(b) receive and consider a report from the Board of the last preceding financial year;
 - 27.1(c) receive and consider the financial statements required to be submitted to members under Section 44 or 48, as applicable, of the Act; and

- 27.1(d) appoint an Auditor or Auditors for the ensuing year.
- 27.2 All other business transacted at the Annual General Meeting shall be called special business.

Special General Meetings – calling of

- 28.** 28.1 The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 28.2 The Board must, on the request in writing of at least three (3) Member Networks, convene a special general meeting of the Association.
- 28.3 A requisition of members for a special general meeting:
- 28.3(a) must state the purpose or purposes of the meeting; and
- 28.3(b) must be signed by the members making the requisition; and
- 28.3(c) must be lodged with the Secretary; and
- 28.3(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 28.4 If the Board fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one (1) or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- 28.5 A special general meeting convened by a member or members as referred to in rule 28.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

Notice

- 29.** 29.1 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 fourteen (14) days before the date fixed for the holding of the general meeting, notify each member in writing (electronically or otherwise) of the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 29.2 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 twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in rule 29.1

specifying, in addition to the matter required under rule 29.1, the intention to propose the resolution as a Special Resolution.

29.3 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 27.1.

29.4 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.

Procedure

30. 30.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

30.2 Fifty percent of the number of voting representatives of the Member Networks shall constitute a quorum for the transaction of the business of the general meeting. If fifty percent of the number of voting representatives is not a whole number, the required number for a quorum is the next whole number above that number.

30.3 If within half an hour of the time appointed for the commencement of a general meeting a quorum is not present the meeting, if convened on the requisition of members, is to be dissolved; and in any other case, is to stand adjourned to the same place and at the same hour of the same day in the following week. It shall not be necessary to give members notice of such adjourned meeting and the members present (being not less than one third (33.33%) of the voting representatives of the Member Networks from time to time) thereat shall have power to decide all matters which could properly be disposed of by a quorum at the original meeting. If one third of the number of voting representatives is not a whole number, the required number for a quorum for the adjourned meeting is the next whole number above that number.

30.4 Without limiting the discretion of the Members to regulate their meetings, general meetings may be held by telephone or by using any other technology consented to by the voting representatives of the Member Networks.

30.4(a) Notwithstanding that representatives of the Members are not present together in one place at the time of the meeting, a resolution passed by such a meeting will be deemed to have been passed at a general meeting of the Association held on the day on which and at the time at which the meeting was held;

- 30.4(b) The provisions of this Constitution relating to proceedings of a general meeting shall apply to such meetings to the extent that they are capable of applying, and with any necessary changes;
- 30.4(c) A voting representative present at the commencement of the conference will be conclusively presumed to have been present and, subject to any other provisions of this Constitution, to have formed part of the quorum throughout the meeting unless otherwise brought to the attention of the meeting;
- 30.4(d) Any minutes of a meeting of the type referred to in rule 30.6 purporting to be signed by the presiding member of that meeting will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of a general meeting of the Association;
- 30.4(e) When by the operation of rule 30.6(a) a resolution is deemed to have been passed at a general meeting, that meeting will be deemed to have been held at such place as is determined by the chairperson of that meeting, provided that at least one of the voting representatives who took part in the meeting was at such place for the duration of the meeting.

Presiding member

- 31.** 31.1 The National President or, in the National President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Association.
- 31.2 If the National President and the Vice-President are absent or unwilling to act, the voting representatives present must elect one of their number to preside as chairperson at the meeting.

Adjournment

- 32.** 32.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of voting representatives 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.
- 32.2 If a general meeting is adjourned for fourteen (14) days or more, the Secretary must give written or electronic 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.
- 32.3 Except as provided in rules 32.1 and 32.2 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.

Appointment of proxies

33. 33.1 Each Member Network is to be entitled to appoint another Member Network 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.
- 33.2 The notice appointing the proxy is to be in the form set out in Appendix 1 to these rules.

Making of decisions

34. 34.1 A question arising at a general meeting of the Association is to be determined on a majority vote and, unless before or on the declaration of the vote a poll is demanded, a declaration by the chairperson that a resolution has, by majority vote, 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.
- 34.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by at least three (3) voting representatives present in person or by electronic means or by proxy at the meeting.
- 34.3 If a poll is demanded at a general meeting, the poll must be taken:
- 34.3(a) 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
- 34.3(b) 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.

Special Resolution

35. 35.1 Where a Special Resolution is required by the Act or this Constitution it shall only be deemed to have been passed if, of the Members of the Association entitled to vote by way of representatives appointed by the Members and present in person or by electronic means or by proxy at the meeting, not less than three quarters (75%) vote in favour of the resolution.
- 35.2 Where it is not practicable for the resolution to be passed in the manner specified in paragraph 35.1, the resolution may be passed in such manner as the Director-General may specify.

Voting

36. 36.1 All votes at a general meeting of the Association must be given personally or by electronic means or by proxy.

- 36.2 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.
- 36.3 A representative appointed by a Member or a proxy for such Member is not entitled to vote at any general meeting of the Association unless all money due and payable to the Association by the Member has been paid.

PART 5 – MISCELLANEOUS

Insurance

37. 37.1 Subject to a resolution by the Board from time to time to confirm the necessity or desirability of effecting such insurance, every Board member, Auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the proper execution of the duties of their office which is incurred by them in defending any proceedings whether civil or criminal in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Law in which relief is granted to them by the Court pursuant to the Law in respect of any negligence, default, breach of duty, or breach of trust.
- 37.2 In addition to the insurance which may be arranged under clause 37.1, the Association may effect and maintain other insurance.

Funds – Source

38. 38.1 The funds of the Association are to be derived from annual subscriptions of members, donations, grants and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- 38.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 38.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

Funds – Management

39. 39.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
- 39.2 All cheques, drafts, bills of exchange, promissory notes, other negotiable instruments or any other mechanism for transfer of funds (including electronic transfers) must be authorised by any two (2) members of the Board or employees of

the Association, being members or employees authorised to do so by the Board. No more than 5 members or employees shall be so authorised.

39.3 On dissolution of the Association (in accordance with clause 42.2) all property whether real or personal remaining after payment of all debts, expenses and legal liabilities shall be transferred, in accordance with a Special Resolution of the Association to:

39.3(a) a body formed for or promoting similar objects as the Association; or, if this is not possible

39.3(b) a body formed to benefit people with disabilities with a like-minded philosophy to that of the Association,

provided that if the Association shall have been approved as a deductible gift recipient for the purposes of the *Income Tax Assessment Act 1997* then such other body must also be a body that has been so approved.

Funds – Gift Fund Monies

40. The Gift Fund will be managed in accordance with this clause 40.

40.1 All gifts of money or property made for the objects of the Association and money received because of such a gift, including proceeds of sale and investment returns received by the Association (*Gift Fund Money*) must be deposited as soon as practicable and without deduction to the credit of the Association's Gift Fund account.

40.2 The Association must, as soon as practicable after receiving any Gift Fund Money, issue an appropriate receipt which meets the requirements prescribed by section 30-228 of the *Income Tax Assessment Act 1997* or any provision that replaces that provision.

40.3 The Gift Fund is to be used by the Association only in pursuance of the objects of the Association and, subject to any resolution passed by the Association in a general meeting, in such manner as the Board determines.

40.4 On the earlier of any termination or winding up of the Gift Fund, the cancellation of the Association, or the Association ceasing to be endorsed as a Deductible Gift Recipient as defined in section 30-227(2) of the *Income Tax Assessment Act 1997* or any provision that replaces that provision, the surplus funds in the Gift Fund (after the payment of liabilities attributable to it) shall vest in accordance with the provisions in clause 41.

Termination of Gift Fund

41. 41.1 In the event of the termination or winding up of the Gift Fund, all surplus property of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred as determined by the Board to:
- 41.1(a) a body formed for or promoting similar objects as the Association which is endorsed as a deductible gift recipient; or, if this is not possible
 - 41.1(b) a body formed to benefit people with disabilities with a like-minded philosophy to that of the Association which is endorsed as a deductible gift recipient.
- 41.2 Surplus property of the Gift Fund may only be transferred to a body or persons other than those described in clause 41.1 in accordance with a Special Resolution of the Association.

Alteration of objects and rules; dissolution of Association

42. 42.1 The statement of objects and these rules may be altered, rescinded or added to only by a Special Resolution of the Association.
- 42.2 The Association shall not be dissolved except by Special Resolution of the Association at a special meeting of the Association called for that purpose of which not less than one calendar month's notice, including notice of the proposed dissolution, has been given to all persons entitled to receive notices of meetings.

Custody of books

43. Except as otherwise provided by these rules, 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.

Inspection of books

44. The records, books and other documents of the Association, excluding personnel records and documents where the Association has a duty to maintain confidentiality, shall be open to inspection free of charge, by a Member of the Association at any reasonable hour.

Service of Notices

45. 45.1 For the purpose of this Constitution, a notice may be served by or on behalf of the Association on any Member either personally, or by sending it by post to the Member at the Member's address shown in the register of Members, or by electronic means.

45.2 If a document is sent to a person by properly addressing, prepaying and posting to the person a letter or by electronic notification containing the document, the document is, unless the contrary is proved, taken for the purposes of this Constitution to have been served on the person at the time at which the letter or electronic notification would have been delivered or received in the ordinary course of events.

Public Officer

46. 46.1 The Board must appoint a Public Officer of the Association. The Public Officer may hold any other office in the Association. Where the office of Public Officer of the Association at any time becomes vacant, the Board shall, within fourteen (14) days after the vacancy arises, appoint a person to fill the vacancy.
- 46.2 Where the office of the Public Officer of the Association at any time becomes vacant, the Secretary shall notify the Director-General within fourteen (14) days of such vacancy.

Auditor

47. 47.1 The Auditor shall be appointed at the Annual General Meeting.
- 47.2 The Auditor shall inspect the membership roll, audit the annual statement of accounts and shall certify the same.
- 47.3 The Auditor shall have the power at any time to call for the production of all books, accounts, vouchers and other documents relating to the financial affairs of the Association.
- 47.4 The Auditor shall not hold any other office in the Association and shall not be a member, relative of, or have a close or significant relationship with, any member of the Board.
- 47.5 Such a person shall be a member of the Institute of Chartered Accountants in Australia and/or a Certified Practising Accountant.

Conditions of employment of the National Executive staff

48. The terms and conditions (including conditions of termination) of the office of any staff employed by the Association shall be governed by the contractual agreement entered into by the Board and the staff member.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I, _____ of _____ being
a member of Polio Australia Inc. hereby appoint _____ of _____
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, Special General Meeting or General Meeting** as the case may be) to be held on the _____
and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution.
[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 nominee of a member of the Association.