



**CANBERRA**

# **CONSTITUTION AND RULES**

**SEP 2013**

# BETTER HEARING AUSTRALIA CANBERRA

## Constitution and Rules Sep 2013

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### Contents

	Page
Part 1 Organisational name .....	3
Part 2 Definitions.....	3
Part 3 The Objects of BHA Canberra.....	3
Part 4 Membership .....	4
General Provisions .....	4
Membership fees .....	4
Membership entitlements not transferable.....	4
Cessation of membership .....	5
Members' liabilities .....	5
Disciplining of members.....	5
Right of appeal of disciplined member.....	6
Part 5 Committee .....	7
Powers of committee.....	7
Constitution and membership .....	7
Election of committee members .....	8
Secretary .....	9
Treasurer .....	9
Vacancies .....	9
Removal of committee members .....	10
Committee meetings and quorum .....	10
Delegation by committee to subcommittee.....	11
Voting and decisions.....	11
Part 6 General meetings .....	12
Annual general meetings—holding of.....	12
Annual general meetings—calling of and business at .....	12
General meetings—calling of .....	13
Notice.....	13
General meetings—procedure and quorum .....	14
Presiding member .....	14
Adjournment .....	14
Making of decisions .....	15
Voting .....	15
Appointment of proxies .....	16
Part 7 Miscellaneous .....	16
Funds—source .....	16
Funds—management .....	16
Alteration of objects and rules .....	16
Common seal .....	16
Custody of books .....	17
Inspection of books .....	17
Service of notice .....	17
Surplus property.....	17
Appendix 1.....	18
Form of appointment of proxy.....	18
History of amendments to Constitution .....	19

## Part 1 Organisational name

s1 The name of the organisation shall be **Better Hearing Australia Canberra Incorporated**, hereinafter called 'BHA Canberra'.

## Part 2 Definitions

s2 In the context of this constitution except where excluded by the context:

- a) Australian Capital Territory and the abbreviation 'ACT' means the area designated as the Australian Capital Territory.
- b) Committee refers to the BHA Canberra Management Committee.
- c) Financial Year means the year ending 31 December.
- d) Member means a member, however described, of the association.
- e) Ordinary Committee Member means a member of the committee who is not an office-bearer of the association.
- f) 'Person' includes an individual, organisation or any other legal entity.
- g) Secretary means the person holding office under these rules as secretary of the association or, if no such person holds that office, the public officer of the association.
- h) The Act means the *Associations Incorporation Act 1991*.
- i) The regulation means the *Associations Incorporation Regulation 1991*.

## Part 3 The Objects of BHA Canberra

s3 **Mission:** to improve the capacity of the hearing impaired to manage their hearing loss thereby increasing their quality of life.

s4 **Objectives:**

- a) To improve access to social, educational and work activities for those with a hearing loss.
- b) To offer formal educational programmes to develop the knowledge and skills required to manage hearing loss.
- c) To increase community awareness about hearing loss and its causes, particularly in the ACT.
- d) To conduct Hearing Awareness Training, particularly in workplaces.
- e) To offer information and advice to health system users and to health providers.
- f) To offer the community information on the management of hearing loss.
- g) To consult with kindred organisations on matters of mutual interest.
- h) To seek the advice and assistance of hearing loss health professionals.

- i) To pursue such other objectives as the Association decides in general meeting will assist in achieving the Mission.

s5 **Core Values**

The core values of BHA Canberra are Respect, Understanding, Support, Integrity and Caring.

## **Part 4 Membership**

### **General Provisions**

- s6 Any person may apply for membership of the Association by lodging with the Secretary a completed membership application form (in the form approved by the Committee from time to time).
- s7 The Committee may accept or reject the application at its discretion and need not give reasons for doing so. An applicant accepted for membership will become a member on payment of their membership fee.
- s8 The Committee may create different categories of membership and the rights and obligations attaching to each of them from time to time. A person may only hold one membership of BHA Canberra during any one year.
- s9 Any member shall remain a member until the Annual General Meeting after the end of the financial year during which they were admitted.
- s10 Any member shall be entitled to resign from BHA Canberra at any time. There will be no pro rata refund of membership fees.

### **Membership fees**

- s11 The Committee will determine the membership fees payable and may review and vary these from time to time.
- s12 Unless and until otherwise decided by the Committee membership fees will be for the period 1 January to 31 December and be payable by a date set by the Committee.
- s13 On a case by case basis BHA Canberra may choose to waive all or part payment of the membership fees due to financial or other reason.

### **Membership entitlements not transferable**

- s14 A right, privilege or obligation that a person has because of being a member of the association—
  - a) cannot be transferred or transmitted to another person; and

b) terminates on cessation of the person's membership.

### **Cessation of membership**

s15 A person ceases to be a member of the association if the person—

- a) dies or, for a corporation, is wound up; or
- b) resigns from membership of the association; or
- c) is expelled from the association; or
- d) fails to renew membership of the association.

### **Members' liabilities**

s16 The liability of a member 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 relation to membership of the association.

### **Disciplining of members**

s17 If the committee is of the opinion that a member—

- (a) has persistently refused or neglected to comply with a provision of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association; the committee may, by resolution—
- (c) expel the member from the association; or
- (d) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.

s18 A resolution of the committee under s17 is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under s19, confirms the resolution in accordance with this section.

s19 If the committee passes a resolution under s17, the secretary must, as soon as practicable, serve a written notice on the member—

- (a) setting out the resolution of the committee and the grounds on which it is based; and

- (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
  - (i) attend and speak at that meeting;
  - (ii) submit to the committee at or before the date of that meeting written representations relating to the resolution.

s20 Subject to the Act, section 50, at a meeting of the committee mentioned in s18, the committee must—

- (a) give to the member mentioned in s17 an opportunity to make oral representations; and
- (b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
- (c) by resolution decide whether to confirm or to revoke the resolution of the committee made under s17.

s21 If the committee confirms a resolution under s20, the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under s23.

s22 A resolution confirmed by the committee under s20 does not take effect—

- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
- (b) if within that period the member exercises the right of appeal—unless and until the association confirms the resolution in accordance with s26.

### **Right of appeal of disciplined member**

s23 A member may appeal to the association in general meeting against a resolution of the committee that is confirmed under s17 within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

s24 On receipt of a notice under s23, the secretary must notify the committee which must call a general meeting of the association to

be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.

- s25 Subject to the Act, section 50, at a general meeting of the association called under s24—
- a) no business other than the question of the appeal may be transacted; and
  - b) the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - c) the members present must vote by secret ballot on the question of whether the resolution made under section s20 should be confirmed or revoked.
- s26 If the meeting passes a special resolution in favour of the confirmation of the resolution made under s20, that resolution is confirmed.

## **Part 5 Committee**

### **Powers of committee**

- s27 The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting—
- (a) controls and manages the affairs of the association; and
  - (b) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
  - (c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### **Constitution and membership**

- s28 The committee consists of not less than four and not more than eight Committee members elected as provided below.
- s29 The Committee will appoint the following office bearers:
- (a) the Chair ; and
  - (b) the Vice-Chair; and
  - (c) the Treasurer; and

(d) the Secretary, who will also be the public officer of the Association.

s30 Each member of the committee will hold office, subject to these rules, until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election. However, only in the case of the committee members appointed at the first AGM of the Association, one half of the committee members appointed at that AGM will resign at the second AGM and will be eligible for re-election. The committee members will agree amongst themselves as to who will resign at the second AGM and, failing agreement, will draw lots to determine who will resign.

s31 If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

### **Election of committee members**

s32 Nominations of candidates for election as office-bearers of the association or as ordinary committee members—

(a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and

(b) must be given to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.

s33 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.

s34 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be vacancies.

s35 If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.

s36 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.

s37 The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.

- s38 A person is not eligible to simultaneously hold more than 1 position on the committee.

### **Secretary**

- s39 The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.

- s40 The secretary must keep minutes of—

- (a) all elections and appointments of office-bearers and ordinary committee members; and
- (b) the names of members of the committee present at a committee meeting or a general meeting; and
- (c) all proceedings at committee meetings and general meetings.

- s41 Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

- s42 The Secretary must also ensure that a list of members is maintained including dates of joining and dates of cessation of membership.

### **Treasurer**

- s43 The Treasurer of the association must—

- (a) collect and receive all amounts owing to the association and make all payments authorised by the association; and
- (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

### **Vacancies**

- s44 For these rules, a vacancy in the office of a member of the committee happens if the member—

- (a) dies; or
- (b) ceases to be a member of the association; or
- (c) resigns the office; or
- (d) is removed from office under s42 (Removal of committee members); or
- (e) becomes bankrupt or personally insolvent; or

- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under the Act, section 63 (1); or
- (h) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

### **Removal of committee members**

- s45 The association in general meeting may by resolution, subject to the Act, section 50, remove any member of the committee from the office of member of the committee before the end of the member's term of office.

### **Committee meetings and quorum**

- s46 The committee must meet at least 3 times in each calendar year at the place and time that the committee may decide.
- s47 Additional meetings of the committee may be called by any member of the committee.
- s48 Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- s49 Notice of a meeting given under s45 must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.
- s50 Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- s51 No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- s52 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- s53 At meetings of the committee—
- (a) the chair or, in the absence of the chair, the vice chair presides; or

- (b) if the chair and the vice-chair are absent—1 of the remaining members of the committee may be chosen by the members present to preside.

### **Delegation by committee to subcommittee**

- s54 The committee may, in writing, delegate to 1 or more subcommittees (consisting of the member or members of the association that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument, other than—
  - (a) this power of delegation; and
  - (b) a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in general meeting.
- s55 A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- s56 A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- s57 Despite any delegation under this section, the committee may continue to exercise any function delegated.
- s58 Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.
- s59 The committee may, in writing, revoke wholly or in part any delegation under this section.
- s60 A subcommittee may meet and adjourn as it considers appropriate.

### **Voting and decisions**

- s61 Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.
- s62 Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

## **Part 6 General meetings**

### **Annual general meetings—holding of**

- s63 With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its members.
- s64 The association must hold its first annual general meeting—
- (a) within 18 months after its incorporation under the Act; and
  - (b) within 5 months after the end of the first financial year of the association.
- s65 s63 and s64 have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

### **Annual general meetings—calling of and business at**

- s66 The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the committee considers appropriate.
- s67 In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
- (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the committee reports on the activities of the association during the last financial year; and
  - (c) to elect members of the committee, including office-bearers; and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
- s68 An annual general meeting must be specified as such in the notice calling it.
- s69 An annual general meeting must be conducted in accordance with the provisions of this part.

### **General meetings—calling of**

- s70 The committee may, whenever it considers appropriate, call a general meeting of the association.
- s71 The committee must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the association.
- s72 A requisition of members for a general meeting—
- (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the members making the requisition; and
  - (c) must be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- s73 If the committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- s74 A general meeting called by a member or members mentioned in s71 must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

### **Notice**

- s75 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give to each member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- s76 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, give notice to each member specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- s77 No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under s64.

- s78 A member desiring to bring any business before a general meeting may give written notice 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.

### **General meetings—procedure and quorum**

- s79 No item of business may 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.
- s80 Five members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- s81 If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- s82 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

### **Presiding member**

- s83 The chair, or in the absence of the chair, the vice-chair, presides at each general meeting of the association.
- s84 If the chair and the vice-chair are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

### **Adjournment**

- s85 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- s86 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- s87 Except as provided in s81 and s82, 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.

### **Making of decisions**

- s88 A question arising at a general meeting of the association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- s89 At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- s90 If the poll is demanded at a general meeting, the poll must be taken—
- a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **Voting**

- s91 Subject to s90, on any question arising at a general meeting of the association a member has 1 vote only.
- s92 All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- s93 If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- s94 A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable for the then current year.

### **Appointment of proxies**

- s95 Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- s96 The notice appointing the proxy must be in the form set out in appendix 1.

## **Part 7 Miscellaneous**

### **Funds—source**

- s97 The funds of the association must be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to the Act, section 114, any other sources that the committee decides.
- s98 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.
- s99 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **Funds—management**

- s100 The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organization except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- s101 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members of the committee or employees authorised to do so by the committee.

### **Alteration of objects and rules**

- s102 Neither the objects of the association mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

### **Common seal**

- s103 The common seal of the association must be kept in the custody of the secretary.

- s104 The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary.

### **Custody of books**

- s105 Subject to the Act, the regulation and these rules, the secretary 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**

- s106 The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.

### **Service of notice**

- s107 For these rules, the association may serve a notice or other communication (**notice**) on a member:
- a. personally;
  - b. by sending it by post to the address for the member in the Associations register or an alternative address nominated by the member; or
  - c. by sending it to a fax number or email address nominated by the member.

A notice sent by post will be taken to have been received on the second business day after posting.

A notice sent by fax will be taken to have been received at the time the fax transmission report states that the whole fax was sent.

A notice sent by email will be taken to have been received at the time stated on the delivery receipt, or if no delivery receipt is available, 12 hours from the time the email was sent as recorded by the application from which the email was sent.

### **Surplus property**

- s108 BHA Canberra may only be dissolved by passing special resolution at a General Meeting. In the event of such a decision to dissolve BHA Canberra:
- a) BHA Canberra liabilities are to be paid
  - b) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), all surplus assets shall be transferred to another organisation to which income tax deductible gifts can be made.

# Appendix 1

(see S96)

## Form of appointment of proxy

I,

.....  
(full name)

of

.....  
(address)

a member of

**Better Hearing Australia Canberra Inc**

Appoint

.....  
(full name of proxy)

of

.....  
(address)

a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on

.....  
and at any adjournment of that meeting.

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

.....  
(Signature of member appointing proxy)

(\*To be inserted if desired.)

Date .....

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

## **History of amendments to Constitution**

6 Dec 2012 Planning Committee draft Constitution ratified

14 September 2013 General Meeting s100 and s108(b) replaced