

# PWA Constitution

(as amended 24 October 2018)



# Parkinson's Western Australia Inc.

## Constitution

As amended 24 October 2018

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**1. NAME**

**1.1** The name of the Association shall be '**Parkinson's Western Australia Inc.**' hereafter referred to as the **Association**.

**2. DEFINITIONS AND INTERPRETATION**

**2.1** The Board of Management has the sole right of interpreting this Constitution and any Rules or By Laws and the Board's decision is binding. In construing this Constitution, unless the context or subject matter otherwise indicates or requires:

- (a) '**Annual General Meeting**' means a meeting of the Association held every calendar year within four months of the end of the Association's financial year.
- (b) '**Associate Member**' means any person qualifying in accordance with Clause 6.3.
- (c) '**Association**' means Parkinson's Association of Western Australia (Inc).
- (d) '**Auditor**' means such person qualified to act as an Auditor as the Association may from time to time appoint.
- (e) '**Board**' means the members of the Board of Management of the Association elected and /or appointed in accordance with or by this Constitution.
- (f) '**Carer**' means a person who cares for a partner, a family member, relative or friend who has Parkinson's.
- (g) '**Executive**' means the Office Bearers comprising the President, Vice President, Secretary and Treasurer.
- (h) '**Financial year**' means the fiscal year commencing on the 1st July and ending on the 30th June following.
- (i) '**General Meeting**' means all meetings of the Association convened in accordance with this Constitution.
- (j) '**Member**' means any person qualifying in accordance with clause 6.1 (a)
- (k) '**Office**' means the Office for the time being of the Association.
- (l) '**Parkinson's**' means Parkinson's disease.
- (m) '**President**' means Honorary President of the Association for the time being and includes any deputy or person temporarily fulfilling the duties of this office.
- (n) '**Resolution**' mean a resolution of Voting Members other than a Special Resolution.
- (o) '**Returning Officer**' means the person who is responsible to conduct and oversee all postal, ballot and voting of the elections for members of the Association.
- (p) '**Secretary**' means Honorary Secretary of the Association for the time being and includes any deputy or person temporarily fulfilling the duties of this office.
- (q) '**Special Resolution**' means a resolution by a majority of not less than three quarters (3/4) of the members of the Association, who are entitled under the rules of the Association to vote and may vote in person, by proxy or by postal vote at a General Meeting, of which notice specifying the intention to propose the resolution was given in accordance with the Rules as set out in this Constitution.
- (r) '**The Act**' means the *Association Incorporation Act 2015*.
- (s) '**Treasurer**' means Honorary Treasurer of the Association for the time being and includes any deputy or person temporarily fulfilling the duties of this office.
- (t) '**Vice President**' means Honorary Vice President of the Association for the time being and includes any deputy or person temporarily fulfilling the duties of this office.

**2.2 Interpretations**

Words signifying the singular number only shall include the plural or vice versa. Words importing the masculine, feminine or neuter genders only shall include all of them.

### 3. OBJECTIVES

- 3.1 The objectives of the Association shall be to serve as a not-for-profit, service oriented Association to work for people whose lives are affected by Parkinson's disease as follows:
- (a) to provide an educational and emotional support service to people with Parkinson's, their spouse, carer, partner and family;
  - (b) consistent with the best medical advice, to promote and encourage self-management to those people with Parkinson's and their families;
  - (c) to facilitate the provision of suitable professional help and advice to people with Parkinson's and their families;
  - (d) to promote awareness of Parkinson's among health professionals and the public at large;
  - (e) to promote research into all aspects of Parkinson's disease;
  - (f) to establish centres for the treatment, both social and therapeutic, of sufferers of Parkinson's and their families;
  - (g) to raise funds for use by the Association in pursuit of its objectives.

### 4. POWERS

- 4.1 The powers conferred on the *Association by the Act* are subject to the following additions, exclusions and /or modifications:
- (a) to issue such publications or disseminate and publicise such information and generally to do all acts which further the objectives of the Association;
  - (b) to purchase, manage, lease, mortgage, dispose of, hire or otherwise acquire, deal with or exchange all or any part of the property of the Association;
  - (c) to borrow and raise money in such manner as the Association may think fit and in particular by way of fluctuating or fixed overdraft and guarantee either without security or secured Mortgage or otherwise;
  - (d) to raise by public or private subscriptions, appeals, entertainments or otherwise funds which shall be used for or in furthering of any one or more of the objectives of the Association;
  - (e) to receive gifts whether or not subject to any trust for any one or more of the objectives of the Association;
  - (f) to expend funds for the purpose of carrying out all or any of the objectives of the Association;
  - (g) to invest or otherwise deal with the funds and property of the Association not immediately required for any of its objectives in such a manner as may from time to time be determined by the Board and in accordance with the provisions of the *Trustees Act 1962* (as amended);
  - (h) to cooperate or join by any means with any present or future organisations or bodies having any of the objectives of the Association or any objectives similar;
  - (i) to do all such lawful acts as are incidental and/or conducive to the attainment of the objectives of the Association;
  - (j) to acquire any property, rights or privileges necessary for the attainment of these objectives or any of them;
  - (k) to engage, appoint, control, remove, discharge, suspend, or dismiss such representatives, agents, servants or employees as may be required to enable the Association to operate more effectively in the pursuit of its objectives;
  - (l) to establish foundations, trusts, funds and interest in any ventures as may be determined from time to time by the Board;
  - (m) to enter into a contract with a statutory body or otherwise to provide services for a consideration;
  - (n) to take appropriate action, legal or otherwise, against any member, other person or legal entity who may be acting in any way contrary to the interest of the Association.

## **5. POLICY**

### **5.1**

- (a) The income and property of the Association shall be applied solely towards the achievement of the objectives of the Association. No portion of the income and property shall be paid, transferred or distributed directly or indirectly, to the members of the Association, except in good faith in the promotion of the objectives of the Association.
- (b) The Association shall be non-partisan and non sectarian and shall not lend support to any candidate for public office.

## **6. MEMBERSHIP OF THE ASSOCIATION**

### **6.1 Eligibility**

- (a) Any person interested in furthering the objectives of the Association as defined in Clause 3 shall be eligible for membership on payment of an Annual Membership Fee, a discounted Annual Membership Fee (See 6.1[b]) or in the case of a Paid Life Member, on payment of a Life Membership Fee (See Clause 6.4 [d]) or a discounted Life Membership Fee (See Clause 6.4[e]).
- (b) A fifty (50) per cent discount on the Annual Membership Fee shall be available to either a person with Parkinson's or a spouse, carer or partner of a person with Parkinson's, where one of the two persons has paid an Annual Membership Fee and where both persons reside at the same address. There may be only one (1) discounted Annual Membership Fee per household.
- (c) Every Member shall be entitled to attend all General Meetings and to take part in all discussions and voting at such meetings and to attend and take part in all other Association functions and activities for Members.
- (d) Every Member shall be entitled, upon giving notice to the Secretary, to attend Board Meetings as an observer. Subject to the discretion of the Chair, such Members may comment on the proceedings, but will not be entitled to vote on the proceedings.
- (e) Members shall comply with the Constitution and all of the rules of the Association for the time being and any alterations and additions thereto and any Regulations or By Laws made there-under.
- (f) No person shall be eligible for membership if that person is in the employ of or contracted to the Association. Any Member of the Association shall cease to be a Member at the time of accepting employment or a contract with the Association.

### **6.2 Entitlements**

Members have the right to:

- (a) receive notices of all General Meetings;
- (b) attend and vote at all General Meetings;
- (c) constitute the quorum for any General Meetings;
- (d) vote on special resolutions or any other resolutions of General meetings;
- (e) propose special resolutions or any other resolutions at General meetings;
- (f) nominate or vote on nominations for the Board;
- (g) be nominated for or be Members of the Board;
- (h) receive postal votes;
- (i) vote by proxy;
- (j) receive the newsletter of the Association, subject to the condition that only Newsletter will be provided for each household, regardless of the number of Members at that household.

### **6.3 Associate Memberships**

- (a) An Associate Membership will be available at no cost to either a person with Parkinson's, or a spouse, carer or a partner of a person with Parkinson's where the other person is a Member and both persons reside at the same address.

- (b) An Associate Member will be entitled to:
  - (i) attend but not vote at General Meetings and Annual General Meetings;
  - (ii) attend all functions at the reduced entry fee granted to Members; and
  - (iii) be a proxy for a Member who resides at the same address upon compliance with clause 14.1.
- (c) An Associate Member, as a non-financial member, will not be eligible for any other membership entitlements outlined in clause 6.2.

#### **6.4 Life Members**

- (a) Members of the Association may recommend to the Board any person who has made an outstanding contribution to the achievement of the objectives of the Association, for admittance as an Honorary Life Member of the Association.
- (b) Nomination for Honorary Life Membership shall be made in writing, signed by two (2) financial members of the Association.
- (c) Nominations for Honorary Life Membership shall be submitted to the next Annual General Meeting with the recommendation of the Board. A nomination shall require not less than a 75% majority vote of those Members present and entitled to vote.
- (d) Members shall be entitled to become Paid Life Members on payment of a Life Membership Fee.
- (e) A fifty (50) per cent discount on the Life Membership Fee shall be available to either a person with Parkinson's or a spouse, carer or partner of a person with Parkinson's, where one of the two persons has paid a Life Membership Fee and where both persons reside at the same address. There may be only one (1) discounted Life Membership Fee per household.
- (f) Honorary Life Members and Paid Life Members shall have all the entitlements of Members outlined in Clause 6.2, but shall not be required to contribute any further annual membership fees.

#### **6.5 Corporate Membership**

- (a) Corporate Membership shall be available to any organisation or incorporated body which supports the objectives of the Association and has paid the Annual Corporate Subscription as may be determined by the Board.
- (b) Each organisation or body shall nominate one (1) representative who shall have all the rights of a Member.

### **7. REGISTER OF MEMBERS**

**7.1** The Board shall cause to be kept a Register of Members of the Association into which shall be entered the following particulars:

- (a) the current name, address, telephone number and/or email address of each Member;
- (b) the date on which the name of each Member was entered in the register;
- (c) the date upon which each Member ceases to be a member.

### **8. CESSATION OF MEMBERSHIP**

**8.1** A person shall cease to be a member of the Association:

- (a) on death, or
- (b) by the member advising the Secretary in writing of his or her intention to resign from membership of the Association and the Board accepting that resignation; or
- (c) in the event that the person is convicted of an offence under the Act; or
- (d) in the event that the person fails to pay the annual membership fee (except in the case of life members) in accordance with Clause 9.1 (c).

## **9. MEMBERSHIP FEES**

### **9.1**

- (a) The amount of the annual Membership Fee, the Annual Corporate Subscription and the Paid Life Membership Fee shall be as determined by motion of a General Meeting of the Association and may be varied by a subsequent General Meeting of the Association and in each case the amount shall be recorded in the minutes of the meeting.
- (b) Members shall be notified of the annual membership fee for the next financial year at the Annual General Meeting or as soon as practical after the Annual General Meeting.
- (c) The relevant membership fee shall be due and payable at the time of registration, with renewal of membership paid each year within 30 days of the anniversary date of first joining the Association.
- (d) The Board shall have discretion to reduce the amount of the membership fee in the case of new membership applicants who join the Association during the membership year.

## **10. ANNUAL GENERAL MEETING AND GENERAL MEETINGS**

### **10.1**

- (a) The Annual General Meeting of the Association shall be held at such time and place as may be determined by the Board, but no later than four (4) calendar months after the end of the financial year.
- (b) The Board shall, whenever it thinks fit, or on receipt of a request made in writing by no less than at least 10% of the members, convene a General Meeting.
- (c) Any such request shall specify the purposes of the meeting required and shall be signed by the Members making the same and shall be handed to the Secretary. It may consist of several documents in like form and each signed by one or more of the requesting members.
- (d) The Board shall convene a General Meeting to be held within twenty eight (28) days after delivering of the request to the Secretary or a decision being made by the Board to convene such a meeting. If the General Meeting is not convened within twenty eight (28) days, then any Member of the Board or of the requesting Members may convene such a meeting. If the General Meeting is convened other than by the Board, then only those purposes specified in the requisition can be considered at that meeting.
- (e) At least fourteen (14) clear days before every Annual General Meeting or General Meeting, the Secretary shall give to each Member written notice in writing of the meeting and such notice shall specify the place, date and time of the meeting. In the case of special business, the general nature of such business shall be specified. The non-receipt of such notice by any member shall not invalidate the proceedings of any Annual General Meeting or General Meeting.
- (f) Such notice shall be given in the manner provided in this Constitution provided that if all Members entitled to attend and vote at any meeting so agree a resolution may be proposed and passed at such meeting even if shorter notice than provided in this Clause shall have been given.

## **11. VOTING ON SPECIAL RESOLUTIONS AND RESOLUTIONS**

### **11.1**

- (a) For any proposed Special Resolution, a form to appoint a proxy and ballot papers shall be sent to all Members.
- (b) Members will be entitled to cast a postal vote by returning the ballot papers to the Office of the Association not less than four (4) working days prior to the Annual General Meeting at which the Resolution is to be considered.
- (c) Subject to Clause 11.1 (b) of this Rule, if a valid postal vote is received at the Office of the Association, it shall be included in the determination of voting on the Resolution at the Annual General Meeting or General Meeting.
- (d) Any Resolution or Special Resolution must be proposed in writing by five (5) voting members and submitted at least twenty one (21) days prior to the Annual General Meeting or General Meeting at which it is to be considered.

- (e) The Board may specify any Resolution or Special Resolution to be considered at an Annual General Meeting or General Meeting.
- (f) A Resolution shall be passed by a simple majority.
- (g) A Special Resolution shall be passed as set out in Clause 2 (q).

## **12. PROCEEDINGS AT ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS**

**12.1** The business at the Annual General Meetings shall be:

- (a) to confirm the minutes of the previous Annual General Meeting;
- (b) to receive a report from the President on the activities of the Association;
- (c) to adopt the audited financial statements and accompanying reports for the preceding financial year;
- (d) to declare the results of the elections and announce appointments for the membership of the Board;
- (e) to appoint an auditor for the ensuing financial year;
- (f) to appoint a Patron and Vice Patron/s for the time being;
- (g) to decide upon ordinary and corporate membership fees and other levies and to notify Members accordingly;
- (h) to transact, subject to Clause 12.2, any items of general business submitted by the Board or submitted by Members to the Board not less than three (3) weeks prior to the Annual General Meeting.

**12.2** All other business transacted at an Annual General Meeting and all business transacted at a General Meeting shall be deemed special and subject to notice as provided herein.

**12.3** Subject to the provisions of Clause 12.4 of this Rule:

- (a) no business shall be transacted at any Annual General Meeting unless a quorum of not less than three (3) Members of the Board and ten (10) other members entitled to vote is present at the commencement of such a meeting.
- (b) no business shall be transacted at any General Meeting unless a quorum of not less than one (1) member of the Board together with ten (10) other members entitled to vote is present at the commencement of such a meeting.
- (c) the presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (d) a Member who participates in a General Meeting as allowed under (c) above is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

**12.4** If within thirty (30) minutes after the time fixed for the meeting a quorum is not present, the General Meeting or Annual General Meeting shall be dissolved. The meeting shall be scheduled for the same day on the following month at the same time and place of which not less than fourteen (14) days notice shall be given to all Members by the Secretary. If at such adjourned meeting a quorum is not present then the members present shall be a quorum.

**12.5** The President shall preside at all meetings of the Association and if he or she is absent the Vice President shall preside. If the President and Vice President are both absent, then a Chairperson shall be elected by the Members present.

**12.6** The Chairperson of an Annual General Meeting of the Association may, with the consent of voting members at the meeting, adjourn all other business left unfinished at the time the adjournment took place, to proceedings at a subsequent meeting but no other business shall be transacted at the subsequent meeting, other than that which was unfinished at the time of the adjournment.



**12.7** Every motion submitted to a meeting shall be decided in the first instance by a show of hands and unless a poll is demanded under Clause 12.8. A declaration by the Chairperson that a Resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the books of proceeding of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such Resolution.

- 12.8** (a) A poll may be demanded by any one of the following:
- (i) the Chairperson;
  - (ii) any voting member present in person, by proxy or by representative.
- (b) If a poll is demanded as aforesaid, it shall be taken in such a manner and at such time and place as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.
- (c) In case of any dispute as to the admission or rejection of a vote the Chairperson shall determine the same and any such determination made in good faith shall be final and conclusive.
- (d) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any other business other than the question on which a poll has been demanded.
- (e) In the case of an equality of votes the Chairperson shall have a casting vote.

### **13. VOTES OF MEMBERS**

**13.1** On a show of hands or on a poll every Member present in person, by proxy or representative, shall have one (1) vote.

### **14. VOTING BY PROXY**

**14.1** Any Member shall have power to appoint any other Member or Associate Member as proxy to vote in accordance with the Member's instructions in his/her absence or on his/her behalf at any meeting or any adjournment thereof.

The instrument appointing a proxy must be in writing and must be handed to the Secretary before the commencement of the meeting in respect of which such proxy is given.

### **15. THE BOARD**

#### **15.1**

- (a) The affairs of the Association shall be managed by a Board of Management, at least three (3) of whom if possible, are persons with Parkinson's or Carers of persons with Parkinson's.
- (b) All Board Members shall be members of the Association who are elected to membership of the Board at an Annual General Meeting or appointed as herein provided.

#### **15.2**

- (a) The Board shall consist of the President, Vice President, Secretary, Treasurer and no less than four (4) and no more than eight (8) other Members.
- (b) The Board, as constituted in Clause 15.2 (a) shall have the power to appoint one (1) additional member. Such appointed Board Member shall be an expert in an area which is of particular relevance to the Association, and/or a person representing specific aspects of the Association's constituency. Such a person shall not have voting rights.
- (c) Appointments made under Clause 15.2 (b) shall not exceed a term of one (1) year, but such members shall be eligible for re-appointment.

- 15.3** No person shall be eligible for election or appointment to the Board unless the person:
- (a) is a Member of the Association;
  - (b) is at least 18 years of age;
  - (c) is not an undischarged bankrupt;
  - (d) is not insolvent under administration;
  - (e) has not been convicted of a criminal offence or sentenced to imprisonment;
  - (f) is not of unsound mind or liable to be dealt with any way under the law relating to mental health.
- 15.4** Nominations of Members for appointment or candidates for election to the Board as the case may be, shall be in writing in such form as may from time to time be prescribed by the Board. It shall be signed by at least two (2) Members of the Association who are entitled to appoint or vote at the election and shall bear the consent of the appointee or candidate to his/ her nomination endorsed thereon and if applicable shall contain the name of the firm or corporation of which he or she is a member or Member's representative.
- 15.5** Nomination of a candidate for election to the Board must be received at the Office of the Association at least thirty five (35) days prior to the Annual General Meeting.
- (a) Voting members may nominate for more than one (1) position.
- 15.6** A member of the Executive may be re elected to the same position or to another position on the Board
- 15.7** All voting for Board Members and the Executive shall be by means of a postal ballot conducted prior to the Annual General Meeting. Ballot papers and profiles of the prospective candidates for election shall be sent to all voting members at least twenty one (21) days before the Annual General Meeting. Completed ballot papers must be returned to the Returning Officer at least seven (7) days before the Annual General Meeting to be included in the determination of the election.
- 15.8** The Board shall appoint a Returning Officer to determine the election of Board Members.
- 15.9** The order in which names of the candidates nominated for each office appear on the ballot shall be in accordance with a draw conducted by the Returning Officer in the presence of those candidates wishing to be present at the draw.
- 15.10** If there are more candidates for the positions on the Board than vacancies, then the election for those positions shall be determined using the points system as follows:
- (a) Each voter shall indicate a preference for each candidate on the ballot paper by marking against each name a number commencing with the number one (1) for his or her first preference and so on in numerical sequence up to the number of candidates.
  - (b) A ballot paper will be declared informal if any candidate's name is not numbered or if the same number appears against more than one (1) candidate's name.
  - (c) Every candidate shall be allocated from each ballot paper a number of points equal to the numerical preference vote marked against his or her name.
  - (d) All the points are tallied for each candidate and the candidate with the lowest number of points is elected to the first position. The candidate with the next lowest total is elected to the second position and so on up to the number of positions available.
  - (e) In determining any position if the points of two (2) or more candidates are equal then the candidate shall be elected who has the most first preferences marked against his or her name. If the number of first preferences are equal, then the candidate with the most second preferences shall be elected and so on. If a position cannot be decided in this manner by reason of complete equality of votes and preference distribution, then the position shall be determined by the Returning Officer by ballot from amongst the equal candidates.

- (f) If a candidate has been elected already to a position on the Executive and has a tally of votes sufficient for him or her to be elected to a position as a Non Executive Board Member, then that candidate shall be passed over in favour of the candidate with the lowest tally.
- 15.11** At each Annual General Meeting, half of the non Executive Members of the Board shall retire from office, those retiring being those who have served a two (2) year term. Any such retiring member who has served one (1) two (2) year term and wishes to re-nominate for a further two (2) year term shall be entitled to do so.
- 15.12** At each Annual General Meeting, half of the Executive Members of the Board shall retire from office each year, those retiring being those who have served a two (2) year term. Those retiring shall be the President and the Secretary on one (1) year and the Vice President and Treasurer in the alternate year. Any such retiring Executive Member who has served one (1) two (2) year term and wishes to renominate for a further two (2) year term shall be entitled to do so.
- 15.13** If a vacancy remains on the Board after the application of clause 15.4 to 15.12 inclusive and clause 15.12:
- (a) The Board may appoint a member to fill that vacancy; and
  - (b) A Board member appointed under this clause will:
    - (i) hold office until the election referred to in clause 15.4; and
    - (ii) be eligible for election to membership of the Board at the next Annual General Meeting.
- 15.14** A member of the Executive or other Board Member may be re-elected.

## **16. COMMITTEES**

- 16.1** Committees may be appointed by the Board for any purposes. Every committee shall be responsible to the Board and shall be chaired by a Board Member. Membership, purpose and the performance of each committee shall be subject to review by the Board.
- (a) The President or his/her representative shall be included as ex-officio members of every committee.
  - (b) Minutes shall be kept of all committee meetings and shall be made available to the Board.

## **17. EXECUTIVE**

### **17.1**

- (a) The Executive shall comprise the President, Vice President, Secretary and Treasurer. It shall be responsible to the Board and shall report to the Board on its activities.
- (b) The Executive may meet between Board meetings and shall be empowered to deal with urgent and incidental business of the Association between Board meetings on behalf of the Board.
- (c) The Executive shall have the right to invite other persons to attend its meetings as it deems necessary and/or desirable. Such additional persons shall not have voting rights.

## **18. DISQUALIFICATION OF MEMBERS OF THE BOARD**

- 18.1** The office of an elected or appointed Member of the Board shall be vacated if that person:
- (a) becomes bankrupt;
  - (b) becomes an insolvent under administration;
  - (c) is convicted of a criminal offence or sentenced to imprisonment;
  - (d) becomes of unsound mind or becomes liable to be dealt with in any way under the law relating to mental health;
  - (e) resigns his or her office by notice in writing to the Secretary;
  - (f) is removed by Resolution of a meeting of members of the Association;

- (g) ceases to be a member of the Association or ceases to be the nominated representative of a Corporate Member of the Association, or if the Corporate Member for which he or she is the nominated representative ceases to be a Corporate Member of the Association;
- (e) enters a contract with the Association as vendor, purchaser or otherwise, or if any corporation or partnership or other entity of which that person holds directly or indirectly more than five (5) percent ownership enters such a contract with the Association; or
- (h) dies.

## **19. DUTIES OF OFFICE BEARERS**

- 19.1** The President shall chair all meetings of the Association and the Board and shall have a casting vote in the event of any tied vote. The President shall act as the spokesperson for the Association and any statement made shall be in accordance with the existing policy of the Association.
- 19.2** The Vice President, or any other Board Member may deputise for any other Officer of the Association, including the President, and if required shall present a report to members at the Annual General Meeting.
- 19.3** The Secretary has the following duties:
- (a) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association the register of Members and recording in the register any changes in the membership as required under Section 53(1) of the Act;
  - (b) maintaining on behalf of the Association an up-to-date copy of these rules, as required by Section 35(1) of the Act;
  - (c) unless another Member is authorised by the Board to do so, maintain on behalf of the Association a record of Board Members and other persons authorised to act on behalf of the Association, as required under Section 58(2) of the Act.;
  - (d) such other duties as shall be specified by the Board from time to time.
- 19.4** The Treasurer has the following duties:
- (a) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
  - (b) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5, Division 5 of the Act;
  - (c) carrying out any other duty given to the Treasurer under these rules or by the Board.

## **20. BOARD MEETINGS**

### **20.1**

- (a) The Board shall meet together at least ten (10 ) times in each year for the dispatch of business, the transaction of business, adjourn and otherwise regulate its meetings and procedures as it thinks fit and may determine the quorum necessary for the transaction of business provided that at no time shall less than five (5) Board Members be deemed a quorum.
- (b) Notice of all meetings of the Board shall be given in writing to all its members.
- (c) The Secretary shall convene a meeting of the Board at any time on request in writing of at least three (3) Board Members. The provisions of Clause 20.1 (b) shall apply.
- (d) Every question arising at any meeting of the Board shall be decided by a majority of votes. Every Member of the Board shall have one (1) vote and in the case of a tied vote the Chairperson shall have a casting vote.
- (e) A Meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, discretions and powers of the Association which are not required by law or this Constitution to be exercised by the Association in an Annual General Meeting or General Meeting.

- (f) No act done by the Board or one of its committees shall be invalidated solely on the grounds of some defect in the election, the appointment or on the grounds of disqualification of a member of the Board or the committee.
- (g) The Board shall cause minutes of all resolutions and proceedings of the Annual General Meetings and Extraordinary Meetings and of meetings of the Board to be kept in books provided for that purpose. All records, books, documents and securities of the Association shall only be available for inspection by Members of the Board with the exception that any member of the Association shall be entitled to inspect the register of Members, the Constitution of the Association and the record of Office Bearers.

## **21. CASUAL VACANCY ON THE BOARD**

- 21.1** When a casual vacancy occurs in the membership of the Board, the Board may appoint a member to fill that vacancy provided the provision of Rule 15.3 of this Constitution are met.
- 21.2** A member appointed to the Board under this rule shall:
  - (a) hold office until the commencement of the next following Annual General Meeting;
  - (b) be eligible for election to the Board at the next following Annual General Meeting.
- 21A** Payments to Board Members
  - 21A.1** In this rule –
    - Board Member includes a Member of a Committee constituted under Rule 16.
    - Board meeting includes a meeting of a Committee.
  - 21A.2** A Board Member is entitled to be paid out of the funds of the association for any out-of-pocket expenses for travel and accommodation properly incurred:
    - (a) in attending a Board Meeting; or
    - (b) in attending a General Meeting; or
    - (c) in attending a meeting of Parkinson's Australia; or
    - (d) otherwise in connection with the Association's business.

## **22. PROFESSIONAL ADVISORY PANEL**

- 22.1** At its discretion, the Board shall by invitation establish a Professional Advisory Panel to provide expert advice on request to the Board.
- 22.2** The Professional Advisory Panel shall consist of representatives of the various professional groups who provide assistance to people with Parkinson's Disease.
- 22.3** The membership of the Professional Advisory Panel shall be reviewed by the Board at least once a year. In reviewing the membership of the panel, the Board shall consider the value of rotating panel membership in order to raise the profile of the Association among professional groups.

## **23. ALTERATIONS TO THE CONSTITUTION**

- 23.1** The Association shall have the power to alter, amend or make additions to this Constitution and:
  - (a) the alterations, amendments or additions shall be as binding and effectual as if the same were inserted and contained in the original Constitution;
  - (b) provided no such alterations, amendments or additions to the Constitution shall be made except by Special Resolution;
  - (e) the Australian Taxation Office shall be notified of all alterations, amendments or additions to this Constitution forthwith upon such alteration being effected to ensure that the Association taxation status is not placed in jeopardy.

**24. AUDIT**

- 24.1** The Association shall at every Annual General Meeting appoint one (1) or more Auditors for the ensuing year and shall fix remuneration, if any, to be paid to such Auditor or Auditors. No Member of the Board shall be eligible for appointment as Auditor.
- 24.2** The Auditor or Auditors of the Association shall have the right of access at all reasonable times to the books and all accounts and vouchers of the Association and shall be entitled to require from the Office Bearers of the Association such information and explanation as may be necessary for the performing of the duties of such Auditor or Auditors.
- 24.3** The Auditor or Auditors shall examine the books and accounts of the Association prior to each Annual General Meeting and shall report on the correctness or otherwise of the statement of receipts and expenditure and of the balance sheet of the Association.
- 24.4** If the Auditor or Auditors has not performed the duties after a reasonable period of time after receiving notice of the time fixed for the audit, he or she may by motion of the Board be replaced by another Auditor or Auditors.
- 24.5** In addition, the books and accounts of the Association shall be subject to audit at any time as directed by motion of the Board.

**25. ACCOUNTS**

- 25.1** The funds of the Association shall be kept in a current banking account and invested in authorised Trustee investments as decided by motion of the Board.
- 25.2** The Board shall cause true accounts to be kept:
- (a) of all sums of money received and expenses incurred by the Association and the matters in respect of which such receipt and expenditure took place;
  - (b) of the assets and liabilities of the Association.
- 25.3** Accounts shall be approved and/or confirmed at Board Meetings. Cheques or other documents shall be signed by the Treasurer or other authorised person and countersigned by another Board Member so authorised by motion of the Board.
- 25.4** The books of account shall be kept at the Office of the Association or at such other place as the Board thinks fit and shall always be available for inspection by members of the Board.
- 25.5** At the Annual General Meeting in every year, there shall be placed before members of the Association, an account of revenue and expenditure made up to the 30th day of June immediately preceding the meeting and a balance sheet as at that date in accordance with normal accounting practices.
- 25.6** The financial year of the Association shall close on the last day of June in each year.

**26. COMMON SEAL**

**26.1**

- (a) The Common Seal of the Association shall be kept in the care of the Secretary.
- (b) The Seal shall not be used or affixed to any deed or any other document except by a Resolution of the Board and in the presence of the Secretary and two (2) Members of the Board, both of whom shall subscribe their names as witnesses.

**27. DISSOLUTION OF THE ASSOCIATION**

The Association may be dissolved or wound up by a Special Resolution at any Annual General Meeting or at a General Meeting called for that purpose.

## **28. ASSOCIATION PROPERTY**

- 28.1** The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst members of the Association provided that:
- (a) nothing herein contained shall prevent the Association paying the remuneration and expenses of its employees;
  - (b) notwithstanding anything contained in this Constitution, the Association may at the discretion of the Board, reimburse to Members of the Association or representative/s of a Member engaged under authority of the Board, expenses lawfully incurred by them attending to the Association's business at the request of the Association;
  - (c) no employee of the Association shall be paid by fees other than for the provision of his or her personal services;
  - (d) nothing herein contained shall be construed so as to prevent any payment specially authorised by the Board to persons with Parkinson's or related disorders or members of their families who may or may not be members of the Association for work or travel undertaken on behalf of the Association or to any research worker who may or may not be a member of the Association for work or travel undertaken on behalf of the Association.
- 28.2** If on winding up or dissolution of the Association there shall remain any property whatsoever after the satisfaction of all its debts, liabilities and the costs, charges and expenses of the winding up of the Association, the same shall not be paid to or distributed among the members of the Association but shall be distributed:
- (a) to another incorporated association having objects similar to those of the Association; or
  - (b) in accordance with charitable purposes which incorporated association or purposes as the case may be shall be determined by Resolution of the members of the Association when authorising and directing the Board of Management to prepare a distribution plan for the distribution of the surplus property of the Association in accordance with the Associations Incorporation Act 2015.
- 28.3** In the event of winding up or dissolution of the Association, the Commissioner of Taxation shall be advised of the date of dissolution within thirty (30) days of such dissolution.
- 28.4** Such dissolution shall be notified in writing to such authorities as shall be required by law within fourteen (14) days of such dissolution.

## **29. NOTICES**

- 29.1** Notice hereunder may be served by the Association on a member either personally or by sending it through the post or by email addressed to such member at his or her place of address appearing in the Register of Members held by the Association.
- 29.2** Any notice sent by post shall be deemed to have been received three (3) days after it would be expected to have been received in the normal course of post on which the letter, envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and posted.
- 29.3** Any notice sent by email shall be deemed to have been served on the day it was sent and in providing such service it shall be sufficient to prove the email was transmitted to the correct address.

**30. INDEMNITY**

**30.1** Every member of the Association or servant of the Association shall be indemnified out of the funds of the Association against all costs, losses and expenses which any such member or servant of the Association may incur or become liable for by any reason of any contract entered into, act or thing done by him/her as such member of the Association or servant in any way in the proper discharge of his or her duties.

**30.2** No member or servant of the Association shall be liable for the acts, neglects or defaults of any other member or servant of the Association or for the joining in any receipt or other act of conformity or for any loss or expense happening to the Association through insufficiency or deficiency of title to any property acquired for or on account of the Association or for the insufficiency or deficiency of any securities in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or for any other loss, damage or misfortune whatever which shall happen in the execution of his or her duties or in relation thereto unless the same happens through his or her own wilful act or default.

**31. PATRON**

The Association may appoint a Patron and any number of Vice Patrons, the appointment being for such periods as the Association may determine.

**32. PECUNIARY INTEREST**

**32.1** A Member of the Board who has a direct or indirect pecuniary interest in a matter which is before the Board or a Member of the Board who is the nominated representative of a Corporate Member which has a direct or indirect pecuniary interest in a matter which is before the Board or a member of the Association who has a direct or indirect pecuniary interest in a matter which is before an Annual General Meeting or a General Meeting shall, as soon as he or she becomes aware of that interest disclose the nature and extent of the interest provided that this requirement shall not apply in respect of a pecuniary interest that exist only by virtue of the fact that the Member of the Board or Member of the Association, as appropriate, is a member of a class of persons for whose benefit the Association is established.

**32.2** Where a Member of the Board is aware of any direct or indirect pecuniary interest in a matter which is before a meeting of the Board, that member shall not take part in the deliberations or decisions of the meeting in respect of that matter and shall not vote on the matter, unless the majority vote of the Board Members present at that meeting determine that the interest is so trivial as to be unlikely to affect the Member's judgement in the matter.

**32.3** Where a member of the Association is aware of any direct or indirect pecuniary interest in a matter which is before an Annual General Meeting or General Meeting of the Association, that member shall not take part in the deliberations or decisions of the meeting in respect of that matter and shall not vote on the matter unless the Chairperson of the meeting is satisfied that the interest is so trivial as to be unlikely to affect the Member's judgement in the matter.

**33. RESOLVING DISPUTES**

**33.1** In this Rule –

**Grievance procedure** means the procedures set out in this rule;

**party to a dispute** includes a person –

(a) who is a party to the dispute; and

(b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.



**33.2 Application of Rule -**

The procedure set out in this rule (the grievance procedure) applies to disputes -

- (a) between members; or
- (b) between one or more members and the Association.

**33.3 Parties to attempt to resolve dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

**33.4 How grievance procedure is started**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 33.3, any party to the dispute may start the grievance procedure by giving written notice to the secretary of –
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 (seven) days before the meeting is held.
- (4) The notice given to each party to the dispute must state –
  - (a) when and where the Board meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (5) If –
  - (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the secretary stating that the party –
    - (i) does not agree to the dispute being determined by the Board; and
    - (ii) requests the appointment of a mediator under rule 34.the Board must not determine the dispute.

**33.5 Determination of dispute by the Board**

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must –
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 (seven) days after the Board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 34.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

**34. MEDIATION**

**34.1 Application of Rule**

- (1) This Rule applies if written notice has been given to the secretary requesting the appointment of a mediator by a party to a dispute under Rule 33.4(1) or Rule 33.5(3).
- (2) If this Rule applies, a mediator must be chosen or appointed under Rule 34.2.

**34.2 Appointment of mediator**

- (1) The mediator must be a person chosen by agreement between the parties to the dispute.
- (2) If there is no agreement for the purpose of subrule 34.2(1), subject to subrules 34.2(3) and 34.2(4), the Board must appoint the mediator.
- (3) The person appointed as mediator by the Board may be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.
- (4) The person appointed as mediator by the Board may be a member or former member of the Association but must not –
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

**34.3 Mediation process**

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 (five) days before the mediation takes place.
- (3) In conducting the mediation, the mediator must –
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

**35. INSPECTION OF RECORDS AND DOCUMENTS**

- (1) Subrule (2) applies to a member who wants to inspect –
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and email addresses of Board Members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) any other record or document of the Association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) the inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose –
  - (a) that is directly connected with the affairs of the Association; or
  - (b) that is related to complying with a requirement of the Act.