

CONSTITUTION OF THE DOWN SYNDROME ASSOCIATION OF NEW SOUTH WALES INCORPORATED

1) Name of the Association

The name of the Body hereby constituted is the "Down Syndrome Association Of New South Wales Incorporated".

2) Definitions

a) Specific definitions

In this Constitution unless contradictory to the sense or context:

"**Act**" means the Associations Incorporation Act 2009 and Regulations.

"**Affiliate Member**" means a natural person who is a financial member of the Association and has been admitted to membership in accordance with Clauses 8 and 12 of this Constitution.

"**Annual General Meeting**" means the Annual General Meeting of the Association constituted in accordance with Clause 26 of this Constitution.

"**Annual Subscription**" means the fee associated with Membership of the Association in accordance with Clause 18 of this Constitution.

"**Association**" means Down Syndrome Association of New South Wales Incorporated.

"**Board**" means the Board of the Association elected in accordance with this Constitution and means the same as "Committee" under the Act and Regulation.

"**General Meeting**" means a meeting that is either an "Annual General Meeting" or a "Special General Meeting" in accordance with Clauses 26 and 28 of this Constitution.

"**Guardian**" includes a person having the parental care and parental control of a child with Down syndrome.

"**Honorary Member**" means a person who has been admitted to honorary membership in accordance with Clause 9 of this Constitution.

"**Life Member**" means a member of the Association who has been admitted to life membership in accordance with clause 10 of this Constitution.

"**Member**" an Affiliate, Honorary, Life or Ordinary member of the Association, or other category of member, in accordance with clause 6.

"**Month**" means a calendar month.

"**Ordinary Member**" means a natural person who is a financial Member of the Association and has been admitted to membership in accordance with Clauses 7 and 12 of this Constitution.

"**Parent**" means a person who is, or has at any time, been a parent or Guardian of a child with Down syndrome.

"**Regulation**" means the Associations Incorporation Regulation 2010.

"**Special General Meeting**" means a General Meeting constituted in accordance with Clause 28 of this Constitution.

"**State**" means the State of New South Wales.

"**Sub-Board**" means a sub group of Board members designated to perform a particular task or deal with a particular issue, as nominated by the Board from time to time.

"**Year**" and "**Financial Year**" mean in each case a year ending the thirtieth day of June.

b) General Definitions

Words importing the singular or plural, numbers or the masculine or feminine genders shall be read as importing the singular or plural, numbers or the feminine, masculine or neuter genders as the case may require.

3) **Objects of the Association**

The objects of the Association are:

- a) To establish and run a non profit organisation in New South Wales to encourage people with Down syndrome to fulfil their potential for successful and happy lives, in a society which knows their abilities and is supportive of their needs.
- b) To represent the interests and respond to the needs of people with Down syndrome in all aspects of their lives.
- c) To promote the integration of people with Down syndrome within the community.
- d) To provide appropriate support and information to new Parents of babies with Down syndrome.
- e) To provide assistance and support to all Parents of children with Down syndrome.
- f) To advise families of children with Down syndrome of the medical, educational, financial, social and legal benefits to which they are entitled.
- g) To disseminate knowledge of relevant issues to people with Down syndrome, their Parents and families and the wider community.
- h) To campaign for educational facilities and programmes to be available for all people with Down syndrome in New South Wales, including early intervention programmes, appropriate on going education and vocational training.
- i) To maintain a library relevant to the needs and interests of people with Down syndrome and their Parents.
- j) To increase community awareness of the abilities and requirements of people with Down syndrome.
- k) To lobby Federal, State and Local Government, commercial organisations and the community to accept and implement financial, educational, medical and occupational programmes for the benefit of people with Down syndrome; financial, educational, medical and occupational programmes for the benefit of people with Down syndrome.
- l) To lobby for accommodation, recreational and support facilities and services for people with Down syndrome.
- m) To foster research into all matters relevant to people with Down syndrome and to provide, either directly or indirectly, assistance to any institution engaged in conducting any research into such matters.
- n) To support people with Down syndrome in pursuing their chosen avenues and to publicise their achievements to Members of the Association and to the community.
- o) To encourage adults with Down syndrome to represent their own interests in this Association and in other matters which are of direct relevance to them.
- p) To take such action as may be necessary to procure the registration of the Association under any Act of Federal or State Parliament or Ordinances of Local Authorities, and to comply with any Federal, State, Municipal or other Acts, Ordinances or provisions as may be necessary or considered desirable in the interests of the Association.

4) Powers of the Association

- a) The Association shall have power and authority to do all such acts and things as are, or may be incidental or conducive to the attainment or furtherance of any of the objects or the exercise of any of the powers as are set out in this Constitution or otherwise for furthering the interests of the Association.
- b) Solely for the purpose of carrying out the aforesaid objects and not otherwise the Association has power:
 - I. To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith; provided that no Members of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association.
 - II. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association; provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
 - III. To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them. And to obtain from any such government or authority any rights, privileges and concessions which the Association may think it desirable to obtain. And to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
 - IV. To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
 - V. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
 - VI. To construct, improve, maintain, develop, work, manage, carry out alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the interests of the Association and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
 - VII. To invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds.
 - VIII. To borrow or raise or secure the payment of money in such a manner as the Association may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future) and to purchase, redeem or pay off any such securities.
 - IX. To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
 - X. To sell, improve, manage, develop, lease, dispose of, and turn to account or otherwise deal with all or any part of the property and rights of the Association.

- XI. To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- XII. To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association.
- XIII. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions, to the funds of the Association in the shape of donations, Annual Subscriptions or otherwise.
- XIV. To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- XV. To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, or associations with which the Association is authorised to amalgamate.
- XVI. To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies, or associations with which the Association is authorised to amalgamate.
- XVII. To make donations for patriotic or charitable purposes.

5) Income and Property of the Association

- a) All 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. No portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any of the Members of the Association.
- b) Nothing herein shall prevent the payment, in good faith, of remuneration to any office bearers or servants of the Association, or to any Member of the Association, in return for any services actually rendered to the Association, or for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Board, on money borrowed from any Members of the Association or reasonable and proper rent for premises demised or let by any Member to the Association. But no member of the Board or governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member of such Board or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.

6) Membership

The Members of the Association shall consist of Ordinary Members, Affiliate Members, Honorary Members and Life Members. The Board may from time to time, establish additional membership categories, or remove membership categories as required.

7) Ordinary Membership

Subject to this Constitution, Ordinary Membership may be granted to any person who has Down syndrome, or who is a Parent, grandparent, sibling, legal Guardian or full time carer of a person with Down syndrome.

8) Affiliate Membership

Subject to this Constitution:

- a) any person who is not less than 18 years of age who is not eligible to become an Ordinary Member of the Association; and

b) a corporation, organization, trust and any form of legal entity accepted by the Board;

shall be eligible to become an Affiliate Member of the Association PROVIDED THAT and subject to this Constitution no Affiliate Member shall be eligible to vote at the Annual or other General Meetings of the Association.

9) Honorary Membership

The Association in General Meeting upon the recommendation of the Board may invite prominent citizens who are in accord with the objects of the Association and who are not at the time of the invitation either Ordinary or Affiliate Members to become Honorary Members of the Association. No Honorary Member shall be eligible to vote at the Annual or other General Meetings of the Association or to be a member of the Board. No Honorary Member shall be obliged to pay the Annual Subscription.

10) Lifetime Membership

The Association in General Meeting, upon the recommendation of the Board, may bestow upon a Member of the Association Lifetime Membership in recognition of meritorious service to the Association. Lifetime Members shall be eligible to vote at the Annual or other General Meetings of the Association and shall be eligible to be a member of the Board of the Association. No Lifetime Member shall be obliged to pay the Annual Subscription.

11) Patron

The Members at any Annual General Meeting, upon the recommendation of the Board, may appoint one or more Patrons of the Association.

12) Admissions of Members

a) Applications for membership:

- I. shall be made in writing, or made electronically via the Association's web-site;
- II. must be signed by or on behalf of the applicant (in writing or such electronic format as required by the Association); and
- III. must be accompanied or followed by the Annual Subscription.

Where an application is made electronically or in writing, membership does not become valid until the Annual Subscription amount payable is received by the Association.

- b) Applications shall be in such form and containing such requirements as the Board from time to time determines.
- c) Without limiting the generality of the foregoing, an application for membership received in the name of two Parents or two Guardians of an individual with Down syndrome and signed by either of those Parents or Guardians shall be deemed to be an application for membership for each of them, unless the application specifies otherwise.
- d) As soon as practicable after the receipt of an application for membership, it shall be considered by the Board who shall determine the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.
- e) The Secretary or person otherwise designated by the Board shall, as soon as practicable after a determination to reject an application for membership, advise the applicant accordingly.

13) Cessation of Membership

If the Annual Subscription of a Member remains unpaid for a period of three Months then the member may, after notice of the default has been sent to him or her by the Secretary or Treasurer, have their membership ceased by resolution of the Board. The member may,

following payment of all Annual Subscription amounts outstanding to the Association, be reinstated.

14) Register of Members

- a) The public officer of the Association must establish and maintain a register of Members of the Association specifying the name and postal or residential address of each person who is a Member of the Association together with the date on which the person became a Member, the financial status of the Member, contact telephone number and email address.
- b) The register of Members must be kept in New South Wales at the main premises of the Association.
- c) The register of Members must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.
- d) A Member of the Association may obtain a copy of any part of the register on payment of a fee of not more than 5c for each page copied.
- e) If a Member requests that any information contained on the register about the Member (other than the Member's name and membership number) not be available for inspection, that information must not be made available for inspection.
- f) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or any other purpose necessary to comply with a requirement of the Act or the Regulation.

15) Member's Rights

- a) Any Member shall be entitled to speak upon any motion at any Annual or Special General Meeting of the Association.
- b) Ordinary Members and Life Members shall be entitled to vote upon any motion at any Annual or Special General Meeting of the Association and no other Member shall be entitled to vote.

16) Liability of Members

The liability of a Member of the Association to contribute to the payments 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.

17) Censure and Expulsion of Members

- a) If any Member refuses or neglects to comply with the provisions of this Constitution or is guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interest of the Association, the Board, after affording aforesaid Member an opportunity of offering the Board an explanation of his conduct either verbally or in writing as the Board may decide, shall have power by resolution to censure, fine, suspend or expel the Member of the Association.
- b) Any Member expelled by the Board may appeal this decision. Request for an appeal by the Member must be lodged with the Secretary within 14 days of the date on which the Member receives their notice of expulsion by the Board. Following receipt of such a request, the Board must call an extraordinary General Meeting to address the matter of the Member's expulsion. Where two thirds of those present at the meeting and eligible to vote, vote to overturn the Member's expulsion (such vote to be taken by ballot), the Board is

required to re-admit the Member. Where a two thirds majority is not achieved, the Member's expulsion is upheld.

18) Fees

- a) The Annual Subscription shall be an amount determined from time to time by the Board.
- b) The Board in determining the Annual Subscription shall be entitled to determine a different Annual Subscription in respect of different categories of membership and Members, and, without limiting the discretion granted to the Board, may determine a Family Annual Subscription as defined by the Board.
- c) A Member's Annual Subscription shall be due and payable on the 12 Month anniversary of their membership joining date.
- d) The Board shall be entitled to determine that Members may pay the Annual Subscription on a monthly or other pro rated basis. In this case Subscriptions shall be due on the monthly or otherwise pro rated anniversary of their joining date.

19) The Board

The management of the Association shall be vested in the Board which shall consist of a:

- a) President;
- b) Vice-President;
- c) Secretary;
- d) Treasurer;
- e) the President for the time being of the UP! Club; (if appointed to the Board) and
- f) Ten other Members.

20) Powers of the Board

- a) The Board may exercise all such powers and do all such acts and things as are conferred upon the Association by this Constitution and are not hereby or by law directed or required to be exercised or done by the Association in General Meeting or otherwise.
- b) Except as otherwise provided in this Constitution, the Board shall have the general control and management of the administration of the affairs, property and funds of the Association.
- c) The Board shall determine any dispute or matter which may arise from time to time concerning or touching the interpretation of this Constitution or any particular Clause, phrase or word contained and the decision of the Board thereon shall be binding on all Members.
- d) No statements on behalf of, or in the name of, the Association shall be made except by the President or by his/her authority or that of the Board.
- e) The Board shall have power at any time and from time to time to appoint any person to the Board, either to fill a casual vacancy or as an addition to the existing office bearers or other members of the Board, but so that the total number of office bearers or other members of the Board shall not at any time exceed the number fixed in accordance with this Constitution. Any office bearer or other member of the Board so appointed shall hold office for the period as outlined in clause 21.
- f) Each member of the Board shall be bound by the terms of the document adopted by the Board and titled "Code of Ethics".

21) Election of the Board

- a) The Board will appoint a returning officer to conduct an election for the Board. The returning officer will report on the process of the election and the outcome of the election to the Annual General Meeting.
- b) Board members or immediate past Board members of the Association may not be appointed as a returning officer.
- c) The returning officer may be assisted in the performance of his or her duties by any person (who would be eligible to be a returning officer) appointed by the returning officer.
- d) Members of the Board shall be elected by a postal ballot prior to the Annual General Meeting at which their position becomes vacant. The postal ballot will be conducted under the terms of Schedule 3 of the Associations Incorporation Regulation 2010.
- e) Members of the Board shall hold office for a period of two "Terms". A Term will be from the date of the General Meeting at which they were appointed, or the date upon which they were appointed by the Board (in accordance with clause 20(e) or 21(h)), until the next General Meeting.
- f) Where a large number of Board positions becomes vacant and are then filled, the Board may determine that half the Board will be nominated to serve two Terms and half one Term only, so that for the periods following, half the Board positions become vacant each year. The Board will determine which positions will be for two Terms and which for one Term, as it thinks fit, prior to the positions being filled.
- g) Following the expiry of a Board member's one (under clause 21(f)) or two Term's service (in the normal course), they may stand for re-election immediately, with the exception of the positions of President, Vice President, Secretary and Treasurer ("Executive Positions") who may only hold these Executive Positions for a period not exceeding two consecutive Terms. Previous Executive Position holders may hold Executive Positions for a second or subsequent Terms, so long as they are non-consecutive; or any non Executive Position at any other time, in accordance with clause 21(e).
- h) Nominations for the office of President, Vice-President, Secretary, Treasurer and members of the Board shall be in writing, must be signed by a nominator and consented to by the nominee in writing and shall be required to be lodged with the Executive Officer, by a date to be determined by the Board, prior to any Annual General Meeting at which the relevant position becomes vacant.
- i) In case there shall not be any candidates nominated for a position becoming vacant at any General Meeting, the Board may fill up the remaining vacancy or vacancies by appointing a new member at a meeting of the Board in accordance with clause 20(e) .
- j) No more than four members of the Board may be Affiliate Members.
- k) The offices of President and Vice President shall be held only by an Ordinary Member or a Life Member who, notwithstanding being a Life Member, qualifies as an Ordinary Member under Clause 7 of this Constitution. All other offices may be held by Ordinary, Life or Affiliate Members of the Association

22) Proceedings of the Board

- a) The Board may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit.
- b) The Board will determine the frequency of meetings from time to time as it sees fit, provided that the Board meets at least quarterly. A quorum shall be five or such greater number as

the Board decides, provided that one of the five present is either the President, Vice-President, Secretary or Treasurer.

- c) Upon receipt of a request in writing, signed by not less than three members of the Board, the Secretary shall call a special meeting of the Board within 14 days giving not less than 7 days notice in writing to members of the Board and such notice shall specify the reason for such special meeting; provided that the President may convene a special meeting of the Board at any time on any notice he or she may deem fit.
- d) The President or in his absence, the Vice-President, or in the absence of the President or Vice-President, a member of the Board elected by the meeting shall preside as chairperson at all meetings of the Board or any Sub-Board.
- e) Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the case of an equality of votes the chairperson shall have a second or casting vote.
- f) A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which he or she is interested or any matter arising thereat and if he or she does so vote his vote shall not be counted.
- g) The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Association but for no other purpose.
- h) The Board may delegate any of its powers to Sub-Boards consisting of such member or members of the Board and the Association as they think fit; any Sub-Board so formed shall in the exercise of the power so delegated conform to any Regulations that may be imposed on it by the Board.
- i) The chairperson of each Board meeting shall be nominated by the Board but if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.
- j) A Sub-Board may meet and adjourn as it thinks proper. Questions arising at any Sub-Board meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the Sub-Board meeting shall have a second or casting vote.
- k) All acts done by any meeting of the Board, or by any person acting as a member of the Board, shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- l) A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.
- m) In the absence of the President of the UP! Club at a meeting of the Board, the President of the UP! Club (if currently appointed to the Board) may nominate an alternative member of the UP! Club to represent the President of the UP! Club at any meeting of the Board. Draft minutes of all Board and General Meetings will be made available to members of the UP! Club within fourteen (14) days of the holding of the meeting.

- n) Draft minutes of all Board and General Meetings will be made available to Members within fourteen days of the holding of the meeting.

23) Vacation of Office

The office of a member of the Board shall become vacant if he or she:

- I. dies;
- II. becomes bankrupt or makes any arrangement or composition with his creditors generally;
- III. resigns his office by notice in writing to the Association;
- IV. is absent for more than 3 Months without leave of the Board from meetings of the Board held during that period;
- V. ceases to be a Member of the Association;
- VI. holds any office of profit under the Association;
- VII. is directly or indirectly interested in any contract or proposed contract with the Association, without prior disclosure of his/her interest to the Board; or
- VIII. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

24) Board Papers

A Board member vacating his/her office will hand over all papers, documents, and materials pertaining to or property of, the Association.

25) Removal of Board Members

The Association may by ordinary resolution remove any office bearer or other member of the Board before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead. The person so appointed shall hold office only until the next following Annual General Meeting.

26) Annual General Meetings

Each Annual General Meeting shall be held within four Months of the end of the Financial Year. All General Meetings, other than Annual General Meetings, shall be called Special General Meetings.

27) Business at Annual General Meetings

The business to be transacted at every Annual General Meeting shall include:

- a) the receipt of the Annual Report of the Board and Balance Sheet and the Income and Expenditure accounts for the preceding Year;
- b) the receipt of the Auditor's Report upon the books and accounts for the preceding Year;
- c) the appointment of auditors; and
- d) Such other business as shall or may be properly conducted at an Annual General Meeting under the Associations Incorporation Act.

28) Special General Meetings

- a) Any three members of the Board may at any time convene a Special General Meeting of the Association.
- b) A Special General Meeting shall also be convened by the Secretary upon the written request of not less than 10 Members of the Association or ten per cent of Members,

whichever is less; and shall be held within a period of one Month from the date of receipt of the request.

- c) Only business set forth on the notice convening such Special General Meeting shall be dealt with thereat.

29) Notice of Meetings

Fourteen (14) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association and 21 days notice shall be given of any special resolution as required by the Act.

30) Proceedings at General Meetings

- a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum shall be not less than 3 Members attending in person. For the purposes of this article, "Member" includes a person attending as a proxy or as representing a corporation which is a member.
- b) The President shall preside as chairperson at every General Meeting of the Association or if there is no President or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the chairperson or if the Vice-President is not present or is unwilling to act then the Members present shall elect one of their Members to be chairperson of the meeting provided that the chairperson may appoint any Member to act as chairperson at the meeting for the purposes of the election of Board members.
- c) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

31) Election of Officer Bearers

- a) Where there is only one nomination for any of the Executive Positions that are vacant the returning officer may declare the person so nominated elected.
- b) Where there are ten or less additional nominations to fill any vacant non Executive Positions on the Board, the returning officer may declare those persons so nominated elected.
- c) Where there is more than one nomination for any vacant position on the Board the matter shall be decided by secret ballot and the names of the nominees shall be placed on the ballot paper in alphabetical order.
- d) In respect of nominations for Non Executive Positions on the Board, each Member of the Association shall be entitled to vote for the maximum number of vacancies at the time.
- e) Nominees obtaining a majority of votes with regard to the Executive Positions, or in the case of non Executive Positions the nominees obtaining the greatest number of votes, shall be declared elected by the returning officer.
- f) The president for the time being of the UP! Club shall be deemed to have been elected to the Board (if it is agreed that they shall be appointed to the Board at that time) and no vote shall be required of such Board Member.

32) Voting at General Meetings

a) At any General Meeting (but subject to clause 35) a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- I. by the chairperson; or
- II. by at least three Members present in person or by proxy.

Unless a poll is so demanded a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

b) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded; but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.

c) In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

d) A Member eligible to vote may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member and eligible to vote, or a representative of a Member who is eligible to vote, shall have one vote and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative who is eligible to vote shall have one vote.

e) No Member shall be entitled to vote at any General Meeting if his Annual Subscription (if any) shall be more than two Months in arrears at the date of the meeting.

f) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or his attorney duly authorised in writing. A proxy may, but need not be, a Member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

g) The instrument appointing a proxy may be in the following form or in a common or usual form:

THE DOWN SYNDROME ASSOCIATION OF NEW SOUTH WALES INCORPORATED

I _____ of
being a Member of the above named Association hereby appoint
or failing him

_____ of

as my proxy to vote for me on my behalf at the (annual or extraordinary as the case may be) General Meeting of the Association to be held on the _____ day of _____ 20____ and at any adjournment thereof.

Signed this _____ day of _____ 20____

This form is to be used *in favour of/against the resolution.*Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he or she thinks fit.)

- h) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, shall be deposited at the registered office of the Association or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
- i) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

33) Seal

The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a sub- Board of members of the Board authorised by the Board in that behalf and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

34) Accounts

The Board shall cause proper accounting and other records to be kept and shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account for the Financial Year immediately preceding that Annual General Meeting.

35) Audit

A properly qualified auditor or auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with the Act and this Constitution.

36) Public Officer

The Board shall appoint a Public Officer from the Ordinary Membership of the Association in accordance with the Act. Paid employees of, and/or contractors to the Association are not eligible for appointment to the position of Public Officer.

37) Source of Funds

The funds of the Association shall be derived from entrance fees and Annual Subscriptions of Members, donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the Board determines.

38) Custody of Books

Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents related to the Association. Records, books and other documents of the Association includes but are not limited to, the annual report and financial statements of the Association, the register of Members, annual financial budgets, minutes of Board and General Meetings, annual returns required under the Act and contracts entered into by the Association.

39) Inspection of Books

- a) The membership register of the Association shall be open to inspection free of charge, by a Member of the Association at any reasonable hour.
- b) A Member of the Association may obtain a copy of any of the documents referred to in clause 38 on payment of a fee of not more than 5c for each page copied.

40) Indemnity

Every member of the Board and other office bearer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he or she is acquitted.

41) Notices

- a) The particulars of residence of each Member, or such other address as may be notified by him to the Secretary, shall be recorded as his registered address. Each Member shall, prior to his admission to membership, notify the Secretary of his/her address and shall thereafter notify the Secretary of any change of his/her address.
- b) Subject to this Constitution a notice may be given to any Member personally or by sending such notice by post to him at his registered address and such notice shall be deemed to have been received when in the ordinary course of post it would have been delivered.

42) Amendment of this Constitution

- a) Proposals for any amendment, addition or alteration to this Constitution shall be required to be passed by a majority of three quarters of those eligible to vote at the General Meeting to which the same are submitted.
- b) Notice of a resolution containing any proposal for the amendments or alterations of this Constitution shall be forwarded to all Members not less than twenty one (21) days prior to the General Meeting to which the same are submitted.

43) Dissolution of the Association

- a) The Association shall be dissolved in the event of the membership being less than five (5) persons or upon the vote of a three-fourths majority of Members present at a Special General Meeting convened to consider such question.
- b) Upon a resolution being passed in accordance with clause 43(a), all assets and funds of the Association on hand shall, after payment of all expenses and liabilities, be handed over to any association having similar objects to the Association.

44) Regulations – On-line voting

- a) Subject to any express requirement in this Constitution for approval by members, the Board has power to pass resolutions making, amending or repealing Regulations from time to time. Regulations may be made in respect of any matter affecting the affairs or the governance of the Association but shall at all times be constituted with the terms of this Constitution. Regulations made in accordance with this Constitution bind Members, the Board and Officers of the Association.
- b) The Board shall in particular have the power by Regulation to establish an On-Line Voting System for Direct Voting and it also shall have the power to repeal and vary any such On-Line Voting System. Where this power is exercised by the Board it shall ensure that full details of the operation of the On-Line Voting System are provided to Members when a notice of meeting is given pursuant to clauses 26 and 28.