

**AUSTRALIAN REHABILITATION & ASSISTIVE TECHNOLOGY ASSOCIATION  
INCORPORATED**

**RULES - as amended 25 November, 1997**

**PART I PRELIMINARY  
INTERPRETATION**

1. (1) In these rules, except in so far as to the context or subject matter otherwise indicates or requires-

"Board" means the committee of management of the association;

"ordinary member" means a member of the Board who is not an office-bearer of the association, as referred to in rule 13(2);

"secretary" means -

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

(b) where no such person holds that office - the public officer of the association;

"special general meeting" means a general meeting of the association other than annual general meeting;

"the Act" means the Associations Incorporation Act, 1984;

"the Regulation" means the Associations Incorporation Regulation, 1985.

(2) In these rules -

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

**PART II MEMBERSHIP**

**MEMBERSHIP QUALIFICATIONS**

2. A person is qualified to be a member of the association if, but only if -

(a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a

member of the association at any time after incorporation of the association under the Act; or

(b) the person is a natural person who -

(i) accepts the objectives and rules of the association; and

(ii) has been approved for membership by the Board of the association.

**APPLICATION FOR MEMBERSHIP**

3. (1) An application of a person for membership of the association -

(a) shall be made in writing; and

(b) shall be lodged with the secretary of the association.

(2) The Board shall determine whether to accept or to reject the application, and shall not be required to supply reasons for acceptance or rejection of an application.

(3) Where the Board accepts an application for membership, the secretary shall notify the applicant of that approval and request the applicant to pay the entrance fee and annual subscription.

(4) On payment by the applicant of the amounts referred to in clause (3), the secretary shall enter the applicant's name in the register of members and, the name being so entered, the applicant becomes a member of the association.

**CESSATION OF MEMBERSHIP**

4. A person ceases to be a member of the association if the person -

(a) dies

(b) resigns that membership

(c) is expelled from the association, or

(d) fails to pay the annual subscription within a time interval, as determined by the Board, following the due date.

**MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

5. A right, privilege or obligation which a person has by reason of being a member of the association

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon cessation of the person's membership.

**RESIGNATION OF MEMBERSHIP**

6. (1) A member of the association is not entitled to resign that membership except in accordance with this rule.

(2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the Board may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

(3) Where a member of the association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

**REGISTER OF MEMBERS**

7. (1) The public officer of the association shall establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.

(2) The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

**FEES, SUBSCRIPTIONS ETC.**

8. (1) A member of the association shall, upon admission to membership, pay to the association a fee of \$1, or some other amount as determined by the Board.

(2) In addition to any amount payable by the member under clause (1), a member of the association shall pay

to the association an annual membership fee of \$2, or some other amount as determined by the Board.

(3) Annual membership fees shall fall due on a date determined by the Board.

**MEMBERS' LIABILITIES**

9. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the cost, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.

**RESOLUTION OF INTERNAL DISPUTES**

9A. In the event of a dispute arising between members (in their capacity as members), or between a member and the association, or a member and the Board, the following procedure shall apply.

(1) Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.

(2) Should the nominated representatives be unable to resolve the dispute within fourteen days (or such other period as they agree upon) the dispute shall be referred to a person mutually agreed upon for mediation.

(3) If the dispute is not resolved by the above procedures, it shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.

**DISCIPLINING OF MEMBERS**

10. A member may be expelled from membership of the association (or otherwise disciplined) by the Board if, in the opinion of the Board, after affording the member an opportunity of offering an explanation of his/her conduct, the conduct is regarded as being detrimental to the interests of the association.

**RIGHT OF APPEAL OF DISCIPLINED MEMBER**

11. A member who wishes to appeal against a decision expelling or otherwise disciplining him/her may do so by notifying the Secretary in writing that he/she wishes the decision to be reviewed at the next general meeting of the association.

**PART III THE BOARD**

**POWERS, ETC. OF THE BOARD**

12. The Board, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting -

- (a) shall control and manage the affairs of the association;
- (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the association.

**CONSTITUTION AND MEMBERSHIP**

13. (1) Except in the case of the inaugural Board, which is subject to rule 43, the Board shall consist of -

- (a) the office-bearers of the association,
- (b) at least 2 ordinary members, and
- (c) the immediate past president, who is appointed as a Board member.

(2) The office-bearers and ordinary members of the Board shall be elected by postal ballot pursuant to rule 14.

(3) The office-bearers of the association shall be -

- (a) the president
- (b) the vice-president
- (c) the treasurer; and
- (d) the secretary

13. (4) Members of the Board shall, subject to these rules, assume office on January 1st following the annual general meeting at which their election is announced, hold office for two calendar years, and then be eligible for re-election, subject to rule 14 (9) (a).

(5) Following a term as President, a member of the association shall be eligible to join the subsequent Board as immediate past president for a period of two calendar years.

(6) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, for the remainder of the term of office of the Board.

**ELECTION OF BOARD MEMBERS**

14. (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the Board

(a) shall be made in writing, signed by 3 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and

(b) shall be delivered to the secretary of the association not less than 60 days before the date fixed for the holding of the annual general meeting at which the newly elected Board is to take office.

(2) The list of candidates for election shall comprise

- (a) nominations received from the members, and
- (b) at the discretion of the Board, a list of nominations supported by the Board.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

(5) The election of office-bearers and ordinary members of the Board shall be conducted by postal ballot in such proper manner as the Board directs.

(6) Voting papers shall be posted to the membership at least 30 days before the closing date for the receipt of votes.

(7) The postal ballot shall close prior to the annual general meeting at which the newly elected Board is to take office.

(8) If insufficient nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies.

(9) Nominations under this clause are not valid if

- (a) in the case of nominations for office-bearers, the candidate is nominated for a third consecutive term in the same office, or

(b) the candidate has not been a member in good standing for at least one year prior to the annual general meeting at which the newly elected Board will take office.

(f) 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; or

(g) is absent without the consent of the Board from all meetings of the Board held during a period of 12 months.

**SECRETARY**

**15.** (1) The secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

(2) It is the duty of the secretary to keep minutes of

(a) all appointments of office-bearers and members of the Board;

(b) the names of members of the Board present at a Board meeting or a general meeting; and

(c) all proceedings at Board meetings and general meetings.

(3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

**TREASURER**

**16.** It is the duty of the treasurer of the association to ensure that -

(a) all money due to the association is collected and received and that all payments authorised by the association are made; and

(b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.

**CASUAL VACANCIES**

**17.** For purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member

(a) dies;

(b) ceases to be a member of the association;

(c) becomes an insolvent under administration within the meaning of Corporations Law;

(d) resigns office by notice in writing given to the secretary;

(e) is removed from office under rule 18;

**REMOVAL OF BOARD MEMBER**

**18.** (1) The association in a general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) Where a member of the Board to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

**MEETINGS AND QUORUM**

**19.** (1) The Board shall meet at least 2 times in each period of 12 months at such place and time as the Board may determine. Board meetings may be conducted by telephone.

(2) Additional meetings of the Board may be convened by the president or by a Board member nominated by the president.

(3) Oral or written notice of a meeting of the Board shall be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.

(5) Any 4 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

(6) No business shall be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

(8) At a meeting of the Board -

(a) the president or, in the president's absence, the vice-president, shall preside; or

(b) if the president and the vice-president are absent or unwilling to act as such one of the remaining members of the Board as may be chosen by the members present at the meeting shall preside.

#### **DELEGATION BY BOARD TO SUB-COMMITTEE**

**20.** (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than -

(a) this power of delegation; and

(b) a function which is a duty imposed on the Board by the Act or by any other law.

(2) A function of the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.

(6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(7) A sub-committee may meet and adjourn as it thinks proper.

#### **VOTING AND DECISIONS**

**21.** (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.

(2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to rule 19(5), the Board may act notwithstanding any vacancy on the Board

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

#### **PART IV GENERAL MEETINGS**

##### **ANNUAL GENERAL MEETINGS - HOLDING OF**

**22.** (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

(2) The association shall hold its first annual general meeting -

(a) within the period of 18 months after its incorporation under the Act; and

(b) within the period of 6 months after the expiration of the first financial year of the association.

(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

**ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT**

23. (1) The annual general meeting of the association shall, subject to the Act and to rule 22, be convened on such date and at such place and time as the Board thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -

(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

(b) to receive from the Board reports upon the activities of the association during the last preceding financial year;

(c) to report the outcome of elections for office-bearers of the association and ordinary members of the Board; and

(d) to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act.

(3) An annual general meeting shall be specified as such in the notice convening it.

**SPECIAL GENERAL MEETINGS - CALLING OF**

24. (1) The Board may, whenever it thinks fit, convene a special general meeting of the association.

(2) The Board shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the association.

(3) A requisition of members for a special general meeting -

(a) shall state the purpose or purposes of the meeting;

(b) shall be signed by the members making the requisitions;

(c) shall be lodged with the secretary; and

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is

lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

(5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

**NOTICE**

25. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 23(2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary, who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

**PROCEDURE**

26. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Ten members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is

not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 5) shall constitute a quorum.

### **PRESIDING MEMBER**

**27.** (1) The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the association.

(2) If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

### **ADJOURNMENT**

**28.** (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **MAKING OF DECISIONS**

**29.** (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the

fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.

(3) Where a poll is demanded at a general meeting, the poll shall be taken -

(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter, subject to the provisions of rule 29A.

**29A.** (1) Any resolution passed at a general meeting shall, at the discretion of the Board, be subject to ratification by postal ballot of all members.

(2) The Board may, at its discretion, circulate with the voting papers a statement of the Board's position in relation to the matter to be decided.

### **SPECIAL RESOLUTION**

**30.** A resolution of the association is a special resolution if -

(a) at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, the resolution is passed by a majority which comprises not less than three-quarters of such members of the association as, being entitled under these rules so to do, cast a vote in person or by proxy; or

(b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

### **VOTING**

**31.** (1) Upon any question arising at a general meeting of the association, a member has one vote only.

(2) All votes shall be given personally or by proxy but no members may hold more than 5 proxies.

(3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

#### **APPOINTMENT OF PROXIES**

**32.** (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.

#### **PART V MISCELLANEOUS**

##### **INSURANCE**

**33.** (1) The association shall effect and maintain insurance pursuant to section 44 of the Act.

(2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

##### **FUNDS - SOURCE**

**34.** (1) 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.

(2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.

(3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

##### **FUNDS - MANAGEMENT**

**35.** (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the Board determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Board or employees of the

association, being members or employees authorised to do so by the Board.

#### **ALTERATION OF OBJECTS AND RULES**

**36.** The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

#### **COMMON SEAL**

**37.** (1) The common seal of the association shall be kept in the custody of the public officer or the Secretary.

(2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of 2 members of the Board or of 1 member of the Board and of the public officer or secretary.

#### **CUSTODY OF BOOKS ETC.**

**38.** 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 relating to the association.

#### **INSPECTION OF BOOKS ETC.**

**39.** The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

#### **SERVICE OF NOTICES**

**40.** (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.

(2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

**BY-LAWS**

41. (1) Further regulations governing the procedures of the association and the conduct of its officers and members are contained in the By-laws.

(2) Should there be any conflict between these rules and the By-laws, the rules shall prevail.

**NON-PROFIT RULE**

42. (1) Assets and income of the association shall be applied solely in furtherance of its abovementioned objectives, and no portion shall be distributed directly or indirectly to the members of the association except as a bona fide compensation for services rendered or expenses incurred on behalf of the association.

(2) In the event of the association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Board in accordance with its powers to any fund, institution or authority which is a non-profit organisation.

**FORM OF APPOINTMENT OF PROXY**

AUSTRALIAN REHABILITATION AND ASSISTIVE TECHNOLOGY ASSOCIATION INC.  
(ARATA)  
(Incorporated under the Associations Incorporation Act, 1984)

I, .....  
Full name

of .....  
Full address

.....,

being a member of ARATA, hereby appoint

.....  
Full name of proxy

of .....  
Full address of proxy

.....,

being a member of ARATA, as my proxy to vote for me on my behalf at the general/annual/special\* meeting of ARATA to be held on the ..... day of ..... 19....., and at any adjournment of that meeting.

My proxy is authorised to vote IN FAVOUR OF / AGAINST\* the resolution (insert details if desired) :

\* delete words as required

.....  
Signature of member appointing proxy

.....  
Date

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