

**THE CONSTITUTION OF**

**THE ASSOCIATION FOR SERVICES TO TORTURE AND TRAUMA  
SURVIVORS (ASeTTs) INC.**



**EFFECTIVE 16 JULY 2015**

# CONSTITUTION

## 1. Name of Association

The name of the Association is Association for Services to Torture and Trauma Survivors (ASeTTs) Inc.

## 2. Goal of the Association

The goal of the Association is to promote and provide a culturally sensitive service that responds to the psychosocial and physical needs of torture and trauma survivors and their families living in Western Australia.

## 3. Definitions

In these rules, unless the contrary intention appears

“**Act**” means the Associations Incorporation Act 1987 (WA);

“**affiliated member**” means a non-voting member of the Association;

“**approved budget**” means the annual budget approved by the Board;

“**Association**” means the Association for Services to Torture and Trauma Survivors Incorporated;

“**asylum seeker**” means someone who has fled their own country and applies to the government of another country for protection as a refugee (UNHCR);

“**Board**” means the Board of Management of the Association;

“**board meeting**” means meeting of the Board;

“**board member**” means a member of the Board;

“**Chairperson**” means the Chairperson of the Board;

“**Chief Executive Officer**” means the Chief Executive Officer of the Association;

“**client reference group**” means the reference group assembled by the Association comprised of clients of the Association;

“**financial year**” means the period 1 July to 30 June;

“**general meeting**” means a meeting that is open to all members of the Association;

“**member**” means member of the Association and includes any Life Member of the Association;

“**ordinary resolution**” means resolution other than a special resolution;

**“refugee”** is a person who "owing to a well-founded fear of being persecuted for reasons of race, religion, nationality, membership of a particular social group, or political opinion, is outside the country of his nationality, and is unable to or, owing to such fear, is unwilling to avail himself of the protection of that country.."(*Article 1, The UN 1951 Convention Relating to the Status of Refugees*);

**“special resolution”** has the meaning given by Section 24 of the Act;

**“Secretary”** means the Secretary of the Board;

**“seal”** means the common seal of the Association;

**“torture and trauma survivors”** means people from refugee-like backgrounds, including resettled refugees; asylum seekers; displaced persons; and persons who have suffered persecution and human rights violations while resident in their country of origin;

**“Treasurer”** means the Treasurer of the Board;

**“Vice-Chairperson”** means the Vice-Chairperson of the Board.

#### 4. Interpretation

In this Constitution:

- (a) all singular words also mean and include the plural and the word “person” includes a corporation;
- (b) headings are used for convenience only and do not affect the interpretation of this Constitution;
- (c) a reference to a statute includes regulations under it and consolidations, amendments, re-enactments or replacements of any of them; and
- (d) a reference to the Secretary of the Association is a reference to the person who holds office under these Rules as Secretary of the Association.

#### 5. Objects of Association

- (1) The objects of the Association are (1) ensure the right to rehabilitation with the delivery of services, research, training and advocacy and in doing so:-
  - (a) to establish, develop and maintain services:
    - (i) which respond to the specific cultural and spiritual needs, as well as the gender-related, linguistic and age specific needs of torture and trauma survivors (who are often refugees and may be from culturally and linguistically diverse (CALD) populations) and their families living in Australia;
    - (ii) which facilitate the ability of torture and trauma survivors to heal themselves;
    - (iii) which promote overall well-being of all torture and trauma survivors in whatever way is appropriate to the individuals concerned;

- (iv) of a professional standard which are affordable and accessible to all torture and trauma survivors and their families regardless of age, sex, race, religion, political beliefs or lifestyle;
- (v) guided by the expressed needs of the service users arising out of the constitution as identified by the service users themselves and developed with input from those service users;
  - (b) to carry out training, advocacy and awareness raising and in doing so:
    - (i) work with other organisations to carry out and encourage research and collect information, based on sound ethical guidelines, about the needs of torture and trauma survivors and their families in the community
    - (ii) educate, train and sensitise service providers and promote public awareness on the needs of and difficulties experienced by torture and trauma survivors and their families;
    - (iii) inform and to reinforce the rights of the service users as members of Australian society;
    - (iv) act as a human and material resource
  - (c) to do all things as the Association deems incidental and/or conducive to the attainment of accessible services for torture and trauma survivors and their families.

## **6. Powers of Association**

The Association has the powers conferred on it by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications, the Association may:

- (1) raise and borrow money on such terms and in any manner as it thinks fit, by any means as may from time to time be approved by the Board;
- (2) Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (3) appoint agents to transact business on its behalf;
- (4) acquire, hold, deal with and dispose of any real or personal property or any rights or privileges;
- (5) join, subscribe to, or found associations having objects wholly or in part relating to the welfare of the community;
- (6) invest any monies of the Association not immediately required in any security in which trust monies may lawfully be invested;
- (7) open and operate accounts with financial institutions;
- (8) give, any money or personal property of the Association and provide benefits in furtherance of the objects of the Association provided that the Association does not have the power to provide any benefit to entities which are not public benevolent institutions within the meaning of section 78(1)(a) of the Income Tax

Assessment Act 1936 (Cth) or which are not bodies, organisations or Institutions within the meaning of section 12 of the Death Duty Assessment Act 1973;

- (9) enter into any contracts it considers necessary or desirable; and
- (10) do any other things as may be necessary, incidental or conducive to the attainment of the objects of the Association.

The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **7. Property and income**

The property and income of the Association must be applied solely to the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

## **8. Membership of the Association**

- (1) Any person or organisation may join the Association as an ordinary member with the exception of employees of the Association whether full-time, part-time or casual who may join as affiliated members (see also sub-rule 8 (8)).
- (2) A person who wishes to become a Member shall:
  - (a) apply for membership to the Board in writing in a form approved by the Board;
  - (b) self-nominate or be proposed by a member for membership and sign the Application for Membership form;
  - (c) the Board delegates responsibility for approving membership to the CEO who will approve or reject new membership(s) and if approved report new memberships to the Board on a quarterly basis.
- (3) An organisation that wishes to become a member shall:
  - (a) apply for membership to the Board in writing on an application form approved by the Board and signed by the member of the organisation nominated by the organisation to act on its behalf;
  - (b) be nominated by one member;
  - (c) be accepted by a majority vote of the Board.
- (4) The Board may elect any member to be a Life Member who, in the opinion of the Board, has rendered outstanding service to the Association.
- (5) All members agree to be bound by the Rules of the Association, By-Laws, and decisions of the Board unless otherwise altered by a General Meeting.

- (6) Subscriptions payable by members of the Association.
- (a) Membership is to be renewed annually by 1 July;
  - (b) Each member shall pay a subscription fee of an amount to be determined by the Board from time to time;
  - (c) Each member shall pay the subscription fee to the Association, annually on or before 1st July;
  - (d) A member whose subscription is not paid within one (1) month after the date fixed for payment ceases on the expiry of that period to be a member, unless the Board decides otherwise;
  - (e) A member is a financial member for the purposes of these rules if the member's subscription is paid on or before the date fixed for payment or within one (1) month thereafter.
- (7) Resignation by members of the Association.
- (a) A member who delivers notice in writing of his or her resignation from the Association to the Chairperson ceases on delivery to be a member.
  - (b) A person who ceases to be a member remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.
- (8) There shall be three categories of members:
- (a) subject to sub-rule 8(1), ordinary members, who shall be individuals 18 years or over who have agreed to accept the objects of the Association;
  - (b) corporate members, who shall be organisations interested in promoting the objects of the Association. Each corporate member may nominate a representative under the provisions of Rule 20 who shall be entitled to vote on behalf of the corporate member;
  - (c) affiliated members, who shall be individuals or organisations who are not entitled to or do not wish to take up ordinary or corporate membership.
- (9) Any person who is an employee of the Association is eligible to become an affiliated member only. Any ordinary member shall become an affiliated member at the time of accepting employment with the Association.

## **9. Expulsion of members of Association**

- (1) If the Board considers that a member should be expelled from membership of the Association because of conduct detrimental to the interests of the Association, the Board shall communicate, either orally or in writing, to the member-

- (a) notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
  - (b) particulars of that conduct, not less than 14 days before the date of the Board meeting referred to in paragraph (a).
- (2) At the Board meeting referred to in a notice communicated under sub-rule (1), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule (5), a member who is expelled under sub-rule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under sub-rule (2).
- (4) A member who is expelled under sub-rule (2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4)-
- (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Board to expel that member; and
  - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Board to expel him or her is confirmed under this sub-rule.

## 10. Board

- (1) The affairs of the Association shall be managed exclusively by a Board made up of members appointed by election at an annual general meeting of the Association for a term of three (3) years, and consisting of no more than 10 members who shall include the positions of:
  - (a) a Chairperson;
  - (b) a Vice-Chairperson;
  - (c) a Secretary;
  - (d) a Treasurer;
  - (e) up to five other persons; and
  - (f) a Client Reference Group nominee who is not elected at the annual general meeting, but is nominated by the Client Reference Group.
- (2) At the first meeting of the Board following each annual general meeting of the Association, the Board shall elect a Chairperson, Vice-Chairperson, Secretary and Treasurer who are referred to as the Executive:
  - (a) all of whom shall be Ordinary Members of the Association elected to membership of that Board at an annual general meeting or appointed under sub-rule (1);
  - (b) the term of office of each member of the Board shall commence on the date of the annual general meeting at which they were elected and expire on the third successive annual general meeting thereafter. Board members shall be eligible for re-election for one further term with the exception of the Chairperson who may sit for one further term if they have not completed one term as Chairperson subject to the discussion and debate of the Board. The exception set out this subclause (b) is for the purposes of Board stability and best practice succession planning for the Board.
- (3) The Secretary of the Board will issue notice to all members at least 28 days prior to a proposed annual general meeting advising of the proposed annual general meeting and calling for any nominations to the Board.
- (4) Subject to sub-rule (5), a person shall be eligible for election to membership of the Board provided a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-
  - (a) the nominator; and
  - (b) the nominee to signify his or her willingness to stand for election,

to the Secretary not less than 21 days before the day on which the annual general meeting concerned is to be held.

- (5) Sub-rules (3) and (6) do not apply to or in relation to a person who is eligible for re-election under sub-rule (2).
- (6) A person who is eligible for re-election under this rule may at the annual general meeting concerned:-
  - (a) propose or second himself or herself for re-election; and
  - (b) vote for himself or herself.
- (7) The Secretary shall ensure that notice of all persons seeking election to membership of the Board is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held no less than 14 days prior to the annual general meeting.
- (8) If the number of persons nominated for election to membership of the Board does not exceed the number of vacancies in that membership to be filled-
  - (a) the Secretary shall report accordingly to; and
  - (b) the Chairperson shall declare those persons to be duly elected as members of the Board at the annual general meeting concerned.
- (9) When a casual vacancy within the meaning of rule 17 occurs in the membership of the Board-
  - (a) the Board may appoint an Ordinary Member to fill that vacancy; and
  - (b) a member appointed under this sub rule shall-
    - (i) hold office until the commencement of; and
    - (ii) be eligible for election to membership of the Board at  
the next following annual general meeting.
- (10) The Chief Executive Officer is appointed ex officio as a non-voting member of the Board.

## **11. Specific powers and responsibilities of the Board**

- (1) The Board:
  - (a) must control and manage the business and affairs of the Association;
  - (b) may, subject to this Constitution and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the Members of the Association at general meetings;

- (c) subject to this Constitution and the Act, has the power to perform all such acts and things as appear to the Board to be essential for the proper governance of the business and affairs of the Association; and
- (d) must at all times act in accordance with its duties set out in the governance policies and guidelines of the Association (Governance Policies) and to the extent that there is any inconsistency between the Governance Policies and these Rules, these Rules shall prevail.

(2) The duties and responsibilities of the Board are:

without limiting the generality of the powers otherwise vested in the Board to manage the affairs of the Association, specific powers of the Board shall include the following:

- (a) to formulate and adopt strategic directions, and to ensure the development and implementation of policies and programs and operating guidelines which are consistent with the stated purposes and guiding principles of the Association and the Board's responsibilities;
- (b) to appoint, support, oversee and evaluate the work of the Chief Executive Officer of the Association and to delegate to that person to expend monies as per the approved budget;
- (c) to appoint and monitor committees consisting of members of the Association, and/or other persons co-opted for a specific purpose of project, which are to report back to the Board, as and when required;
- (d) to approve an annual budget or proposals put forward by staff and/or members of the Board and monitor the financial performance of the Association;
- (e) to ensure stewardship systems are in place including: risk management, financial controls, internal controls and compliance and reporting to relevant funding bodies;
- (f) to ensure that the organisational and legal structures and income are such that they advance the purposes of the Association and are compliant with applicable laws and regulations; and
- (g) to report to the Association in the annual general meeting on the accounts of the Association for the preceding financial year and to be accountable to the members at the annual general meeting.

Subject to the provisions of the Act and these Rules, the Board may, by resolution, delegate to any officer or to working groups appointed from among its Members, or other persons as the Board thinks fit, any of the powers and functions of the Board other than this power of delegation.

## **12. Chairperson and Vice Chairperson**

(1) The Chairperson must:

- (a) be a person considered to be of good standing and character (Rule 9);
- (b) subject to this rule, the Chairperson shall preside at all general meetings and Board meetings and if the Chairperson is unavailable, the Vice-Chairperson will carry out this role.

(2) In the event of the absence from-

(a) a general meeting of-

both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting may preside;

or

(b) a Board meeting of-

both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the Board meeting may preside.

(3) The duties of the Chairperson include the development and oversight of Board Governance.

In the absence of the Chairperson, the Vice-Chairperson may fulfil the duties of the Chairperson.

### **13. Secretary**

The duties of the Secretary include:

(1) responsibility for facilitating corporate governance processes including:

(a) keeping full and correct minutes of Board meetings, Annual general meetings and Special General Meetings;

(b) providing advice on corporate governance principles, processes and insurance;

(c) oversight of the agency risk management strategy with respect to governance and standards compliance;

(d) board recruitment and orientation, in partnership with the Chairperson.

(2) responsibility for custody of all records, books, documents and registers of the Association including:

(a) ensuring the register of membership of the Association is kept safe and accurate, and

(b) compliance with Section 28 and Section 29 of the Act on behalf of the Association in respect of the register of members of the Association.

### **14. Treasurer**

The duties of the Treasurer include:

- (1) ensuring that the annual financial statements are prepared so as to give a true and fair view of the Association's financial position and performance for the financial year and comply with Australian Accounting Standards;
- (2) providing advice to the Board as required on the financial planning and reporting and salient data or information arising out of any data or reports provided to the Board;
- (3) custody of all securities, books and documents of a financial nature and accounting records of the Association;
- (4) oversight of the agency risk management strategy with respect to finances;
- (5) compliance on behalf of the Association in respect of Section 26 of the Act.

#### **15. Chief Executive Officer**

The duties of the Chief Executive Officer include:

- (1) attending all Board Meetings, unless specifically requested to be absent;
- (2) presenting reports on the operations of the service at a frequency and in a format to be determined by the Board;
- (3) presenting financial statements and related reports at a frequency and in a format determined by the Board;
- (4) putting proposals to the Board to expend funds outside of the approved budget;
- (5) bringing to the Board's attention any issues which require their consideration;
- (6) ensuring that the formal correspondence of the Association is coordinated;
- (7) ensuring that the Seal of the Association is in safe keeping and that it is used only with the proper authority of the Board;
- (8) providing feedback to other staff of the decisions of the Board that relate to service.

#### **16. Auditor**

The Board shall appoint an auditor who is either a Chartered Accountant or a member or associate of the Australian Society of Certified Practising Accountants. The auditor shall at reasonable times have access to the Association's accounts and records and may examine the same and report thereon, so as to exhibit a true and correct view of the Association's finances at every annual general meeting. The Auditor shall not be a member of the Association for the year of the audit.

#### **17. Casual vacancies in membership of Board**

A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member-

- (1) dies;
- (2) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-Chairperson;
- (3) is convicted of an offence under the Act;
- (4) is permanently incapacitated by mental or physical ill-health;
- (5) is absent from more than three (3) Board meetings in the same financial year, of which he or she has received notice, without leave of absence from the Board or tendering an apology to the person presiding at each of those Board meetings;
- (6) ceases to be a member of the Association.

#### **18. Proceedings of Board**

- (1) The Board shall meet together for the dispatch of business not less than six (6) times in each calendar year and the Chairperson may at any time convene a meeting of the Board.
- (2) Each Board member has a deliberative vote.
- (3) A question arising at a Board meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Board meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a Board meeting half of the current Board members constitute a quorum.
- (5) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Board members to constitute a quorum constitutes a meeting of the Board members. All the provisions in this Constitution relating to meetings of the Board members apply, so far as they can and with any necessary changes to meeting of the Board by telephone or other electronic means.
- (6) A Board member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting of the Board provided the Board member can hear and be heard at all times during the meeting.
- (7) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson at the meeting, as long as at least one of the Board members involved was at that place for the duration of the meeting of the Board.

- (8) Subject to these rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Board members present at the Board meeting.
- (9) A Board member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.
- (10) A Board member having any direct or indirect pecuniary interest in a contract or proposed contract made by or to be considered by the Board, shall, as soon as they become aware of their interest, disclose the nature and extent of their interest to the Board.
- (11) A Board member should disclose to the Chairperson any situation where Board duties may be influenced or appear to be influenced by non-financial business or personal interests of the Board member as detailed in the current Board policies.

## **19. General meetings**

- (1) The Board-
  - (a) may at any time convene a Special General Meeting of the Association;
  - (b) shall convene an Annual General Meeting within four months of the end of the Association's financial year on a date to be determined by the Board;
  - (c) shall, within 30 days of:
    - (i) receiving a request in writing to do so from not less than 20% members of the financial members, convene a special general meeting for the purpose specified in that request; or
    - (ii) the Chairperson receiving a notice under rule 7(4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in sub-rule (1)(c)(i) shall-
  - (a) state in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
  - (a) in sub-rule (1)(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
  - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may himself convene a special general meeting as if he or she were the Board.
- (4) When a special general meeting is convened under sub-rule (3)(a) or (b)-

- (a) the Board shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
  - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (8), the Secretary shall give to all members not less than 28 days' notice of a general meeting and of any motions to be moved at the general meeting unless a special resolution is to be moved at the general meeting in which case 21 days' notice must be given of the meeting and the motion to be moved at the meeting (See also rule 24).
- (6) A notice given under sub-rule (5) shall specify-
- (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is-
- (a) first, the consideration of the accounts and reports of the Board;
  - (b) second, the election of Board members to replace outgoing Board members; and
  - (c) third, any other business requiring consideration by the Association in a general meeting.
- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) The notice given by the Secretary pursuant to sub-rule (5) or (8) must:
- (a) be served personally on a member, or sent to the member by post, fax or email to the address appearing in the Register of Members; and
  - (b) specify the place, date and time of the General Meeting and the particulars of the business to be transacted and order in which the business is to be transacted;
  - (c) The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that general meeting.

## **20. Quorum in proceedings at general meetings**

- (1) At a general meeting 20% of members present in person or by proxy who can evidence their current membership of the Association, including at least two Board members, constitute a quorum. For the

purposes of establishing a quorum Affiliated Members shall not be included either in relation to the total membership numbers or the numbers of members present.

- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 17(5) or (8)-
  - (a) as a result or notice referred to in rule 17(1)(c) or as a result of action taken under rule 17(3) a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting-
  - (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
  - (b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.
- (8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

## 21. Minutes of meetings of Association

- (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be ratified and entered within 60 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson shall ensure that the minutes taken of a general meeting or Board meeting under sub-rule(1) are checked and **signed** as correct by the Chairperson of the general meeting or Board meeting to which those minutes relate or of the next succeeding general meeting or Board meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that
  - (a) the general meeting or Board meeting to which they relate (in this sub-rule called “the meeting”) was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

## **22. Voting of members of Association**

- (1) Subject to these rules, each financial member, other than an Affiliated Member, present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- (3) An appointment made under sub rule (2) shall be so made by a resolution of the Board or other governing body of the body corporate concerned-
  - (a) which resolution is authenticated under the common seal of that body corporate if any, or otherwise authorised by the Secretary or other proper officer of that body corporate; and
  - (b) a copy of which resolution or authority is lodged with the Secretary.
- (4) A person appointed under sub rule (2) to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

## **23. Proxies of members of Association**

A member (in this rule called “the appointing member”) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

## **24. Rules of Association**

- (1) Alterations of Rules of the Constitution-

The Constitution may be altered or replaced by a Special Resolution which is a resolution passed in accordance with section 24 of the Act at which changes to the Constitution are considered.

- (2) At least 21 days’ notice of the meeting must be given and must specify the proposed amendments.
- (3) This Constitution binds every member and the Association to the same extent as if every member and the Association has signed and sealed this Constitution and agreed to be bound by all the provisions.

## **25. Common Seal of Association**

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the authority of the Board and every use of that common seal shall be reported to the next meeting of the Board.
- (3) The affixing of the common seal of the Association shall be witnessed by either two members of the Executive or by a member of the Executive and a Board Member.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.
- (5) The Chief Executive Officer will keep a record of each instance in which the common seal is affixed to any document.

**26. Inspection of records, etc. of Association**

A member at any reasonable time inspect without charge the books, documents, records and securities of the Association.

**27. Distribution of surplus property on winding up of Association**

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed-

- (1) to another association incorporated under the Act; or
- (2) for charitable purposes,

which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Board under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

**28. Indemnity**

**Liability of members of the Board**

- (1) Members of the Board, past or present, and members appointed to committees from time to time by the Board are not liable:
  - (a) for anything done or omitted to be done when acting in good faith;
  - (b) for the action or omission of any other member;

- (c) to contribute towards the payment of debts and liabilities of the Association;
- (d) to contribute towards the costs, charges and expenses of the winding up of the Association.

### **Liability of Members**

Members of the Association are not, by reason of only being members, liable to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

### **Indemnity**

Members of the Board and the Association will be indemnified by the Association out of the assets of the Association against all costs, losses and expenses which may be incurred in defending any proceedings whether civil or criminal in which judgement is given in favour of the member or the member is acquitted or in connection with any application under the Act in which relief is granted to the Member of the Board or the Association by the Court in respect of any negligence, default, breach of duty or breach of trust.