

Rules of AGOSCI Inc

NAME

1. The name of the incorporated association is AGOSCI Inc (in these rules called "The Association").

INTERPRETATION

- 2.1 In these rules, unless the contrary intention appears:

"Committee" means the Committee of management of the Association.

"Ordinary Member of the Committee" means a member of the Committee who is not an Officer of the Association under Rule 11.

"General meeting" means a general meeting of the members convened in accordance with Rule 9.

"Member" means a member of the Association.

"Membership Year" means the period of time running from January to December in any one year.

"Financial Reporting Period" means the period of time running from January to December consistent with the Association's membership year.

"The Act" means the Associations Incorporation Act 1981.

"Regulations" means regulations under the Act.

- 2.2 In these rules, a reference to the Secretary of the Association is a reference:

- a. where a person holds office under these rules as secretary of the Association – to that person; and

- b. in any other case to the public officer of the Association.

- 2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958*, and the Act as enforced from time to time.

APPLICATION FOR MEMBERSHIP

- 3.1 All persons who are interested in and support the Association's aims are eligible for membership.
- 3.2 Any person who has entered their name and address in the Register of Members in the presence of either the coordinator or a Committee member becomes a member of the Association.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- 4.1 *Entrance Fees:* Members shall pay the entrance fee (if any is set by the Association) as determined by the Committee.
- 4.2 *Subscription:* Annual subscriptions shall be set and made payable (if any is set by the Association) on the first day of January in each year or on other such days as may be determined by the Committee.

The Committee may determine proportional subscription for members admitted during the year.

The Committee may at its discretion waive all or part of the subscription fees for any member, in its opinion, who is in disadvantaged or necessitous circumstances.

REGISTER OF MEMBERS

5. The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each member, and the Register shall be available for inspection by Members at the address of the Secretary.

RESIGNATION

- 6.1 Members may resign from the Association by written or verbal notice, or by non-payment of membership fees within two months of receiving a notice that such fees are overdue.
- 6.2 Upon the expiration of a notice given under sub-clause 1, the Secretary shall make in the Register of Members an entry recording the date on which the Member by whom the notice was given or non-payment made, ceased to be a Member.

REMOVAL

- 7.1 The Committee may suspend or expel any Member of the Association -
- a. Who commits any breach of any Rule or by-law of the Association;
or
 - b. Who, in the opinion of the Committee, acts in a manner which is contrary to the interests of the Association; or
 - c. Who no longer complies with the membership requirements of the Association.

The Member shall be informed of the allegation and invited to present a verbal or written explanation to the Committee meeting at which the matter is to be considered.

APPEAL

- 7.2
- a. Any Member of the Association who feels aggrieved by any decision of the Committee under Rule 7.1 may by notice in writing given to the Secretary within one calendar month from the date thereof, appeal against such decision to a General Meeting;
 - b. Such notice shall state the ground of appeal and such appeal shall be heard at a General Meeting to be held not later than one month from the giving of such notice to the Secretary;
 - c. On the hearing of any such appeal the Member who feels aggrieved shall be afforded a full opportunity of being heard.
 - d. Until the hearing of any such appeal the decision of the Committee shall have full force and effect.
 - e. The decision of the General Meeting shall be final.

ANNUAL GENERAL MEETING

- 8.1 The Association shall in each calendar year convene an Annual General Meeting of its Members.
- 8.2 The Annual General Meeting shall be held on such day as the Committee determines.
- 8.3 The Annual General Meeting shall be specified as such in the notice convening it. It shall comply with Clause 9.2 Notice of Meeting.
- 8.4 The ordinary business of the Annual General Meeting shall be:

- a. To confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - b. To receive from the Committee reports on the transactions of the Association during the last preceding financial year;
 - c. To elect Officers of the Association and the Ordinary Members of the Committee; and
 - d. To receive and consider the statement submitted by the Association in accordance with Section 30.3 of the Act.
- 8.5 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 8.6 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

GENERAL MEETING

- 9.1 *General Meetings:* Meetings of all Members may be called:
- a. By resolution of the Committee;
 - b. At the request of the Chairperson of the Association;
 - c. By the written request of not less than five Members of the Association.
- 9.2 *Notice of Meeting:* The Secretary of the Association shall, at least 14 days before the date fixed for holding a General Meeting of the Association, or at least 21 days if a special resolution has been proposed, notify all Members of the Association regarding the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 9.3 Notice may be sent:
- a) by prepaid post to the address appearing on the register of members;
 - or
 - b) if the member requests, by facsimile transmission or electronic transmission.
- 9.4 *Omission of Notice:* The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any Member shall not invalidate any proceedings or resolutions at any meeting of the Association or any Committee thereof.
- 9.5 *Chairperson of Meetings:* The Chairperson of the Association shall preside at all General Meetings. In her/his absence or if unwilling or unable to chair the meeting, a chairperson may be appointed for that meeting.

- 9.6 *Adjournment:* Members present at a meeting may agree to adjourn any meeting but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- 9.7 *Voting:* Each Member present is entitled to one vote. Resolutions other than special resolutions shall be carried by a simple majority of the Members present and voting. In the case of equality of votes the Chairperson shall have a second or casting vote.
- 9.8 *Division:* At any General Meeting a declaration by the Chairperson that a resolution has been carried or not shall be sufficient evidence of Members' voting intention unless at least 3 Members call for a poll.

When a poll is taken the number of votes in favour of and against the resolution shall be recorded.

- 9.9 *Proxy voting:* Every Member shall be entitled to one vote at every General Meeting and may appoint any other Member to vote on his or her behalf by proxy. Notices of the appointment of a proxy shall be deposited with the Secretary at the time of the meeting in respect of which the proxy is appointed.

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

Australian Group on Severe Communication Impairment Inc Inc.

I, _____, of _____ being a Member of the Australian Group on Severe Communication Impairment Incorporated hereby appoint _____ of _____ as my proxy to vote for me on my behalf at the Annual General Meeting of the Association, to be held on the _____ day of _____ 20____ and at any adjournment thereof.

My proxy is hereby authorised to vote in favour of / against the following resolutions _____.

Signed this _____ day of _____ 20____.

- 9.10 *Quorum at General Meetings:* At all General Meetings 5 Members present in person shall constitute a quorum. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting if convened by request of Members shall be dissolved. If not so convened, the meeting shall stand adjourned to the same day in the next week at the

same time and place and at such adjourned meeting those present shall form a quorum for all purposes.

- 9.11 *Minutes*: Minutes of the proceedings of every General Meeting shall be kept in a minute book, which shall be available at the Association's official address, for inspection by Members.

NATIONAL COMMITTEE

- 10.1 The affairs of the Association shall be managed by a Committee as constituted in Rule 12 which shall be elected by the Members at each Annual General Meeting.

FUNCTIONS AND POWERS

- 10.2 The Committee

- a. Shall control and manage the business and affairs of the Association;
- b. May exercise all powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Association;
- c. Shall have power to perform all such acts and things as appear to it to be necessary for the proper management of the business and affairs of the Association;
- d. May delegate any of its powers and functions, establish sub-committees and regulate its own proceedings as it determines; and
- e. May co-opt Members of the Association.

OFFICERS

- 11 The officers of the association shall be :
- a. a Chairperson,
 - b. a Secretary,
 - c. a Treasurer; and
 - d. a Public Officer (who shall be the Representative of the Victorian State Branch).

MEMBERSHIP

12.1 The Committee shall:

- a. Consist of no less than 9 Members and shall be made up as follows:
 - (i) the Officers of the Association (per Rule 11)
 - (ii) at least 5 Ordinary Members of the Committee, being Representatives of the State/Territory Branches referred to in Rule 24 (excluding Victoria, whose representative shall be the Public Officer);
 - (iii) a consumer representative – if required by the Committee;

each of whom shall be elected at the annual general meeting of the Association in each year.

- b. Not be constituted of any more than 3 Members from the same State or Territory.

TERM OF OFFICE

12.2 Members of the Committee shall hold office from the time of the declaration by the Returning Officer of their election, or from the time of the co-option, until the conclusion of the next succeeding Annual General Meeting but shall be eligible from re-election or further co-option.

CONVENING

- 13.1 The meetings of the Committee shall be convened by the Secretary.
- 13.2 The Chairperson may require the Secretary to convene a meeting of the Committee at any time; and
- 13.3 Meetings of the Committee may be convened by the Secretary on receipt of a requisition in writing signed by at least 5 Members of the Committee.

FREQUENCY OF MEETINGS

14 The Committee shall meet at least once in each calendar year.

QUORUM

15 Any 5 Members of the Committee shall constitute a quorum for the transaction of the business of a meeting of the Committee.

NOMINATION

- 16.1 Nominations for election to the Committee shall open at the time notice is given of the Annual General Meeting and shall close at the commencement of the Annual General Meeting.
- 16.2 The Committee shall give notice of the opening nominations and the name of the Returning Officer to whom they must be provided in the notice convening the Annual General Meeting. The Returning Officer shall be determined by the Committee.
- 16.3 Nominations shall be in the form as set out in the Third Schedule.

BALLOTS

- 17.1 If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and further nominations shall be received until all vacancies are filled.
- 17.2 If the number of nominations is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 17.3 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 17.4 The ballot shall be conducted in the manner determined by the By-laws.

CASUAL VACANCIES

- 18.1 The position of any Officer or Ordinary Member of the Committee becomes vacant if the Officer or Member:
 - a. dies;
 - b. declines to act;
 - c. resigns from the position by notice in writing given to the Secretary;
or
 - d. ceases to be a Member of the Association.
- 18.2 In the event of a casual vacancy the Committee may appoint another Member of the Association to fill the vacancy and the Member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

REMOVAL

- 19 A General Meeting may remove any Officer or Ordinary Member of the Committee before the expiration of their term of office and appoint another Member in their stead to hold office until the conclusion of the Annual General Meeting next following the date of appointment.

TIME, DATE AND PLACE

- 20 The Secretary shall determine the time, date and place of meetings of the Committee convened pursuant to Rule 13.

NOTICE

- 21.1 At least one week's notice of any meeting of the Committee shall be given to each Officer and Ordinary Member of that Committee by:
- a. written communication, posted or otherwise delivered to the Member's address; or
 - b. oral communication with the Member by telephone or otherwise.
- 21.2 Such notice shall specify the time, date and place of the meeting and the nature of the business to be transacted.
- 21.3 No business other than that of which notice has been given shall be transacted at the meeting unless such notice requirement is waived by a resolution of the meeting passed by an absolute majority of votes exercisable.

CHAIRPERSON

- 22 Meetings of the Committee shall be chaired by the Chairperson elected at the meeting. If the Chairperson is not present or is unwilling or unable to act, the Meetings shall be chaired by an Officer or Ordinary Member of the Committee.

VOTES

- 23.1 Each Officer or Ordinary Member of the Committee present in person at the meeting of the Committee shall have one vote.

23.2 The person chairing a meeting of the Committee shall be entitled to a deliberating but not a casting vote.

23.3 There shall be no entitlement to vote by proxy at any meeting of the Committee.

STATE BRANCHES

24 The Members of the Annual General Meeting or, between Annual General Meetings, the Committee, may approve the formation of Branches of the Association in any or all of the States or Territories of the Commonwealth of Australia ("State Branches").

FUNCTIONS AND POWERS

25.1 The State Branches shall have those powers and functions as delegated by the Members at the Annual General Meeting.

25.2 The Committee shall have power to delegate any of its functions and powers to the State Branches.

ORGANISATION

26 The structure, organisation and regulation of the business and activity of the State Branches approved pursuant to Rule 24 shall be determined by individual State Branches.

SECRETARY

27 The Secretary of the Association shall keep Minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting in books provided for that purpose together with a record of the names of persons present at Committee Meetings.

TREASURER

28.1 The Treasurer of the Association:

- a. shall collect and receive all monies due to the Association and make all payments authorised by the Association; and

- b. shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
 - c. shall prepare a financial report based on the financial reporting period.
- 28.2 The accounts and books referred to in subclause (1) shall be available for inspection by Members
- 28.3 The financial accounts of the Association are required to be audited annually based on the financial reporting period.

Funds

- 29.1 The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Committee determines.
- 29.2 a. The assets and income of the Association shall be applied solely in furtherance of the objects of the Association and no portion shall be distributed directly or indirectly to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- b. Nothing in the above sub-rule 29.2a shall prevent a Member of the Association who is also severely communication impaired from subscribing to and receiving the benefit of programs, services and other facilities provided to the severely communication impaired by the Association.

CHEQUES

- 30 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two Members of the Committee.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 31.1 These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.
- 31.2 Notwithstanding the above, the Statement of Purposes of the Association and Rules 29.2 and 34 shall not be altered unless notification of such alteration is also given to the Australian Taxation Office.

SEAL

- 32.1 The Common Seal of the Association shall be kept in the custody of the Secretary.
- 32.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of two Members of the Committee.

CUSTODY OF RECORDS

- 33 Except as otherwise provided in these Rules, the Secretary shall keep in her/his custody or under her/his control all books, documents and securities of the Association.

WINDING UP OR CANCELLATION

- 34.1 In the event of the winding up or the cancellation of the incorporation of the Association, the amount (if any) which remains after such winding up or cancellation and the satisfaction of all debts and liabilities shall be transferred to another organisation which:
- a. has objects similar to the objects of the Association;
 - b. prohibits the distribution of the income and assets of the organisation to the members of the organisation to an extent at least as great as contained in rule 29.2 of these Rules;
 - c. is income tax exempt.
- 34.2 If the Association furthers its objects such that it may amalgamate with any one or more other incorporated associations having similar objects, such other incorporated association or association(s) must have rules prohibiting the distribution of its or their assets and income to members; and must also be income tax exempt.

MEDIATION

- 35.1 The grievance procedure set out in this rule applies to disputes under these Rules between –
- a. a Member and another Member; or
 - b. a Member and the Association

- 35.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 35.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 35.4 The mediator must be –
- a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement –
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association; or
 - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 35.5 A Member of the Association can be a mediator.
- 35.6 The mediator cannot be a Member who is a party to the dispute.
- 35.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 35.8 The mediator, in conducting the mediation, must –
- a. give the parties to the mediation process every opportunity to be heard; and
 - b. allow due consideration by all parties of any written statement submitted by any part; and
 - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 35.9 The mediator must not determine the dispute.
- 35.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.