



Western Australian AIDS Council Inc.

# CONSTITUTION

As at 26 September 2014



Western Australian  
AIDS COUNCIL

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1. NAME OF ASSOCIATION

The name of the Association is the Western Australian AIDS Council (Inc.).

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2. DEFINITIONS

In these rules, unless the contrary intention appears -

**'absolute majority vote'** means -

- (a) at a general meeting, the number of votes cast by members eligible to vote that exceeds 50% by one or more votes counted. If there is an equality of votes, then the presiding person shall have a casting vote in addition to his/her deliberate vote; and
- (b) at a Board meeting, the number of deliberative votes cast by voting Board members that exceeds 50% of the total number of voting Board Members present at the meeting, however, where there is an equality of deliberative votes, the presiding person must exercise a casting vote in addition to his/her deliberative vote.

**'Board meeting'** means - meeting referred to in rule 16 (1);

**'Board member'** means - a person referred to in paragraph (a), (b), (c), (d), (e), or (f), of rule 9 (1);

**'financial year'** has the meaning given by section 3 (1) of the Act, a reference in that section to -

- (a) *'an incorporated association'* or *'the association'* being construed as a reference to the Association; and
- (b) *'the committee'* being construed as a reference to the Board.

**'general meeting'** means - a meeting convened under rule 17.

**'member'** means - a member of the Association.

**'ordinary resolution'** means - a resolution other than a special resolution;

**'People Living with HIV/AIDS'** means - the association or group as recognised by the Board of WAAC representing positive people in WA.

**'special resolution'** has the meaning given by section 24 of the Act.

**'the Act'** means - the Associations incorporation Act 1987.

**'the Association'** means - the Association referred to in rule 1.

**'the Board'** means - the Board of Management referred to in rule 9 (1).

**'the Chairperson'** means -

- (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 10, or,
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 9 (1) (a) or, if that person is unable to perform his or her functions, the Deputy Chairperson.

**'the Council'** means - the Association referred to in rule 1.

**'the Deputy Chairperson'** means - the Deputy Chairperson referred to in rule 9 (1) (b);

**'the Executive Director'** means - the person employed in the position of the Executive Director, Chief Executive Officer, or such other position with an equivalent title, of the Association from time to time.

**'the Secretary'** means - the Secretary referred to in rule 9 (1) (c).

**'the Treasurer'** means - the Treasurer referred to in rule 9 (1) (d).

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### 3. OBJECTS OF THE ASSOCIATION

(1) The objects of the Council are -

- (a) to help reduce the incidence of Human Immunodeficiency Virus (HIV) and related conditions in Western Australia;
- (b) to provide to people infected with HIV and related conditions such support and assistance, including accommodation and financial assistance, as is appropriate and within the Council's means;
- (c) to carry out and support public health education programmes aimed at reducing the risk of HIV transmission, other sexually transmitted infections and blood borne viruses;

- (d) to liaise with governments, professional bodies and community groups to ensure that the necessary medical, psychosocial and welfare services are provided to people living with HIV or at risk of contracting HIV;
- (e) to encourage and assist scientific research into the causes, prevention and cure of HIV infection and related conditions.
- (f) to represent the right of those persons living with HIV or at risk of HIV infection, against discrimination or other unreasonable treatment;
- (g) to stimulate and co-ordinate constructive community response to the problems created by HIV and related conditions, and to encourage responsible and accurate media coverage;
- (h) to encourage educational and training institutions or agencies to provide appropriate information to health, welfare and education students and workers;
  - (i) to establish an ongoing structure to finance the above aims;
  - (ii) The Council shall have power to do all such things as are necessary, incidental or conducive to the attainment of its objects;
  - (iii) The property and income of the Council shall be applied solely towards the promotion of the objects of the Council and no portion of the property or income may be paid, transferred or otherwise distributed, directly or indirectly, to members except in good faith by way of remuneration for services rendered in the promotion of those objects.

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#### 4. QUALIFICATIONS FOR MEMBERSHIP OF ASSOCIATION

- (1) Membership of the Association is available in the following classes:
  - (a) **Ordinary Membership** - available to any natural persons interested in the activities of the Council. This class of member shall have full voting rights and be eligible to hold office on the Board.
  - (b) **Volunteer Membership** - available to any natural person who signifies a willingness to undertake voluntary work for the Council. This class of member shall have full voting rights and be eligible for office on the Board.

(c) **Concessional Membership** - available to those persons who are interested in the activities of the Council but are financially incapacitated by way of being a student or pensioner, on the production of suitable identification regarding such student or pensioner status.

If a concessional member subsequently ceases to be a student or pensioner, he/she will revert to ordinary membership status, and be liable to pay ordinary membership subscription fees, at such time as subscription fees are next due to be paid under subrule 6(2).

(d) **Corporate Membership** - available to those organisations who by their natural affiliation, sponsorship or other contributions to the Council's activities, and who in the opinion of the Board, have made a major contribution to the promotion of the objectives of the Council. This class of member shall have full voting rights but shall not be eligible to hold office on the Board.

(e) **Benefactor Membership** - available to those natural persons who, by way of their financial benevolence to the council, have assisted in the promotion of the objectives of the Council. This class of member shall have full voting rights and be eligible to hold office on the Board.

(f) **Life Membership** - available to those persons, who have, in the opinion of the Board, made an outstanding contribution to the objectives of the Council over a long period of time. This class of member shall have full voting rights and be eligible to hold office on the Board.

(g) **Domestic Relationship Membership** - available to any couple that are natural persons and involved in a personal relationship. Domestic relationships shall be defined as :

(i) a **legally recognised marriage**.

(ii) a **de facto relationship** as defined by the "The Acts Amendment (Equality of Status) Act 2002".

(iii) a **personal relationship between two (2) adults** in which one person provides personal and/or financial commitment and support of a domestic nature to the material and/or emotional benefit of the other. This relationship may exist where the two adults concerned do not live under the same roof but can demonstrate the commitment and support defined above. (Taken from the *Domestic Relationships Act - A.C.T.*)

- (2) A person who wishes to become a member or a person who having ceased to be a financial member wishes to become a financial member again shall -
  - (a) apply for membership to the Board in writing -
    - (i) signed by that person and by both of the members referred to in paragraph (b); and
    - (ii) such form as the Board from time to time directs.
  - (b) be proposed by one member and seconded by another member; and,
  - (c) pay the annual subscription fee relevant to the class of membership applied for which the fee shall be refunded in the event that the application is unsuccessful.
- (3) The Board members shall consider each application made under subrule (2) at a Board meeting and shall at that Board meeting or a subsequent Board meeting accept or reject the application by absolute majority vote.
- (4) A person shall cease to be a member by:
  - (a) absolute majority vote of the Board as outlined under rule 8 (1);
  - (b) non payment of the prescribed membership fee within the prescribed period as outlined under rule 6 (3);
  - (c) death;
  - (d) resignation as outlined under rule 7 (1)

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5. REGISTER OF MEMBERS OF ASSOCIATION

- (1) The Secretary must, on behalf of the Association, cause the register of members to be kept and maintained in accordance with section 27 of the Act and that register shall be kept and maintained at the Association's premises.
- (2) The Secretary shall cause the name of the person who dies or who ceases to be a member under rule 6 (3), 7 (1) or 8 to be deleted from the register of members referred to in subrule (1).

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6. SUBSCRIPTIONS OF MEMBERS OF THE ASSOCIATION

- (1) The Board must, at the first Board meeting following the Annual General Meeting, determine the amount of subscription to be paid by each class of membership. This determination will remain in force until the first Board meeting following the next year's Annual General Meeting.
- (2) Each member shall pay the Treasurer, annually on or before the 1st July or such other date as the Board from time to time determines, the amount of subscription determined under subrule 6(1) provided that any person who has never been a financial member or who has ceased to be a financial member shall pay their subscription as provided for in rule 4 (2) (c).
- (3) Subject to subrule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subrule (2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- (4) A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under subrule (2) or within 10 minutes prior to the Annual General Meeting of Members.

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7. RESIGNATION OF MEMBERS OF ASSOCIATION

- (1) A member who delivers notice in writing of his or her resignation from the Association to the Secretary or to another Board member ceases on that delivery to be a member.
- (2) A person who ceases to be a member under subrule (1) remains liable to pay the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

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8. EXPULSION OF MEMBERS OF ASSOCIATION

- (1) If the Board considers that a member should be expelled from membership of the Association because of his or her conduct being detrimental to the interests of the Association, the Board shall communicate, 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 expulsion will be decided; and
  - (b) particulars of the conduct, not less than 30 days before the Board meeting referred to in paragraph (a).
- (2) At the Board meeting referred to in a notice communicated under subrule (1), the Board may, having afforded the member concerned reasonable opportunity to be heard by, or 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 to so expel that member, communicate that decision in writing to that member.
- (3) Subject to subrule (5), a member who is expelled under subrule (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 under subrule (2).
- (4) A member who is expelled under subrule (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 subrule (3).
- (5) When notice is given under subrule (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 subrule.

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9. BOARD OF MANAGEMENT

- (1) The affairs of the Association shall be managed exclusively by a Board of Management consisting of -
  - (a) a Chairperson;
  - (b) a Deputy Chairperson;

- (c) a Secretary;
  - (d) a Treasurer;
  - (e) four Board members selected pursuant to subrule 5 of this rule;
  - (f) an openly HIV positive representative;
  - (g) the staff member elected pursuant to rule 14; and
  - (h) the Executive Director,
- all of whom are members of the Association.

- (2) (a) A notice shall be sent to all members of the Association no later than 35 days prior to the date for the Annual General Meeting calling for nominations for the positions described in 9(1)(a)-(d) and (f).
- (b) Nominations shall be in writing addressed to the Secretary and shall be signed by the nominee, the nominator and the seconder (the nominator and the seconder must be financial members of the Association).
- (c) Nominations must be lodged with the Secretary no later than 21 days prior to the date appointed for the Annual General Meeting.
- (d) In any case where there is only one person nominated for a position described in 9(1)(a)-(d) and (f), the person duly nominated shall be declared elected.
- (e) If more than one nomination is received for a position described in 9(1)(a)-(d) and (f) an election shall be held by postal ballot as follows:-
  - (i) A returning officer shall be appointed by the Board to conduct the count of votes in the ballot.
  - (ii) (A) The ballot paper shall list candidates in the order determined by lot by the returning officer.  
  
(B) The date on which the poll closes must also be stated on the ballot paper.

- (C) The ballot paper shall also contain requisite information and directions as to the method of recording votes.
- (iii) The preferential voting system shall be used to elect the positions described in 9 (1) (a)-(d) and (f).
- (iv) The method of voting to elect positions described in 9 (1) (a)-(d) and (f) shall be the same as the preferential voting system used in the election of the Australian House of Representatives.
- (v) Only financial members shall be eligible to vote.
- (vi) Ballot papers and any information about candidates shall be posted to each financial member no later than 14 days prior to the close of the ballot. The close of the ballot shall be at 6.00pm, at the business address of the Association, two business days preceding the day of the Annual General Meeting.
- (vii) The vote of a corporate member shall be exercised by a person authorised to do so by that corporate member.
- (viii) (A) With the ballot paper there shall be sent to each member three different sized envelopes.
- (B) The largest envelope shall be addressed to the Returning Officer.
- (C) Each member shall sign their name and also write it legibly where indicated on the outside of the second largest envelope.
- (D) When the member who is voting has marked the ballot paper the member shall seal same in the smallest envelope (marked "Vote").
- (E) The smallest envelope containing the vote will be placed in the second largest envelope.
- (F) The second largest envelope shall than be place in the largest envelope and posted to the Returning Officer.
- (G) No vote shall be valid unless the second largest envelope is endorsed in the manner prescribed by subrule (C) above.

- (ix) When the envelopes containing votes are received, the Returning Officer (or such person or persons appointed by the Returning Officer) shall open the largest envelope and identify the member by the name and by such other means as the Returning Officer may consider advisable and if the votes are allowable shall then place the smallest envelope (marked "Vote") in a locked ballot box, unopened.
- (x)
  - (A) The envelope marked ("Vote") shall be opened after the close of the poll and number of votes cast for each candidate for the positions described in 9 (1) (a)-(d) and (f) shall be counted and the results recorded by the Returning Officer.
  - (B) The Returning Officer shall certify the results of the ballot and this shall be conveyed to the chairperson or other officer acting in place of the chairperson.
  - (C) The results of the ballot shall be announced at the Annual General Meeting immediately prior to the conclusion of the Annual General Meeting.
- (xi) If, in the counting of the votes in any election it is necessary to decide between two or more candidates receiving the same number of votes, the matter shall be determined by lot supervised by the Returning Officer.
  - (f) The positions described in 9 (1) (a)-(d) and (f) shall take office upon the announcement of the results of the ballot.
- (3) A person who is eligible for election or re-election under this rule may at the Annual General Meeting concerned vote for himself or herself.
- (4) When a casual vacancy within the meaning of rule 15 occurs in the membership of the positions described in 9 (1) (a)-(d) and (f):
  - (a) the Board may appoint a member to fill the vacancy; and
  - (b) a member appointed under this subrule shall:
    - (i) hold office until commencement of; and
    - (ii) be eligible for election to membership of the Board at the next following Annual General Meeting.

- (5) (a) At the next succeeding Board Meeting to the Annual General Meeting of members, the four additional Board members shall be selected by the positions described in 9(1) (a)-(d), (f) and (g).
- (b) The selected Board members shall be selected having regard to the expertise required on the Board and community representation on the Board.
- (c) In the event that a consensus is not reached as to the selected Board members they shall be selected by a secret ballot of the Board members present at such a meeting.

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10. CHAIRPERSON

- (1) Subject to this rule, the Chairperson shall preside at all general meetings and Board meetings.
- (2) In the event of the absence from -
- (a) a general meeting of -
- (i) the Chairperson or the Deputy Chairperson or both the Chairperson and the Deputy Chairperson, a member elected by other members present at the general meeting; or
- (b) a Board meeting of -
- (i) the Chairperson or the Deputy Chairperson; or both the Chairperson and the Deputy Chairperson,
- a Board member elected by the other Board members present, shall preside at the general meeting or Board meeting, as the case requires.

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11. DEPUTY CHAIRPERSON

- (1) The Deputy Chairperson must preside at all general meetings and Board meetings that he or she attends, if the Chairperson does not attend.
- (2) For the purposes of subrule (1) of this rule, the Deputy Chairperson must exercise all the Chairperson's responsibilities and may exercise the

Chairperson's powers under the Constitution that relate to the Chairperson as presiding person of the meeting.

- (3) The Deputy Chairperson must perform all of the Chairperson's powers under the Constitution in respect of:
  - (a) urgent matters, if the Chairperson is not present in the Perth metropolitan region or otherwise unable to fulfil his/her duties; and
  - (b)
    - (i) routine matters, if the Chairperson is not or will not be present in the Perth metropolitan region for a period greater than or equal to a period of 20 business day or
    - (ii) otherwise unable to fulfil his/her duties for a period greater than or equal to a period of 20 business days.
- (4) For the purposes of subrule (3) of this rule, it is for the Board to determine whether a matter is urgent or routine.

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12. SECRETARY

- (1) The Secretary shall -
  - (a) be responsible for the co-ordination of the correspondence of the Association;
  - (b) cause full and correct minutes of the proceedings of the Board and of the Association to be kept;
  - (c) cause the Association to comply with -
    - (i) section 27 of the Act in respect of the register of members of the Association;
    - (ii) section 28 of the Act in respect of the rules of the Association; and
    - (iii) section 29 of the Act in respect of the record of office holders, and any trustees, of the Association.
  - (d) be responsible for the safe custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those described in rule 13, at the Association's premises; and

- (e) perform such duties as are imposed by these rules on the Secretary (which may be performed by the Secretary by causing the Association to carry out the activities required to satisfy those duties).

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### 13. TREASURER

The Treasurer shall –

- (1) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and shall cause receipts to be issued for those moneys in the name of the Association;
- (2) cause all moneys referred to in paragraph (1) to be paid into such account or accounts of the Association as the Board may from time to time direct;
- (3) cause all cheques and withdrawal vouchers to be signed, and electronic transactions authorised, in accordance with rule 22;
- (4) cause the Association to comply with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (5) whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet, financial statement or budget in accordance with that direction;
- (6) be responsible for the safe custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (4) and (5), at the Association's premises; and
- (7) perform such other duties as are imposed by these rules on the Treasurer (which may be performed by the Treasurer by causing the Association to carry out the activities required to satisfy those duties).

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### 14. HIV POSITIVE REPRESENTATIVE

- (1) The HIV Positive Representative shall:
  - (a) be elected by the membership;
  - (b) liaise with the HIV Positive Community and regularly report to the Board on their concerns (if any);
  - (c) assist the Board in its deliberations by providing a HIV Positive perspective;

- (d) keep all Board deliberations confidential unless expressly authorised not to;
- (e) avoid and/or disclose any potential conflict of interest;
- (f) serve on a Board Sub-Committee if directed by the Board.

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15. STAFF MEMBER OF BOARD

- (1) The staff member of the Board shall be elected by employees of the Association;
- (2) Nominations for the position of staff member shall be advertised at the commencement of the working week two weeks prior to the Annual General Meeting, and shall close at the end of that week;
- (3) If more than one nomination is received, a secret ballot will be conducted by the Business Manager prior to the Annual General Meeting;
- (4) The staff member will hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting thereafter;
- (5) A casual vacancy in the office of staff member shall occur, in addition to the circumstances set out in rule 16(3), upon the staff member ceasing to be employed by the Association;
- (6) Notwithstanding subrule 9(4)(a) where a casual vacancy occurs in the office of staff member, the vacancy shall be filled by an election conducted within four weeks of the vacancy occurring. A person elected to fill such a vacancy shall hold that office for the balance only of his/her predecessor's term;
- (7) The position of staff member on the Board will be an advisory role only. This position will not carry an entitlement to vote at Board meetings.

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16. CASUAL VACANCIES IN MEMBERSHIP OF THE BOARD

- (1) A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member -
  - (a) dies;
  - (b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Deputy Chairperson;

- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill health;
- (e) is absent for more than -
  - (i) 3 consecutive Board meetings; or
  - (ii) 3 Board meetings in the same financial year, of which he or she has received notice, without tendering an apology to the person presiding at each of those Board meetings.
- (f) ceases to be a member of the Association;
- (g) has his or her position declared vacant by an absolute majority vote of a general meeting called for that purpose. A person whose position is declared vacant shall be so notified in writing.

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17. PROCEEDINGS OF THE BOARD

- (1) Subject to subrule (2), the Board shall meet together for the dispatch of business on the basis of -
  - (a) full board meetings for policy decisions and general business no less than 6 times per year. The time between full Board meetings must not exceed 93 days;
  - (b) meetings of the Board which may be called by the Chairperson at any time.
- (2) The first Board meeting after the Annual General meeting of members shall always be a full board meeting to comply with rule 9 (5).
- (3) Subject to subrule (4), each Board member, other than the Executive Director and the staff member elected pursuant to rule 14, has a deliberative vote.
- (4) Where a person holds more than one entitlement to Board membership, that person shall exercise one vote only.
- (5) A question arising at a Board meeting shall be decided by an absolute majority vote of those board members present.
- (6) The quorum for a Board meeting, shall be calculated by dividing the number of filled positions by two and taking the next highest whole number.

- (7) 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.
- (8) A Board member having any direct or indirect pecuniary interest, as referred to in section 21 and 22 of the Act, shall comply with that section.
- (9) No defect in the election of any member of the Board shall invalidate any act or decision made by the Board or a member thereof.

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18. GENERAL MEETINGS

- (1) The Board -
  - (a) may at any time convene a special general meeting;
  - (b) shall convene the Annual General Meeting before the end of September each year, being a meeting convened within the time limits provided for the holding of Annual General Meetings by section 23 of the Act; and
  - (c) shall, within 30 days of
    - (i) receiving a request in writing to do so from not less than 10 members, convene a special general meeting for the purpose specified in that request; or
    - (ii) the Secretary receiving a notice under rule 8 (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 subrule (1) (c) (i) shall -
  - (a) state in that request in the form of a motion the purpose for which the special general meeting concerned is required; and
  - (b) all sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to -
  - (a) in subrule (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 subrule (1) (c) (i), 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 subrule (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 reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule (8), the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under subrule (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, after the usual receiving of apologies and reading of the minutes of the previous general meeting and dealing with any matters arising from those minutes, is -
  - (a) first, consideration of the Chairperson's Report;
  - (b) second, consideration of the Treasurer's Report;
  - (c) third, the election of the Board positions under Rule 9;
  - (d) fourth, consideration of any motions on notice; and
  - (e) fifth, any other business requiring consideration by the Association in a general meeting, which may lawfully be brought before that 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 Secretary may give notice under subrules (5) or (8) by -
  - (a) serving it on a member personally; or
  - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.

- (10) When a notice is sent by post under subrule (9) (b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- (11) A general meeting of members may reverse a decision of the Board by an absolute majority vote of a meeting called for that purpose. Where the Board's decision is so reversed, the Board shall be so notified in writing by the chairperson of the relevant meeting.

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19. QUORUM IN PROCEEDINGS AT GENERAL MEETINGS

- (1) At a general meeting fifty (50) financial members or twenty five percentage (25%) of all financial members, whichever is the lesser, being present in person or by proxy constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 17 (4) or (7) -
  - (a) as a result of a request or notice referred to in rule 17 (1) (c) or as the result of an 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 subrule (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 17 of the adjourned general meeting as if that general meeting was 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 the fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by 3 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 subrule (9) in respect of an ordinary resolution, a declaration by the Chairperson of a result of the poll is evidence of the matter so declared.
- (11) A poll demanded under subrule (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.

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## 20. 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 entered within 30 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 a Board meeting under subrule (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 the subrule called 'the meeting') was duly convened and held;

- (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and,
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

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21. VOTING RIGHTS OF MEMBERS OF ASSOCIATION

- (1) Subject to these rules, and in particular rule 4 (1), each 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 subrule (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; and
  - (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under subrule (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 the general meeting.

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22. 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 proxy of the appointing member and to attend and vote on behalf of the appointing member at any general meeting.

In relation to the financial affairs of the association, the following rules shall apply -

- (1) Income and Expenditure statements shall be fully tabulated according to acceptable accounting standards.
- (2) The financial period commencing 1 May 1990 shall conclude on 30 June 1991 and thereafter the financial year shall run from 1 July of any calendar year to 30 June on the next calendar year conclusive.
- (3) (a) Subject to subrules (3)(b) & (3)(c) of this rule, all cheques and withdrawal vouchers must be signed, or electronic transactions authorised by, any two members of the Board.  
  
(b) The Board may delegate the authority to sign cheques and withdrawal vouchers, or to authorise electronic transactions, to any officer or employee of the Association.  
  
(c) A delegation of authority under subrule (3)(b) of this rule may be made:
  - (i) for a specified period or without specifying a period; and
  - (ii) on the terms and subject to any restrictions the Board decides.
- (4) The Board may from time to time determine the maximum amount of petty cash which may be expended without prior authorisation.
- (5) Payments other than payments from petty cash must be authorised by the Board, either by specific resolution of the Board or under the terms of a general written delegation of financial authority made by the Board specifying the type of routine payments which may be made without reference to it.
- (6) A general written delegation of financial authority under subrule (5) of this rule may be made:
  - (a) for a specified period or without specifying a period; and
  - (b) on the terms and subject to any restrictions the Board decides.

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#### 24. APPOINTMENT OF AUDITOR

A registered Auditor shall be recommended by the Board to the Annual General Meeting for the financial year in which the AGM is held.

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#### 25. INDEMNIFICATION OF CERTAIN MEMBERS

All members who are employees, voluntary workers or members of the Board shall be indemnified by the Council against all actions, suits, claims, demands, costs, damages and expenses which any such member may incur or be liable to by reason of any contract entered into, or any act or deed done by him or her in the proper discharge of his or her duties, or in any way relating thereto, except such as may happen through his or her own wilful act or default.

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#### 26. RULES OF ASSOCIATION

- (1) The Association may, subject to the procedures set out in sections 17, 18 and 19 of the Act, alter or rescind these rules, or make rules additional to these rules, in the following manner -
  - (a) any member may propose in writing to the Board an amendment to the Constitution and, if approved by an absolute majority vote of the Board, shall be submitted to the next general meeting of members;
  - (b) amendments to this Constitution must be by way of a special resolution at a general meeting, provided that the amendment is not altered in any way;
  - (c) proposals for amendment to the Constitution must be circulated to all financial members at least twenty eight (28) days prior to the general meeting called to consider such amendment.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.
- (3) Rules supplementary to this Constitution may be made, amended, or repealed by absolute majority vote of the Board.

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## 27. 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 express authority of the Board and every use of the common seal shall be recorded in the minute book referred to in rule 19.
- (3) The affixing of the common seal of the Association shall be witnessed by any two members of the Board outlined in 9 (1) (a)-(d).
- (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.

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## 27A. EXECUTION OF DOCUMENTS

- (1) A contract or other document which, if made by a natural person or between natural persons, would be required to be in writing under seal (including deeds) may only be executed by the Association under its common seal, affixed and witnessed in accordance with rule 26.
- (2) The Association may execute any contract or other document (other than a contract or document referred to in subrule (1) of this rule) without using its common seal if it is signed on behalf of the Association by any two members of the Board outlined in rule 9 (1) (a)-(d) or by any officer or employee of the Association authorised by the Board in accordance with subrule (3) of this rule.
- (3) The Board may authorise any officer or employee of the Association to sign contracts or other documents (other than contracts or documents referred to in subrule (1) of this rule) on behalf of the Association.
- (4) An authorisation made by the Board under subrule (3) of this rule may be made:
  - (i) for a specified period or without specifying a period; and
  - (ii) on the terms and subject to any restrictions the Board decides.

- (5) The Executive Director must prepare and present at each Board Meeting a report detailing any contracts or documents signed by an officer or employee of the Association under an authorisation made by the Board under subrule (3) of this rule during the period between the preparation of the report for the Board Meeting and the preparation of the report for the previous Board Meeting.

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#### 28. INSPECTION OF RECORDS, ETC OF ASSOCIATION

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

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#### 29. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOC.

- (1) The Association, if solvent, may be voluntarily wound up at any time by a special resolution of the membership at a general meeting called for that purpose.
- (2) If, on 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 must be distributed:
  - (a) to another association incorporated under the Act; or
  - (b) for charitable purposes.
- (3) The members will determine by resolution which association or purposes referred to in subrules 2(a) & (b) of this rule will receive the surplus property 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.

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#### 30. NON-DISCRIMINATORY BASIS

The services and facilities of the Association shall not be provided in a manner which discriminates against a person by way of any irrelevant criterion such as gender,

sexual preference, age, race, creed, physical or intellectual disability, nor shall such irrelevant criteria be used in determining membership or suitability for employment.

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### 31. CONFIDENTIALITY

Due to the nature of the activities of the Council, members in a position of responsibility may from time to time become aware of the identity, names and/or addresses of those persons who have been tested as HIV antibody positive and therefore –

- (1) such members shall be required to sign confidentiality statements prior to commencing duties;
- (2) any breach of confidentiality shall, if proven, lead to-
  - (a) an automatic termination from the position of responsibility held; and,
  - (b) subject to rule 8, automatic expulsion from membership of the Association.