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**CONSTITUTION AND RULES**

**AUSTRALASIAN SOCIETY FOR THE STUDY OF  
INTELLECTUAL DISABILITY (INC)  
[ABN 41 000 865 823]**

**JUNE 2007.**

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## CONSTITUTION AND RULES

### 1. NAME

The Name of the Association shall be “Australasian Society for the Study of Intellectual Disability (Inc)”.

### 2. OBJECTS

The objects for which the Association is established are:-

1. to promote the rights, development and well being of people with intellectual disability.
2. to promote the research and understanding of intellectual disability.
3. to bring together people who have an interest in the field of intellectual disability.
4. to promote high ethical standards of practice in the field of intellectual disability.
5. to promote communication via conferences, special interest groups, symposia, workshops and other professional development activities.
6. to promote research, scholarship and the dissemination of information about intellectual disability through appropriate publications and networks.

### 3. POWERS

The Association shall have the following powers:-

- (a) to borrow, raise money or undertake any fund raising activity for the purpose of carrying on or furthering the objects of the Association in such a manner as the Association shall think fit;
- (b) to employ such staff or agencies as are necessary to carry out any of the objects of the Association;
- (c) to purchase, take on, lease or in exchange, hire and otherwise acquire any real or personal property and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in conjunction with any of the objects of the Association and to sell, improve, lease, manage, dispose of and otherwise deal with all or any part of such property rights and privileges;
- (d) to take any gift of property, whether subject to any special trust or not for any one or more of the objects of the Association. Provided that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall duly deal with the same in such manner as is allowed by law having regard to such trusts;

- (e) to enter into any contract or other arrangement with any government or non-government body, Federal, State, municipal or otherwise that may seem conducive to the Association's objects or any of them and to obtain from any such government or non-government body any rights, privileges and concessions which the Association may think desirable and to carry out, exercise and comply with any such arrangements, right, privileges and concessions;
- (f) to invest and deal with the money of the Association not immediately required in such manner as the Board thinks fit and may be permitted by law for the investment of trust funds;
- (g) subject to these Rules to impose and collect from any Member subscriptions, funds and levies or other moneys, for the purpose of carrying out or furthering the objects of the Association and to apply the same for that purpose;
- (h) to raise, by public or private subscriptions, appeals, entertainments or otherwise, funds which shall be used for or in furtherance of any one or more of the objects of the Association;
- (i) to expend funds for the purpose of carrying out all or any of the objects of the Association;
- (j) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bank bills, warrants and other negotiable instruments;
- (k) from time to time to advertise and promote the existence and purpose of the Association;
- (l) to issue such publications or disseminate and publicise such information and generally to do all acts and things which the Association shall think desirable in the interest and welfare of Members of the Association;
- (m) to do all such lawful acts and things as are incidental and/or conducive to the attainment of the objects of the Association;

#### 4. MEMBERSHIP

- 4.1 Membership of the Australasian Association shall consist of each Regional Association.
- 4.2 Each Regional Association shall be represented by three delegates nominated or appointed by each Regional Association, or their proxy.
- 4.3 (a) Subject to these Rules the entrance fee and annual subscriptions of the members of each Regional Association shall be determined by the Board and collected from each member of each Regional Association

- (b) The annual subscription shall include an amount to be determined by the Board set aside for Publication Subscriptions, which shall be separately accounted for in the annual balance sheet.
  - (c) The Board shall return to each Regional Association such per capita payment as determined by the Board based on the annual subscriptions received by the Board.
- 4.4 All annual subscriptions shall become due and payable in advance on the first day of July each year.
- 4.5 Any new member of a Regional Association shall pay the annual subscription before being admitted as a member of a Regional Association and the Australasian Registrar will apply on a quarterly pro rata basis such balance as represents the unused portion of the previous year's subscription against the following annual subscription.
- 4.6 Members shall comply with all the Rules of the Association for the time being and any alterations and additions thereto and any Rules or by-laws made thereunder.
- 4.7 No Member shall assign or transfer any of the rights privileges or benefits of Membership; such right privileges or benefits being personal to each Regional Association.

## 5. REGISTER OR MEMBERS

5.1 The Board shall cause to be kept a register of:

- (i) Regional Members of the Association; and
- (ii) members of each Regional Association

and the A.S.S.I.D. Registrar shall enter therein the following particulars:-

- (a) the name and address of each Regional Member of the Association and each member of each Regional Association and any changes therein;
- (b) the date on which the name of such members of the Association and of each Regional Association was entered in the register;
- (c) The names of each Regional A.S.S.I.D. office bearer
- (d) the date upon which each Member of the Association and each member of each Regional Association ceases to be a Member

## 5.2 INSPECTION OF RECORDS

A Regional Member may at any reasonable time inspect without charge the books documents records registers and securities of the Association.

## 5.3 REGISTER OF BOARD MEMBERS

Subject to the Act the Board shall cause to be kept a register of the Board Members and the A.S.S.I.D. Secretary shall enter therein the following particulars:-

- (a) the name and residential or postal address of each Board Member and any changes therein;
- (b) the office held by each Board Member;
- (c) the persons authorised to use the Common Seal of the Association;
- (d) the name and residential or postal address of any person or persons who are appointed or act as trustees on behalf of the Associations.

## 6. NO PARTNERSHIP

Members of the Association are not partners and are not liable in any way to each other except as provided in these Rules.

## 7. CESSATION OF MEMBERSHIP

7.1 If the annual subscription of a member of a Regional Association or any other fees or levies payable by him or her shall remain unpaid for a period of THREE (3) calendar months after such sums become due then such member, after notice of the default shall have been sent to him or her by the Australasian Registrar, may be expelled by the Australasian Registrar.

- 7.2 (a) If any Regional Members shall wilfully refuse or neglect to comply with the provisions of these Rules or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Association the Board shall have power by resolution to censure, fine, suspend or expel the Regional Member from the Association.
- (b) Any resolution to censure, fine, suspend or expel a Regional Member may only be passed by a majority or two-thirds of the vote of Regional Members.
- (c) At least twenty eight (28) days before the meeting of the Board at which such a resolution is to be considered the Regional Member shall be given notice of such meeting and of what is alleged against them and they shall at such meeting and before the passing of any resolution be given the opportunity of giving an oral or written explanation or defence.

## 8. GENERAL MEETINGS

8.1 The Board must convene the Annual General Meeting within the time limits provided for the holding of Annual General Meetings by the Act. All other General Meetings shall be called Extraordinary General Meetings.

- 8.2 (a) The Board may whenever it thinks fit and it shall upon a requisition made in writing by not less than SEVEN (7) Delegates convene an Extraordinary General Meeting .
- (b) Any such requisition shall specify the purposes of the meeting required and shall be signed by the Board Members making the same and shall be handed to the Australasian Secretary. It may consist of several documents in like form each signed by one or more of the requisitioning Board Members. The meeting shall be convened for the purposes specified in the requisition and if convened otherwise than by the Board for the purposes specified only.
- (c) The Board shall convene an Extraordinary General Meeting to be held within twenty eight (28) days after the delivering of the requisitions to the Australasian Secretary or a decision being made by the Board to convene such meeting.
- 8.3 (a) At least fourteen (14) clear days before every Annual General Meeting or Extraordinary General Meeting the Australasian Secretary shall give to each Regional Member notice in writing of the General Meeting and such notice shall specify the place and date and the hour of the meeting and in case of special business the general nature of such business shall be specified.
- (b) The non-receipt of such notice by any Regional Member shall not invalidate the proceedings of any General Meeting or Extraordinary General Meeting.
- 8.4 If all Regional Members entitled to attend and vote at any General Meeting so agree a resolution may be proposed and passed at such General Meeting even if shorter notice than provided in this clause shall have been given.
- 8.5 It is not necessary for a notice of the Annual General Meeting to state that the business to be transacted at the Annual General Meeting includes confirming of the minutes of the previous Annual General Meeting the consideration of accounts and auditors and the election of Board Members in the place of those retiring.

## 9. PROCEEDINGS AT GENERAL MEETING

- 9.1 The business at the Annual General Meeting shall be to:-
- (a) receive and consider the statement of the accounts for the year ended on the 30<sup>th</sup> day of June immediately preceding the date of the meeting;
- (b) receive a report from each Office Bearer on the activities of the Association in the preceding year;
- (c) receive the report of the Auditor(s);
- (d) ratify the delegates of each Regional Member for the ensuing year;
- (e) fix the annual subscription entrance fee or other administrative levies of the Regional Associations; and to

- (f) transact any other business which ought to be transacted at a General Meeting;
  - (g) elect the Office Bearers prescribed in Rule 11.2
- 9.2 All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special and subject to notice as provided Rule 8.3
- 9.3 (a) No business shall be transacted at any General Meeting unless a quorum of Delegates is present at the time when the General Meeting proceeds to business. Save as herein otherwise provided, SEVEN (7) Delegates entitled to vote present representing at least THREE (3) Regional Members shall be a quorum.
- (b) If a quorum is not present within half an hour of the time appointed for the General Meeting –
- (i) the meeting stands adjourned to such days and at such time and place as the Australasian President determines or, if no determination is made by the Australasian President, to the same day in the next week at the same time and place; and
  - (ii) If at the adjourned General Meeting a quorum is not present within half an hour from the time appointed the General Meeting shall be dissolved.
- (c) For the purpose of determining whether a quorum is present a person attending as a proxy (whether he/she is a delegate in his/her own right or not) shall be counted as a separate delegate for each proxy provided –
- (i) no person shall hold more than TWO (2) proxy votes;
  - (ii) the total number of Delegates present shall not be less than TWO (2)
- 9.4 (a) If the Board has elected one of their number as A.S.S.I.D. President he or she should preside as Chair at every General Meeting.
- (b) Where a General Meeting is held and –
- (i) a A.S.S.I.D. President has not been elected as provided by Rule 9.4(a); or
  - (ii) the A.S.S.I.D. President is not present within 15 minutes after the time appointed for the holding of the meeting or he or she is unwilling to so act, the Australasian Vice President shall be Chair.
- (c) If the A.S.S.I.D. Vice President has not been elected or is not present within 20 minutes after the time appointed for the holding of the meeting or he or she is unwilling so to act, the Board Members present shall elect one of their number to be Chair of the General Meeting.

- 9.5 (a) The Chair may, with consent of any General Meeting at which quorum is present (and shall if so directed by the General Meeting) adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- (b) When a General Meeting is adjourned TWENTY EIGHT (28) days or more notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at any adjourned meeting.

## 10. VOTES OF MEMBERS

- 10.1 (a) Save and except as provided in these Rules at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of the Board Members unless a poll is demanded before or on the declaration of the show of hands or verbal affirmation:
- (i) by the Chair; or
- (ii) by at least THREE (3) Board members present or by proxy.
- (b) Unless a poll is so demanded a declaration by the Chair that a resolution has on a show of hands or verbal affirmation been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of that fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- (c) the demand for a poll may be withdrawn.
- 10.2 (a) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and subject to Rule 10.2(b) the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.
- 10.3 In the case of an equality of votes, whether on a show of hands or verbal affirmation or on a poll, the vote shall be deemed lost.
- 10.4 (a) At General Meetings only Regional Members are entitled to vote by their delegates; and
- (b) Any references to a Member's vote or a vote of a Member shall mean a vote of the Delegates of the Member present in person or by proxy treated as one vote and where the Delegates are divided on a vote the majority vote of those Delegates of the Regional Member present or by proxy shall be deemed to represent the vote of the Regional Member. Where the Delegates

of a Regional Member are equally divided the vote from that Regional Member shall be deemed to be an abstention; and

- 10.5 (a) The instrument appointing a proxy shall be in writing under seal of the relevant Regional Association.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (c) A Regional Member shall be entitled to instruct its proxy to vote in favour of or against any proposed resolution, but unless so instructed the proxy may vote as he or she thinks fit.
- 10.6 Where it is desired to accord a Member an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.

**Australasian Society for the Study of the Intellectual Disability (Inc)**

ASSID (Regional) being a Member of the abovenamed Association, hereby appoint

or failing her/her, \_\_\_\_\_ of

as its proxy in place of \_\_\_\_\_ (name of Delegate) to vote on behalf of ASSID (Initial of relevant Regional Associate) at the General Meeting of the Association or meeting of the Board to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_ and at any adjournment thereof.

This \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

The Common Seal of the \_\_\_\_\_ )  
[Name of relevant Regional Association] \_\_\_\_\_ )  
was hereunto affixed in by the authority \_\_\_\_\_ )  
of the Council and in the presence of: \_\_\_\_\_ )

Signatory:

Signatory:

- This form is to be used \*in favour of/\* against the resolution; or
- This form is to be used as a general proxy at the above meeting.
- Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he or she thinks fit).

- 10.7 The instrument appointing a proxy, shall be deposited with such Office Bearer of the Association or at such place as is specified for that purpose in the notice convening the meeting, not less than TWENTY FOUR (24) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than TWENTY FOUR

(24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall be treated as invalid.

10.8 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the revocation of the instrument or of the authority under which the instrument was executed, if no formal notification in writing of such revocation as aforesaid has been received by the Australasian Secretary before the commencement of the General Meeting or adjourned meeting at which the instrument is used.

## 11. Board of Management and Office Bearers

11.1 All Delegates shall retire at each Annual General Meeting but subject to these Rules shall be eligible for re-appointment as a Delegate by the respective Member.

11.2 Office Bearers of the Association shall be as follows:-

(a) A.S.S.I.D. President

(b) A.S.S.I.D. Vice President

(c) A.S.S.I.D. Secretary

(i) the Public Officer shall be the Secretary unless otherwise nominated by the Board.

(d) A.S.S.I.D. Treasurer

(e) A.S.S.I.D. Registrar

(f) Journal Editor

(g) Magazine Editor

(h) Immediate Past President

11.3 (a) The Board shall consist of the Delegates, the Journal Editor, the Magazine Editor, and the immediate Past President, (who may or may not hold a co-existing role as a regional delegate)

(b) The Members may by ordinary resolution in General Meeting increase or reduce the number of Board Members.

11.4 Unless the Board determines otherwise the Board shall nominate or appoint the following positions

11.4.a. for a term of three (3) years the Journal Editor, and the Magazine Editor who must be a member of a Regional Association for the duration of their appointment.

11.4.b for a term of one year, the Immediate Past President. The appointee may hold a co-existing position as regional delegate or sit as a co-

opted member of the Board in their own right. However in any instance, they shall exercise one vote.

To be eligible for the initial appointment the person must have retired as President of the Board at the end of the preceding year and continue to hold membership of the Association. The appointee remains eligible for re-appointment as Immediate Past President for one (1) additional term, and so long as they remain a member of a regional association for the duration of the appointment.

A person will not be eligible for appointment to the position of Immediate Past President if their retirement as President was subject to cessation of membership under section 7 of the Constitution, a motion of impeachment at a General Meeting, or Extraordinary General Meeting under section 8 of the Constitution or the vacation of their position under any of the provisions of section 11.8 of the Constitution.

- 11.5 Subject to Rule 11.3 if a casual vacancy of a Delegate occurs then that Regional Association shall have power at any time, and from time to time, to appoint any person to the Board to fill the casual vacancy. Any Board Member so appointed shall hold office only until the next Annual General Meeting.
- 11.6 The Board shall have power at any time, and from time to time, to appoint any person to the Board to fill any casual vacancy of Journal Editor or Magazine Editor.
- 11.7 The Board Members may by ordinary resolution remove any Office Bearer before the expiration of his or her period of office, and may, by an ordinary resolution, appoint another person in his or her stead. The person so appointed shall hold office until the next Annual General Meeting but subject to these Rules shall be eligible for re-election.
- 11.8 In addition to the circumstances set out in the Act, a position of a Board Member shall become vacant if the Board Member
  - (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (b) resigns his or her office by notice in writing to the Association;
  - (c) fails to be present at THREE (3) consecutive meetings without the permission of the Board;
  - (d) holds any office of profit under the Association;
  - (e) ceases to be a member of a Regional Association; or
- 11.9 In the event that the A.S.S.I.D President shall not serve out his or her full term the A.S.S.I.D Vice President shall succeed to the unexpired remainder thereof. In the event that any other officer shall be unable to serve his or her term, the A.S.S.I.D. President shall appoint an interim successor until the next meeting of the Board. Any contingency resulting from the vacating of an office, which is not otherwise included in this paragraph, shall be dealt with by the Board.

- 11.10 Subject to the Act, no Board Member shall be disqualified by his or her office from contracting with the Association either as Vendor Purchaser or otherwise, nor shall any such contract or arrangement entered into, by or on behalf of the Association, with any corporation or partnership of, or in which, any Board Member shall be a member or otherwise interested, be avoided nor shall any Board Member so contracting or interested, be liable to account to the Association for any profit realised by any such contract or arrangement by reason only of such Board Member holding that office and of the fiduciary relation thereby established.
- 11.11 Subject to these Rules, the Board shall, from time to time, determine the rate payable with respect to out-of-pocket expenses incurred by Board Members on Association business so long as that rate is calculated not to exceed the likely out-of-pocket expenses of the Board Members

## 12. POWERS AND DUTIES OF BOARD

- 12.1 The business of the Association shall be managed by the Board who may pay all the expenses incurred in incorporating the Association and may exercise all such powers of the Association as are not, by the Act or by these Rules, required to be exercised by the Association in General Meeting.
- 12.2 The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its security for any debt, liability or obligation of the Association.
- 12.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Board Members or in such other manner as the Board from time to time determines.
- 12.4 The Board shall cause minutes to be made:
- (a) of all appointments of Office Bearers and employees;
  - (b) of the names of Board Members present at all meetings of the Board; and
  - (c) of all proceedings at all meetings of the Board.

Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next meeting.

- 12.5 All minutes shall be kept at the principal office of the Association but if the Association does not have an office then the minutes shall be kept by the Australasian Secretary for the time being.

## 13. PROCEEDINGS OF BOARD

- 13.1 The Board may meet together, in person, teleconference or via electronic means, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

The A.S.S.I.D Secretary shall at the request of SEVEN (7) Delegates representing at least THREE (3) Regional Members or on the requisition of the Board summon a meeting of the Board.

- 13.2 (a) Subject to these Rules questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board Members shall for all purposes be deemed a determination of the Board.
- (b) Where prior to a meeting of the Board notice of a motion or resolution intended to be moved at such meeting has been forwarded to the Board Members if any such Board Member shall for any reason be unable to attend such meeting a proxy form or a paper duly signed by the Board Member setting out the terms of the resolution and stating that such Board Member votes for or against such resolution. Such vote shall be as effective as if the Board Member had voted in person on such resolution.
- (c) The fact that such Board Member has voted in writing shall be recorded in the minutes of the meeting.
- 13.3 (a) The quorum necessary for the transaction of the business of the Board shall be TEN (10) Board Members present in person or such greater or lesser number as may be fixed by the Board from time to time.
- (b) The continuing Board Members may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Board, the continuing Board Members may act for the purpose of increasing the number of Board Members to that number or for summoning a General Meeting of the Association, but for no other purpose.
- (c) The A.S.S.I.D President shall preside as Chair of every meeting of the Board or if there is no A.S.S.I.D. President, or if at any Board Meeting of the A.S.S.I.D. President is not present within ten minutes after the time appointed for holding the meeting, the A.S.S.I.D. Vice President shall be Chair or if the A.S.S.I.D. Vice President is not present at the meeting then the Board Members may choose one of their number to be Chair of the Board meeting.
- 13.4 (a) All acts done by any meeting of the Board or of a committee or by any person acting as a member of a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment or disqualification of any such person or members of committee, be as valid as if every such person has been duly appointed and was qualified to be a Board Member or committee member as the case may be
- (b) A resolution in writing signed by all the Board Members for the time being entitled to receive a notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like

form, each signed by one or more Board Members. The documents constituting such resolution shall be placed in the book containing the minutes of proceedings of the Board.

- 13.5 The Board may delegate any of its powers (not being duties imposed on the Board by the Act or the general law) to committees consisting of such Regional Member or members of Regional Associations or Board Members, as they think fit. In addition, the Board may form committees to act in an advisory capacity only. Any committee so formed shall conform to any directions that may be imposed by Board and subject thereto shall have the power to co-opt any Regional Member or members of a Regional Association or Board Member.
- 13.6 A Board Member shall not vote in respect of any contract or proposed contract with the Association in which he or she is interested, or any matter arising thereout, and if he or she does so vote this vote shall not be counted.

14. COMMON SEAL

- (a) The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a sub-committee or Board Members authorised by the Board in that behalf.
- (b) Every instrument to which the seal is affixed shall be signed by a Delegate and shall be countersigned by the Australasian Secretary or by a second Delegate or by some other person appointed by the Board for that purpose.

15. ALTERATIONS TO RULES

The Association may by a Special Resolution:-

- (a) Amend, alter or add to this Constitution;
- (b) repeal this Constitution and adopt a new Constitution;

where Board Members have consulted with the regional membership through a General Meeting, and the notice of such General Meeting shall contain a text of the proposed change or may refer to and annex a full draft of the proposed change and any such change and amendment shall be subject to any approval required under the Act and from the Minister.

16. AUDIT

- 16.1 The Association may at any Annual General Meeting appoint ONE (1) or more Auditors to hold office for the ensuing year.
- 16.2 No Board Member or member of any Regional Association shall be eligible for appointment as Auditor.

16.3 The Auditor or Auditors of the Association shall have a right of access at all reasonable times to the books and all accounts and vouchers of the Association and shall be entitled to require from the Office Bearers such information and explanation as may be necessary for the performing of the duties of such Auditor or Auditors.

17. ACCOUNTS

17.1 The Board shall cause true accounts to be kept:-

- (a) of all sums of money received and expenses incurred by the Association and the matters in respect of which such receipt and expenditure took place;
- (b) of the assets and liabilities of the Association.

at the principal office of the Association and if the Association does not have an office then with the A.S.S.I.D. Treasurer for the time being

17.2 At the Annual General Meeting in every year there shall be placed before the Regional Members of the Association an audited account of revenue and expenditure made up to the 30<sup>th</sup> day of June immediately preceding the meeting and a balance sheet as at that date containing an audited summary of the assets and liabilities of the Association arranged in accordance with normal accounting practices.

18. NON-PROFIT CHARACTER OF ASSOCIATION

18.1 The property and income of the Association shall be applied solely and exclusively towards the promotion of the objects and purposes and no part of that property or income may be paid or otherwise distributed directly or indirectly by way of pecuniary profit dividend or bonus to a member of a Regional Association. The Association is not formed for the purpose of trading or securing pecuniary profit for the members of Regional Associations.

18.2 Notwithstanding the provisions of Rule 18.1 the Board may make a payment in good faith to a member of any Regional Association by way of remuneration to that member for a service rendered by or property acquired from that member in a special or private capacity and may make payment to a member of a Regional Association of interest on money borrowed from that member.

19. DISSOLUTION OF THE ASSOCIATION

19.1 The Association may be wound up by a Special Resolution.

19.2 If upon winding up of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst members or former members of the regional associations, but shall be given or transferred :

(i) to another association incorporated under the Act which has similar objects; or

(ii) for charitable purposes

which association or purposes, as the case requires, shall be determined by resolution of the Regional Members.

## 20. NOTICES

A notice may be given by the Association to any Regional Member by sending it by post to the Regional Association's registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

(a) Notice of every General Meeting shall be given in any manner authorised by these Rules to every Regional Member.

(b) No other person shall be entitled to receive notices of General Meetings.

## 21. INDEMNITY

21.1 Every Board Member and other office or employee for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of negligence default breach of duty or breach of trust.

21.2 No Office Bearer, Board Member or other officer or employee of the time being of the Association shall be liable for the acts neglects or defaults of any other Office Bearer, Board Member or other officer for the time being the Association or employee or for the joining in any receipts or other act of conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on account of the Association or for the insufficiency or deficiency of any securities in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any moneys securities or effects shall be deposited or for any other loss damage or misfortune whatever which shall happen in the execution of his or her duties or in relation thereto unless the same happens through his or her own wilful act or default.

## 22. RULES AND BY-LAWS

The Association and/or Board may make such rules or by-laws as may seem necessary or expedient for the efficient conduct and management of the Association and its affairs and may at any time annul or vary such rules or by-laws PROVIDED THAT such rules or by-laws shall not be inconsistent with the terms of these Rules.

23. VALIDATION OF ACTS

Every act of the Association and the Board and every appointment made by each shall be deemed to be fully valid and effective notwithstanding any defect in the notice of the meeting or in the meeting procedure at which the same was resolved upon except if annulled by an Annual General Meeting or an Extraordinary General Meeting called for that purpose within TWENTY EIGHT (28) days of the act or appointment in issue.

24. DEFINITIONS

In construing these Rules unless the context or subject matter otherwise indicates or requires:-

- (a) “Act” means the Associations Incorporation Act (WA) 1987 as amended modified or re-enacted from time to time;
- (b) “Annual General Meeting” means the General Meeting of the Association held in each year pursuant to Rule 8.1;
- (c) “Association” means “Australasian Society for the Study of Intellectual Disability (Inc)”;
- (d) “Auditor” means such person qualified to act as an auditor as the Association may from time to time appoint which person may also be the accountant for the Association;
- (e) “Delegate” shall mean those members who are elected or appointed by any Regional Association to represent the relevant Regional Association on the Board;
- (f) “Extraordinary General Meeting” means all meetings of the Association other than an Annual General Meeting convened in accordance with these Rules;
- (g) “Founding Members” are those members comprising the Board of the Company limited by guarantee known as The Australasian Society for the Study of Intellectual Disability A.C.N. 000 865 923;
- (h) “General Meeting” means either the Annual General Meeting or Extraordinary General Meeting of the Association;
- (i) “Interim Board” means the Board appointed pursuant to Rule 25;

- (j) “Member” means each Regional Association admitted to membership of the Association pursuant to these Rules;
- (k) “Board” means the board of management of the Association, members of which are elected and/or appointed by each Regional Association and ratified by the Association in accordance with or by these Rules together with the Journal Editor, Magazine Editor and Immediate Past President;
- (l) “Board Meeting” is any other meeting other than a General Meeting;
- (m) “Office Bearer” shall mean those persons elected as office bearers pursuant to Rule 11.2;
- (n) “Present” shall mean in person or instant communication with other Members or Board members (as the case may be) through the medium of telecommunication;
- (o) “Resolution” means a resolution of Board other than a Special Resolution;
- (p) “Rules” means this Constitution and Rules;
- (q) “Special Resolution” means a resolution the Association passed in accordance with Section 24 of the Act;
- (r) Regional Association means and refers to those associations incorporated under the respective associations incorporation legislation in each of the states and territories of Australia, in New Zealand, or equivalent legislation in any other jurisdiction recognized by The Board, having objects similar to the Association and known as ‘Australasian Society for the Study of Intellectual Disability (Inc)’ of the relevant state or territory of Australia, of New Zealand, or other jurisdiction recognized by The Board
- (s) “Year” means the fiscal year commencing on 1<sup>st</sup> July and ending on 30<sup>th</sup> June;
- (t) Words signifying the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter gender and “person” shall include a corporation or association;

## 25. INTERIM PROVISIONS

- 25.1 From the date of incorporation until the first Annual General Meeting the Interim Board shall be comprised of the Founding Members.
- 25.2 The members of the Interim Board shall vacate their office at the first Annual General Meeting but shall be eligible for appointment as a Delegate by their respective Regional Association.

**ADOPTED THIS                      DAY OF**

**A.S.S.I.D President**

**A.S.S.I.D Secretary**