

## **Vitiligo Association of Australia Inc Constitution**

### **1 NAME**

The name of the Association shall be, Vitiligo Association of Australia Inc hereinafter referred to as the 'Association'.

### **2 OBJECTS OF THE ASSOCIATION**

2.1 The objects of the Association shall be:

- a) To relieve the physical and mental distress among persons suffering from vitiligo by the provision of education, support and advocacy.
- b) To raise funds and promote research into the cause, diagnosis and treatment of vitiligo.
- c) To affiliate and/or associate with such other bodies as can assist with objects of the Association.

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

### **3 MEMBERSHIP**

#### **3.1 Members**

Membership is open to:

- a) Any patient with vitiligo and/or their families
- b) Any medical professional with an interest in vitiligo
- c) Any other person in the wider community interested in the Association's activities

#### **3.2 Inspection of register of members and other records of the Association**

- a) The management committee of the Association shall establish and maintain a register of members of the Association specifying the name, postal address and email address of each person who is a member of the association together with the date on which the person became a member.
- b) The register of members and the books, documents, records and securities must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- c) A member of the Association may obtain a copy of any part of the

register.

### 3.3 Fees and subscriptions

Members shall pay such dues as may be agreed upon from time to time by the Association in general meeting.

### 3.4 Termination of membership

- a) A member may resign from the Association at any time by giving notice in writing to the Secretary.
- b) Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- c) If a member
  - i. fails to comply with any of the provisions of this constitution;
  - ii. conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association.
- d) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Committee resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly.

## 4 COMMITTEE OF MANAGEMENT

- 4.1 The affairs of the Association will be managed by a Committee consisting of:
  - a) a President;
  - b) a Secretary;
  - c) a Treasurer;
  - d) the Immediate Past President;
  - e) not less than 3 other persons, all of whom must be members of the Association.
- 4.2 Committee members shall be elected annually at the annual general meeting in a manner to be decided by the Committee, or appointed under clause 4.4.
- 4.3 A Committee member's term will be from his or her election at an annual general meeting until the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.
- 4.4 Should a casual vacancy arise on the Committee, this position may be filled by the Committee and such person shall hold office until the next annual general meeting.

## **5 DUTIES AND POWERS OF THE COMMITTEE**

- 5.1 To ensure the efficient operation of the Association.
- 5.2 To distribute any information relevant to vitiligo to its members or other bodies as it sees fit.
- 5.3 To develop and manage public relations with similar organizations, government departments and private persons regarding all matters concerning the objects of the Association.
- 5.4 To determine the best use of funds in order to achieve the stated objects of the Association.
- 5.5 To comply with all statutes regulations and by-laws by any statutory body having jurisdiction in Australia.
- 5.6 To exclude from membership those persons whose membership is considered undesirable or invalid by virtue of the conditions of this Constitution.
- 5.7 It is the duty of the Secretary to:
  - a) attend and take minutes of the proceedings of all meetings of the Association;
  - b) keep a register of members of the Association with the full names and addresses of each;
  - c) conduct all correspondence and transact all the routine business of the Association as directed by it.
- 5.8 It is the duty of the Treasurer to:
  - a) ensure that all money due to the Association is collected and received and that all payments authorized by the Association are made; and
  - b) ensure that correct books and accounts are kept showing the financial affairs of the Association.

## **6 DELEGATION**

- 6.1 The Committee may delegate to a member of the Committee or a sub-committee any of its powers and functions other than:
  - a) this power of delegation; or
  - b) a duty imposed on the Committee by the Act or any other law.
- 6.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 6.3 The Committee may, in writing, revoke a delegation wholly or in part.

## **7 PROCEEDINGS OF THE COMMITTEE**

- 7.1 The Committee shall meet as often and in such manner as it may decide

from time to time and this may include electronically but it shall not meet less than 2 times per year.

- 7.2 All decisions made by the management committee shall be determined by vote of a majority with the chairperson having a deliberative vote plus a casting vote in the event of a deadlock.
- 7.3 At a Committee meeting 3 members of the Committee constitute a quorum.
- 7.4 A Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee must:
  - a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
  - b) not take part in any deliberations or decisions of the Committee with respect to that contract.

## **8 CASUAL VACANCIES IN MEMBERSHIP OF THE COMMITTEE**

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

- 8.1 dies;
- 8.2 resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Secretary and that resignation is accepted by resolution of the Committee;
- 8.3 is convicted of an offence under the Act;
- 8.4 is permanently incapacitated by mental or physical ill-health;
- 8.5 ceases to be a member of the Association; or
- 8.6 is the subject of resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

## **9 REMOVAL OF AN OFFICE BEARER**

- 9.1 The Association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed;
- 9.2 If a member of the Committee to whom a proposed resolution referred to in clause 9.1 relates makes representations in writing to the Secretary or President and requests that the representation be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## 10 GENERAL MEETINGS

### 10.1 The Committee:

- a) must convene an annual general meeting in every calendar year within 4 months after the end of the Association's financial year;
- b) may at any time convene a special general meeting;
- c) must within 30 days of receiving a request in writing to do so from not less than 15 members, convene a special general meeting for the purpose specified in that request.

### 10.2 The Committee may determine the date, time and place of the annual general meeting.

### 10.3 The ordinary business of the annual general meeting is as follows:

- a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
- b) to receive from the Committee reports on the activities of the Association during the last preceding financial year;
- c) to elect the members of the Committee;
- d) to deal with any special matters which the Committee desires to bring before the members and to receive suggestions from members for consideration by the Committee;
- e) to amend the Constitution as herein provided;
- f) to confirm or vary the amounts (if any) of the annual subscription and joining fee.

### 10.4 The annual general meeting may also conduct any other business of which notice has been given.

### 10.5 Any general meeting other than annual general meetings is a special general meeting.

### 10.6 Members making a request referred to in clause 10.1(c) must state in that request the purpose for which the special general meeting concerned is required.

### 10.7 If a special general meeting is not convened within the relevant period of 30 days referred to in clause 10.1(c), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee;

### 10.8 When a special general meeting is convened under clause 10.1(c) the Association must pay the reasonable expenses of convening and holding the special general meeting.

### 10.9 The Secretary (or, in the case of a special general meeting convened under clause 10.1(c), the members convening the meeting) must give to

each member of the Association:

- a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- b) at least 14 days' notice of a general meeting in any other case.

10.10 The notice must:

- a) specify the date, time and place of the meeting; and
- b) indicate the general nature of each item of business to be considered at the meeting; and
- c) if a special resolution is to be proposed:
  - i. state in full the proposed resolution; and
  - ii. state the intention to propose the resolution as a special resolution.

10.11 The Secretary must give a notice under clause 10.9 by:

- a) serving it on a member personally; or
- b) sending it by post or email to a member at the postal address or email address respectively of the member appearing in the register of members kept and maintained under clause 3.2.

## **11 QUORUM AND PROCEEDINGS AT GENERAL MEETINGS**

11.1 A member not physically present at a general meeting may be considered to be present and permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

11.2 At a general meeting 5 members present in person or by the use of technology constitute a quorum.

11.3 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under clause 10.10 a quorum is not present, the general meeting lapses and stands adjourned to the same time on the same day in the following week and to the same venue.

11.4 If within 30 minutes of the time appointed by clause 11.3 for the resumption of an adjourned general meeting a quorum is not present, the members who are present may nevertheless proceed with the business of that general meeting as if a quorum were present.

11.5 The Chairperson may, with the consent of a general meeting at which quorum is present, must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

11.6 There must 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.

11.7 When a general meeting is adjourned for a period of 30 days or more, the secretary must give notice under clause 10.9 of the adjourned general meeting as if that general meeting were a fresh general meeting.

11.8 At a general meeting:

- a) an ordinary resolution put to vote will be decided by a majority of

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votes cast on a show of hands; and

- b) a special resolution put to vote will be decided in accordance with the Act;
- c) The Chairperson shall be entitled to make a casting vote if there is a tie in the result of the vote.

11.9 At a general meeting, a poll may be demanded by the Chairperson or by 3 or more members present and if so demanded, must be taken in such manner as the Chairperson directs.

11.10 If a poll is demanded and taken in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

11.11 A poll demanded under clause 11.9 must be taken immediately on that demand being made.

### **12 AMENDMENT OF CONSTITUTION**

12.1 This Constitution may be amended at a special or annual general meeting on a 75% majority vote, provided notice of intention for such amendment is included in the agenda of that meeting.

12.2 The Association shall advise the Commissioner of Taxation, in writing, of any amendments, additions or deletions to the governing rules within 30 days of those changes being made.

### **13 ACCOUNTS**

13.1 The Treasurer shall be responsible for the Association's bank cheque account and shall bank all monies received on the Association's behalf into that account within one week of receipt of same.

13.2 An adequate and accurate book of accounts shall be kept and maintained at all times by the Treasurer who shall report on the state of funds collected and expended at each Committee meeting.

13.3 All payments shall be made by cheque, signed by any two (2) of three (3) signatories who shall be the Treasurer and the President or Secretary.

13.4 The Treasurer shall provide a full report on the year's financial activities and state of the Association's bank account(s) at each annual general meeting.

13.5 The Treasurer shall ensure that the Association's books of accounts are properly audited at the end of each financial year.

### **14 FINANCIAL YEAR**

The financial year shall commence on the 1<sup>st</sup> July and conclude on the 30<sup>th</sup> June in each year, to which day the accounts of the Association shall be balanced.

## **15 FUNDS**

- 15.1 The Association shall maintain a gift fund for the purpose set out in clause 2.
- 15.2 The funds of the Association shall be from public donations, government subsidies, grants, and corporate sponsorship.
- 15.3 The gift fund shall only be used for gifts made to the Association.
- 15.4 All monies raised shall be used for the purpose set out in clause 2. All monies raised shall be determined by resolution of the Committee, such resolution to be ratified at the next annual general meeting.
- 15.5 If the gift fund is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

## **16 NON-PROFIT CLAUSE**

The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects 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.

## **17 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION**

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another Association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which Association shall be determined by resolution of the members.

## **18 DEFINITIONS**

In this constitution the following words have the following meanings:

‘Act’ means the Association Incorporation Act 1987 (WA)

‘Committee’ means the committee of management of the Association

‘Financial Year’ means the year ending on June 30<sup>th</sup>

‘General Meeting’ means a meeting to which all members are invited



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'Secretary' refers to the secretary of the Association

'Member' means any member of the Association

### **19 COMMON SEAL**

19.1 The common seal of the Association must be kept in the custody of the Secretary of the Association.

19.2 The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures, either of two members of the Committee or of one member of the Committee and the Secretary of the Association.