

## Vitiligo Association of Australia Inc Constitution

### 1 NAME

The name of the Association is the Vitiligo Association of Australia Inc.

### 2 DEFINITIONS

In this Constitution:

**“Association”** means the Vitiligo Association of Australia Inc

**“Act”** means the Association Incorporation Act 2015 (WA)

**“Constitution”** means this constitution as for the time being in force

**“Commissioner”** means the person designated as the Commissioner under section 153 of the Act

**“Committee”** means the committee of management of the Association

**“President”** refers to the committee member holding the office of president of the Association

**“Vice President”** refers to the committee member holding the office of vice president of the Association

**“Secretary”** refers to the committee member holding the office of secretary of the Association

**“Treasurer”** refers to the committee member holding the office of treasurer of the Association

**“Member”** means an ordinary member of the Association

**“Committee Member”** means a person who is appointed to be a member of the committee

**“Financial Year”** means the year ending on June 30<sup>th</sup>

**“General Meeting”** means a meeting to which all members are entitled to attend

**“Poll”** means the process of voting that is conducted in writing

**“Special Resolution”** means a resolution passed by a majority of not less than 75% of the votes cast by members at a general meeting. A special resolution is required for the approval of decisions as defined in the Act including for amendments to the Constitution.

### 3 AMENDMENT TO CONSTITUTION

3.1 This Constitution may only be amended by a special resolution at a

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general meeting on a 75% majority vote, provided notice of intention for such amendment is included in the agenda of that meeting.

- 3.2 A notice of the special resolution setting out the detail of the amendments, and a certificate signed by a member of the Committee stating that the resolution was duly passed as a special resolution, shall be lodged with the Commissioner within 30 days of the passing of the special resolution.

### **4 OBJECTS OF THE ASSOCIATION**

4.1 The objects of the Association are:

- 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; and
- c) to affiliate and/or associate with such other bodies as can assist with the objects of the Association.

4.2 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.

### **5 MEMBERSHIP**

#### **5.1 Membership eligibility**

Membership is open to:

- a) any patient with vitiligo and/or their families;
- b) any medical professional with an interest in vitiligo; and
- c) any other person in the wider community who shares the values of the Association and intends to support its objectives.

#### **5.2 Application of membership and approval of Committee**

- a) To apply to become a Member a person must submit a written application for membership in a form approved by the Committee.
- b) The Secretary shall consider the application upon receipt of any fees that may be applicable from time to time, and accept or reject the application.
- c) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.

- d) If the applicant gives notice of an appeal, the Committee must reconsider the application at the next Committee meeting after receipt of the notice of appeal.
- e) If after reconsidering an application the Committee reaffirms the decision to reject the application, the decision is final.

### **5.3 Register of members and other records of the Association**

- a) The Committee shall establish and maintain a register specifying the name, email address and/or postal address of each Member together with the date on which the person became a Member.
- b) The register 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 at any reasonable hour.
- c) A Member may ask the Secretary in writing to obtain a copy of any part of the register.
- d) The register shall not contain confidential information of a private or personal nature related to individuals other than the information listed in clause 5.3 a)
- e) If a Member inspecting the register wishes to make a copy of or take an extract from the register, or makes a written request to be provided with a copy of the register or any part thereof, the Committee may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

### **5.4 Fees and subscriptions**

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

### **5.5 Cessation of membership**

A person ceases to be a Member of the Association:

- a) if the Member dies;
- b) if the Member resigns from the Association by giving notice in writing to the Secretary, in which case the cessation of membership shall be considered to take effect from the time the notice is received by the Secretary or from such date as specified in the notice;
- c) if the Member is expelled under clause 5.6

### **5.6 Expulsion – prejudicial conduct**

- a) The Committee may by a 75% majority vote of the whole number of the members of the Committee resolve that a Member has failed to

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comply with any of the provisions of the Constitution or has in the opinion of the Committee conducted himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association;

- b) The Member:
  - i. shall be given a full and fair opportunity of presenting his or her case;
  - ii. shall be given at least 14 days' notice in writing of the Committee meeting at which the revocation will be discussed and the reasons why the Committee is considering revoking the membership;
  - iii. shall be entitled to attend the meeting to provide reasons why his or her membership should not be revoked;
  - iv. may appeal against the expulsion by lodging an appeal in writing with the Secretary within 7 days of receipt of the expulsion;
- c) The Secretary must, for at least one year after the person ceases to be a Member, keep a record of:
  - i. the date on which the person ceased to be a Member; and
  - ii. the reason why the person ceased to be a Member.

## **6 COMMITTEE OF MANAGEMENT**

- 6.1 The affairs of the Association will be managed by a Committee consisting of:
  - a) a President;
  - b) a Secretary;
  - c) a Treasurer;
  - d) a Vice President;
  - e) not less than 3 other persons, all of whom must be ordinary members of the Association;
- 6.2 The President, Vice President, Secretary and Treasurer are the office holders of the Association.
- 6.3 Committee Members shall be elected annually at the annual general meeting in a manner to be decided by the Committee, or appointed under clause 6.5.
- 6.4 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.
- 6.5 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.

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6.6 All Committee Members shall be ordinary members of the Association and must not (without prior permission from the Commissioner) be persons who are ineligible under section 39 of the Act.

6.7 Subject to clause 6.6, any individual Member may nominate or be nominated for a Committee position.

### **7 DUTIES AND POWERS**

7.1 The responsibilities of the Committee shall be:

- a) to ensure the efficient operation of the Association;
- b) to distribute any information relevant to vitiligo to Members or other bodies as it sees fit;
- c) to develop and manage public relations with similar organizations, government departments and private persons regarding all matters concerning the objects of the Association;
- d) to determine the best use of funds in order to achieve the stated objects of the Association;
- e) to comply with all statutes, regulations and by-laws by any statutory body having jurisdiction in Australia; and
- f) to exclude from membership those persons whose membership is considered undesirable or invalid by virtue of the conditions of this Constitution.

7.2 The duties of the President shall be:

- a) to ensure that regular Committee meetings are organised;
- b) to preside over and chair all meetings of the Association, including Committee meetings and any general meetings;
- c) to represent the Association at all levels of the community;
- d) to ensure that the Association adheres to the Constitution; and
- e) to take responsibility for the legal requirements of the Association.

7.3 The duties of the Vice President shall be:

- a) to assist the President with his or her responsibilities;
- b) to perform the duties of the President in his or her absence;

7.4 The duties of the Secretary shall be:

- a) to assist the President and Vice President to organise Committee Meetings and general meetings;
- b) to take the minutes of meetings or delegate this duty to a minute taker;
- c) to ensure all official records and the register of Members are up to date, accurate and in order and available to be inspected by those

authorised to do so;

- d) to ensure all correspondence that relates to the Committee is dealt with in a timely manner;
- e) to prepare and distribute all notices and newsletters to Members;
- f) to maintain a register of Committee Member conflicts of interest declarations and to make this available for presentation at the annual general meeting.

7.5 The duties of the Treasurer shall be:

- a) to take responsibility for the receiving and disbursing of the Association's funds in accordance with clause 14;
- b) to ensure the Association's financial records are kept in accordance with the audit and reporting requirements of the Act;
- c) to coordinate and prepare the financial statements of the Association prior to their submission to the annual general meeting of the Association.

## **8 DELEGATION**

8.1 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.

8.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

8.3 The Committee may in writing revoke a delegation wholly or in part.

## **9 PROCEEDINGS OF THE COMMITTEE**

9.1 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.

9.2 At a Committee meeting 3 members of the Committee shall constitute a quorum.

9.3 The President shall chair meetings of the Committee. If the President is absent or unable to preside the Vice President shall chair the meeting. If the President and Vice President are absent or unable to preside a chairperson shall be appointed from those Committee Members present.

9.2 All decisions made by the 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.

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- 9.4 A Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, or any other relevant matter 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.
- 9.5 The minutes of the meeting must record the details of the conflict of interest disclosed by a Committee Member.

### **10 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:

- 10.1 dies;
- 10.2 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;
- 10.3 is convicted of an offence under the Act;
- 10.4 is permanently incapacitated by mental or physical ill-health;
- 10.5 ceases to be a Member of the Association; or
- 10.6 is the subject of resolution passed by a general meeting of Members terminating his or her appointment as a Committee Member.

### **11 REMOVAL OF A MEMBER OF THE COMMITTEE**

- 11.1 The Association in general meeting may by resolution remove any member of the Committee 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;
- 11.2 If a member of the Committee to whom a proposed resolution referred to in clause 11.1 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.

### **12 GENERAL MEETINGS**

- 12.1 An annual general meeting must be convened in every calendar year

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within 4 months after the end of the Association's financial year.

- 12.2 Any general meeting other than an annual general meeting is called a special general meeting.
- 12.3 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.
- 12.4 The annual general meeting may also conduct any other business of which notice has been given.
- 12.5 The Committee may determine the date, time and place of the annual general meeting.
- 12.6 The Committee:
- a) may at any time convene a special general meeting;
  - b) must within 30 days of receiving a request in writing from not less than 20% of members, convene a special general meeting for the purpose specified in that request.
- 12.7 The Secretary must give all members:
- a) at least 14 days' notice of any general meeting;
  - b) at least 21 days' notice of a general meeting if a special resolution is to be proposed.
- 12.8 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.
- 12.9 Members making a request referred to in clause 12.6 b) must state in that



request the purpose for which the special general meeting concerned is required.

- 12.10 If a special general meeting is not convened within the relevant period of 30 days referred to in clause 12.6 b), the Members who made the request concerned may themselves convene a special general meeting as if they were the Committee.
- 12.11 When a special general meeting is convened under clause 12.6 b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- 12.12 The Secretary must give a notice under clause 12.8 by:
- a) serving it on a member personally; or
  - b) sending it by post or email at the postal address or email address respectively of the member appearing in the register of Members kept and maintained under clause 5.3
- 12.13 Any member may appoint a proxy to act on his or her behalf at any meeting which that Member may be entitled to attend and to exercise all rights and to discharge all duties which that Member might have.
- 12.14 For the appointment of a proxy the Member shall use a form approved by the Committee:
- a) that clearly identifies the person appointed as the Member's proxy; and
  - b) that has been signed by the Member
- 12.15 The form appointing the proxy must be lodged with the Secretary not less than 24 hours before the commencement of the general meeting for which the proxy is appointed.

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

- 13.1 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.
- 13.2 At a general meeting 5 members present in person or by the use of technology shall constitute a quorum.
- 13.3 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under clause 12.8 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.
- 13.4 If within 30 minutes of the time appointed by clause 13.3 for the resumption of an adjourned general meeting a quorum is not present, the

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members who are present may nevertheless proceed with the business of that general meeting as if a quorum were present.

13.5 The chairperson may, with the consent of a general meeting at which a 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.

13.6 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.

13.7 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under clause 12.8 of the adjourned general meeting as if that general meeting were a fresh general meeting.

13.8 At a general meeting:

- a) an ordinary resolution put to vote will be decided by a majority of votes cast, whether in person by a show of hands or by proxy;
- b) a special resolution put to vote will be decided by not less than 75% of the votes cast, whether in person by a show of hands or by proxy;
- c) The chairperson shall be entitled to make a casting vote if there is a tie in the result of the vote.

13.9 On any question arising at a general meeting each Member who is entitled to vote shall have one vote.

13.10 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.

13.11 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.

13.12 A poll demanded under clause 13.9 must be taken immediately on that demand being made.

## **14 ACCOUNTS**

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

14.2 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.

14.3 All payments shall be made by cheque or electronic funds transfer, signed

or authorised by 2 of 3 office holders who shall be the Treasurer, the President or the Secretary.

14.4 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.

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

## **15 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.

## **16 GIFT FUND**

16.1 The Association shall establish and maintain a gift fund to which all tax deductible gifts received by it are to be made.

16.2 The gift fund shall be used only for the purpose of supporting the Association's objects as set out in clause 4.

16.3 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.

## **17 NON-PROFIT CLAUSE**

The assets and income of the Association shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the Association except as genuine compensation for services rendered or expenses incurred on behalf of the Association.

## **18 PAYMENTS TO COMMITTEE MEMBERS**

18.1 A payment may be made to a Committee Member out of the funds of the Association for any expense including but not limited to travel and accommodation properly incurred in the process of:

- a) attending a Committee meeting;
- b) attending a general meeting;
- c) conducting an activity in connection with the Association's business.

18.2 Payment is to made to a Committee Member out of the funds of the

Association only if the payment is authorized by resolution of the Committee.

## **19 DISPUTES AND MEDIATION**

19.1 The grievance procedure set out in this clause applies to disputes under this Constitution between:

- a) a Member and another Member;
- b) a Member and the Association; or
- c) if the Association provides services to non-members, those non-members who receive services from the Association.

19.2 The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

19.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, the parties must, within 10 days, hold a meeting in the presence of a mediator.

19.4 The mediator must be:

- a) chosen by agreement between the parties; or
- b) in the absence of agreement:
  - i. in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association;
  - ii. in the case between a Member or relevant non-member and the Association, a person who is a mediator appointed to or employed with a non-for-profit organization.

19.5 A Member of the Association can be a mediator.

19.6 The mediator cannot be a party to the dispute.

19.7 The parties to the dispute, must in good faith, attempt to settle the dispute by mediation.

19.8 The mediator, in conducting the mediation, must

- a) give the parties to the mediation process every opportunity to be heard;
- b) allow due consideration by all parties of any written statement submitted by any party;
- c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

19.9 The mediator must not determine the dispute.

19.10 The mediation must be confidential and without prejudice.

19.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**20 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.