

# ME/CFS South Australia CONSTITUTION, 2018

## 1 Name

The name of the incorporated association is ME/CFS South Australia referred to herein as 'ME/CFS SA'.

## 2 Definitions

In these rules unless the contrary intention appears:

'Committee' means the committee of management of ME/CFS SA.

'General meeting' means a general meeting of members of ME/CFS SA convened in accordance with these rules.

'Member' means a member of ME/CFS SA.

'The Act' means the Association Incorporation Act, 1985, incorporating any amendments.

'The Regulations' means ME/CFS SA Regulations, 1985.

'Month' shall mean a calendar month.

'ME/CFS' shall mean Myalgic Encephalomyelitis/Chronic Fatigue Syndrome.

## 3 Objects and Purposes

The objects and purposes of ME/CFS SA shall be:

- i. To provide support, information and assistance to persons suffering from ME/CFS, their carers and relatives, and other persons concerned with ME/CFS.
- ii. To increase awareness of ME/CFS, the needs of persons suffering from, or concerned with ME/CFS within the general public and relevant professional groups.
- iii. To promote the provision of services and supports for persons suffering from ME/CFS, their carers and relatives, and other persons concerned with ME/CFS.
- iv. To promote research into the diagnosis, causes, treatment, management and prevention of ME/CFS.
- v. To accept any gift, endowment or bequest made to ME/CFS SA, generally or for any specific purpose, and to carry out any trusts attached to any gift, endowment or bequest.
- vi. To do all such other things as may be incidental to the attainment of such objects and purposes.

## 4 Powers

ME/CFS SA shall have all the powers conferred by section 25 of the Act.\*

## 5 Membership

Any person who supports the objects and purposes of ME/CFS SA and agrees to be bound by its rules may apply for membership of ME/CFS SA.

### 5.1 Application

- a) Any person wishing to become a member of ME/CFS SA shall make application for membership in such manner as shall be determined by the committee. Upon the acceptance of the application by the committee the applicant will be afforded membership.
- b) The committee may decline to accept any such application without assigning any reason therefor.
- c) Each member is bound to observe and abide by the rules and any duly made alterations and/or modifications thereof.
- d) The committee may confer an honorary life membership upon a member who has rendered especially valuable service to ME/CFS SA.

## **5.2 Subscriptions**

- a) The subscription fee for membership shall be such sum as the committee determines from time to time.
- b) Annual subscriptions shall be payable on 1 July.
- c) Any member whose subscription is outstanding for more than six months after the due date shall cease to be a member of ME/CFS SA, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

## **5.3 Discontinuation of Membership**

- a) Any member may resign membership by notice in writing to the committee.
- b) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of ME/CFS SA.
  - i. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
  - ii. In the event of non-attendance or the lack of a written submission by such member at any such meeting, the committee may in the member's absence use the power given in this rule.
  - iii. Voting on the question shall be by secret ballot and the decision of the majority shall be final. The decision shall be given in writing to the accused member within 14 days.
- c) It shall be open to a member to appeal the expulsion to ME/CFS SA at a general meeting. The intention to appeal shall be communicated to the Secretary or Public Officer of ME/CFS SA within 14 days after the determination of the committee has been communicated to the member.
- d) In the event of an appeal under 5.3 c) above, the appellant's membership of ME/CFS SA shall not be terminated unless the determination of the committee to expel the member is upheld by the members of ME/CFS SA in general meeting after the appellant has been heard by the members of ME/CFS SA, and in such event the membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.
- e) A person whose membership is discontinued shall be liable for any outstanding subscriptions or other monies due or payable to ME/CFS SA, and for return of any property of ME/CFS SA in that member's possession at the time of such discontinuation.

## **5.4 Register of Membership**

The secretary shall cause to be maintained a register of members that contains:

- a) The name and address of each member;
- b) Where possible, the date on which each member was admitted to ME/CFS SA; and
- c) If applicable, the date and reason(s) for termination of membership.

# **6 The Committee**

## **6.1 Powers and Duties**

- a) The affairs of ME/CFS SA shall be managed and controlled by a committee which, in addition to any powers conferred by these rules, may exercise all such powers and do all such things as are within the objects and purposes of ME/CFS SA, and are not by the Act or by these rules required to be done by ME/CFS SA on general meeting.
- b) The committee has the management and control of the funds and other property of ME/CFS SA.
- c) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of ME/CFS SA on which these rules are silent.
- d) The committee shall appoint a public officer as required by the Act.

## **6.2 Appointment**

- a) The committee shall comprise of a Chairperson, Secretary, Treasurer and between 2 and 7 committee members all of whom shall be:
  - i. A member of ME/CFS SA;
  - ii. A committee person shall be a natural person.
- b) All positions are honorary and no member of the committee shall be entitled to any remuneration or benefit from the income of ME/CFS SA by virtue of holding a position on the committee but may otherwise be employed by ME/CFS SA.
- c) The first committee, or whenever for any reason whatsoever a new committee is appointed, shall hold office until the first annual general meeting thereafter. At this time, one third of the members of the committee, who shall be chosen by ballot, shall retire from the committee. At each subsequent annual general meeting one third of the members of the committee being the longest serving members, shall retire.
- d) A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of ME/CFS SA has nominated in writing that person, at least 28 days before the date fixed for the annual general meeting, by delivering the nomination to the secretary of ME/CFS SA. The nomination shall be signed by the proposer and by the nominee.
- e) Notice of all persons seeking election to the committee shall be given to all members of ME/CFS SA with the notice calling the meeting at which the election is to take place.
- f) The committee may appoint a person to fill a vacancy, and such a committee member shall hold office until the next annual general meeting of ME/CFS SA and shall be eligible for election to the committee without nomination.

## **6.3 Proceedings of Committee**

- a) The committee shall meet for business at least once every quarter.
- b) Questions arising at any meeting shall be determined by a majority of votes and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting shall be one half the number of committee members, with one who must be an executive and one who must be a general committee member.
- d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with ME/CFS SA must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of ME/CFS SA.

## **6.4 Disqualification of a Member of Committee**

The office of committee member shall become vacant if a committee member is:

- a) Disqualified from being a committee member by the Act;
- b) Expelled as a member under these rules;
- c) Permanently incapable of fulfilling the role;
- d) Absent without apology from more than four meetings in a financial year.

## **7 The Seal**

- a) ME/CFS SA shall have a common seal upon which the corporate name shall appear in legible characters.
- b) The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of ME/CFS SA. The affixing of the seal shall be witnessed by two committee members.

## **8 General Meetings**

### **8.1 Annual General Meeting**

- a) The committee shall call an annual general meeting in accordance with the Act and these rules.
- b) The first annual general meeting shall be held within 18 months after the incorporation of ME/CFS SA, and thereafter within five months after the end of its financial year.
- c) The order of the business at the meeting shall be:
  - i. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
  - ii. The consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required).
  - iii. The election of committee members.
  - iv. Any other business requiring consideration by ME/CFS SA in general meeting.

### **8.2 Special General Meeting**

- a) The committee may call a special general meeting of ME/CFS SA at any time.
- b) Upon a requisition in writing of not less than five percent of the total number of members, or where the total number of members exceeds 500, then any 25 members of ME/CFS SA, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month, as required by 8.2 b) above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conduction such a meeting shall be borne by ME/CFS SA.

### **8.3 Notice of General Meeting**

- a) Subject to sub-rule 8.2 b), at least 14 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days' notice prior to the date of the meeting.
- c) A notice may be given by ME/CFS SA to any member by serving the member with the notice personally, or by sending it by post or electronic mail to the address appearing in the register of members.
- d) Where a notice is sent by post:
  - i. The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
  - ii. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

### **8.4 Proceedings at General Meetings**

- a) Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.

- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case the meeting shall stand adjourned to the same day in the next week, at the same time at an appropriate place, and if at such adjournment meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c) Subject to 8.4 d), the Chairperson shall preside as chairperson at a general meeting of ME/CFS SA.
- d) If the Chairperson is not present within 5 minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of the meeting.

### **8.5 Voting at a General Meeting**

- a) Subject to these rules, every member of ME/CFS SA has only one vote at a meeting of ME/CFS SA.
- b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote, in person or by proxy, at that meeting.
- c) Unless a poll is demanded by at least 5 members, a question for decision at a general meeting must be determined by a show of hands.
- d) A member being a body corporate shall be entitled to appoint one person, who shall not be a member of ME/CFS SA, to represent it at a particular general meeting or at all general meetings of ME/CFS SA. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of ME/CFS SA for all purposes, until the authority to represent the corporate member is revoked.

### **8.6 Poll at a General Meeting**

- a) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of meeting.

### **8.7 Special and ordinary Resolutions**

- a) A special resolution as defined by the Act is determined by three-quarters of the members at a general meeting who vote, in person or by proxy.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

### **8.8 Proxies**

A member shall be entitled to appoint in writing a natural person who is also a member of ME/CFS SA to be their proxy to attend and vote at any general meeting of ME/CFS SA.

## **9 Minutes**

- a) Proper minutes of all proceedings of general meetings of ME/CFS SA and of meetings of the committee shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of ME/CFS SA or the members of the committee (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **10 Dispute Resolution**

- a) The dispute resolution procedure set out in this rule applies to disputes under these rules between:
  - i. A member and another member; or
  - ii. A member and ME/CFS SA.
- b) 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 parties.
- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d) In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

## **11 Financial Reporting**

### **11.1 Financial year**

The first financial year shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending 30 June of each year.

### **11.2 Accounts to be kept**

ME/CFS SA shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of ME/CFS SA in accordance with the Act.

### **11.3 Accounts and reports to be laid before members**

Should ME/CFS SA be prescribed by law\* the accounts together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

### **11.4 Annual returns**

Should ME/CFS SA be prescribed by law\*, then the annual (periodic) return shall be lodged with the appropriate government departments and organisations by the due date. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report.

### **11.5 Appointment of an Auditor**

Should ME/CFS SA be prescribed by law\* requiring an auditor, the committee shall appoint an auditor for the current financial year.

The auditor shall hold office until the end of the financial year, and is eligible for re-appointment.

## **12 Prohibition against securing profits for members**

The income and capital of ME/CFS SA shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of ME/CFS SA.

## **13 Winding up**

ME/CFS SA may be wound up in the manner provided for in the Act.

## **14 Application of Surplus Assets**

- a) If after the winding up of ME/CFS SA there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

## **15 Rules**

- a) These rules may be altered (including an alteration to ME/CFS SA's name) by special resolution of the members of ME/CFS SA. This includes rescission or replacement by substitute rules.
- b) The alteration shall be registered as required by the Act.
- c) The registered rules shall bind ME/CFS SA and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provision thereof.
- d) Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time the alteration is passed. This does not apply to an alteration to the name of ME/CFS SA which does not come into force until registered as required by the Act.