

ME/CFS Australia (SA) Inc.
[until 08/11/2008: M.E. /C.F.S. SOCIETY (S.A.) INCORPORATED]

CONSTITUTION, 2000

AS AMENDED AT AGM 08/11/2008

1. NAME

The name of the Incorporated Association is ME/CFS Australia (S.A.) Incorporated referred to herein as 'the Society'.

2. DEFINITIONS

In these rules unless the contrary intention appears:

'Committee' means the Committee of Management of the Society.

'meeting ' means a general meeting of members of the Society convened in accordance with these rules.

'member' means a member of the Society.

the 'Act' means the Associations Incorporation Act, 1985, as amended.

the 'Regulations' means the Associations Regulations, 1985.

3. OBJECTS AND PURPOSES

The objects and purposes of the Society shall be:

- 3.1 To provide support, information and assistance to persons suffering from, and relatives or other persons concerned with, Myalgic Encephalomyelitis/Chronic Fatigue Syndrome.
- 3.2 To increase the awareness of the public and any relevant professional groups of Myalgic Encephalomyelitis/Chronic Fatigue Syndrome and the needs of persons and relatives suffering from or concerned with Myalgic Encephalomyelitis/Chronic Fatigue Syndrome.
- 3.3 To promote research into the cause and prevention of Encephalomyelitis/Chronic Fatigue Syndrome, and methods of alleviating its effects.
- 3.4 To accept any gift, endowment or bequest made to the Society, generally or for the purpose of any specific object, and to carry out any trusts attached to any gift, endowment or bequest.
- 3.5 To do all such other things as may be incidental to the attainment of such objects and purposes.

4. POWERS

The Society shall have all the powers conferred by section 25 of the Act and in addition have the following powers.

- 4.1 Subject to this rule the Society may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayment thereof by charging the property of the Society and subject to section 53 of the Act the Society may also invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.
- 4.2 To invest moneys of the Society not immediately required upon such securities and in such manner as from time to time may be determined by the Committee.
- 4.3 To conduct appeals for funds and accept donations whether of real or personal estate and devises and bequests with the power to retain any such devises or bequests in the forms devised or bequeathed.
- 4.4 To amalgamate co-operate affiliate and enter into reciprocal arrangements with, make subscriptions and donations to and become a member of any other association institution or body having objects wholly or in part similar to those of the Society.

- 4.5 To purchase take or lease, exchange, hire or otherwise acquire and dispose of any real or personal property which may be deemed necessary or convenient for any objects and purposes of the Society.
- 4.6 To do all such other lawful things as may be incidental or conducive to the attainment of the objects and purposes and the exercise of the powers of the Society.

5. PATRON

The Society may from time to time appoint a Patron and one or more Vice-Patrons to the Society.

6. MEMBERSHIP AND SUBSCRIPTIONS

Members shall be persons who have agreed to accept the objects and purposes of the Society and paid the prescribed sum by way of subscription.

- 6.1 Classes of membership shall be Regular, Pensioner, Family, and any other determined from time to time by the Committee.
- 6.2 Any person or persons wishing to become a member of the Society shall make application for membership in such manner as shall be accepted by the Committee from time to time. Upon the acceptance of the application by the Committee and upon payment of the first subscription the applicant will be afforded membership according to the appropriate category.
- 6.3 The Committee may decline to accept any such application without assigning any reason therefor.
- 6.4 The Society may elect on the recommendation of the Committee that an Honorary Life Membership shall be conferred on any member who has rendered specially valuable services to the Society. An Honorary Life Member shall thereupon be deemed to have paid all future subscriptions.
- 6.5 Annual subscriptions will be due for payment on the First Day of July in each year. The amount of subscription payable upon application will be for a full year where application is made between the first day of July and the thirty-first day of December in any year and thereafter, up to and including the thirtieth day of June, at the rate of one half of the annual amount relative to the appropriate category of membership. In all other cases reduced subscriptions will be payable only at the discretion of the Committee upon receipt of a written request from any member.
- 6.6 The subscription for each category of membership shall be such sum as the Committee shall determine from time to time and which adjusted subscription shall apply in the ensuing financial year.
- 6.7 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Society, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.
- 6.8 The Secretary shall cause to be maintained a Register of Members.
- 6.9 Each member is bound to observe and abide by the Rules and any duly made alterations and/or modifications thereof.

7. DISCONTINUANCE OF MEMBERSHIP

Any member may resign membership by notice in writing to the Committee. A member so resigning shall be liable for any outstanding subscriptions or other moneys due or payable to the Society and for any property of the Society in that member's possession at the time of such resignation.

- 7.1 The Committee shall have power upon giving at least one calendar month's notice delivered personally or by certified mail to the address appearing in the Register specifying the conduct to which objection is taken to call upon any member to attend a meeting of the Committee to justify and explain any conduct which in the opinion of the Committee is injurious to the interests of the Society.
- 7.2 The Committee shall have power to expel or suspend from membership or ask for the resignation of any offending member as described in the preceding Rule at the meeting or any subsequent meeting called to discuss the member's conduct.
- 7.3 In the event of non-attendance by such member at any such meeting the Committee may in the member's absence use the power given in this Rule.
- 7.4 Voting on the question shall be by secret ballot and the decision of the majority shall be final and shall be given by mail to the accused member within fourteen (14) days.

7.5 If the offending member is asked to resign and does not tender such resignation within fourteen (14) days of receiving such notice such member shall be expelled from membership of the Society.

8. COMMITTEE OF MANAGEMENT

The affairs of the Society shall be managed and controlled exclusively by a Committee, elected by members in general meeting, which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Society, and are not by the Act or by these rules required to be done by the Society in general meeting.

- 8.1 The Committee shall be comprised of a President, Vice-President, Secretary, Treasurer and six committee members all of whom shall be members of the Society.
- 8.2 All positions are Honorary and no member of the Committee shall be entitled to any remuneration or benefit from the income of the Society by virtue of holding a position on the Committee but may otherwise be employed by the Society.
- 8.3 The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Society including a Public Officer required by the Act and may discuss or delegate any of its powers to such officers and employees including but without limiting the foregoing to formulate By-Laws or terms of reference.
- 8.4 Committee members shall be entitled to reimbursement for all reasonable out-of-pocket expenses incurred by them in carrying out their respective and /or allotted duties on behalf of the Society. Claims for reimbursement shall be submitted in written form as required from time to time by the Committee for approval prior to payment.
- 8.5 The first Committee, or whenever it for any reason whatsoever a new Committee is appointed, shall hold office until the first annual general meeting thereafter at which time one-third of the members of the Committee, who shall be chosen by ballot shall retire from the Committee but shall be eligible for reappointment At each subsequent annual general meeting one-third of the Committee, according to length of service, shall retire by rotation and be eligible for reappointment. In the event of equality of length of service, Committee members to retire in accordance with the foregoing shall be chosen by ballot.
- 8.6 A casual vacancy amongst the members of the Committee may be filled by the Committee and such a member shall hold office until the next annual general meeting and shall be eligible for reappointment.
- 8.7 A retiring Committee Member shall be eligible to stand for re-election without nomination providing such person has signified a willingness to stand for election on or before the election date, but no person not being a retiring Committee member shall be eligible to stand for election, unless a member of the Society has in writing nominated such member which nomination has been seconded by another member in writing which shall together with a written consent signed by the candidate to act, if elected, be delivered to the Secretary of the Society at least twenty-eight (28) days before the date fixed for the Annual General Meeting.
- 8.8 Notice of all persons seeking election to the Committee shall be given to all members of the Society with the notice calling the annual general meeting at which the election is to take place.
- 8.9 If only the required number of persons are nominated to fill the existing vacancies, the Secretary shall report accordingly to the annual general meeting, and the Chairperson shall declare such persons duly elected as committee members.
- 8.10 The Positions of President, Vice-President, Treasurer, and Secretary, shall be filled by separate nomination and election at the Annual General Meeting, from elected Members of the Committee. These Positions shall be for a two-year term, generally from AGM to AGM.

9. DISQUALIFICATION OF MEMBER OF COMMITTEE

The office of any Committee Member shall become vacant if a Committee Member is:

- (1) Disqualified by the Act.
- (2) Expelled under these Rules.
- (3) Permanently incapacitated by ill-health.
- (4) Absent without apology from more than three (3) consecutive committee meetings, or more than three (3) committee meetings in a financial year.

10. PROCEEDINGS OF COMMITTEE

- (1) The Committee shall meet together for the despatch of business at least once every month.
- (2) Questions arising at any meeting shall be decided 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.
- (3) A quorum to the meeting of the Committee shall be five (5) members thereof.
- (4) A member of the Committee having a pecuniary interest in a contract with the Society must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

11. COMMITTEE

The Committee may appoint and form from the Membership of the Society such subcommittees as are deemed acceptable and desirable by the Committee and may depute to them such powers and duties of the Committee as it may from time to time determine. Such sub-committee shall keep minutes of and report its proceedings to the Committee regularly as requested by the Committee and shall conduct its business as discussed by the Committee.

12. FINANCIAL YEAR

The financial year of the Society shall be the period commencing on the First (1) Day of July in each year and ending on the Thirtieth (30) Day of June in each ensuing year.

13. RULES

Subject to approval by a resolution of the members of the Society these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act.

The registered rules shall bind the Society and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

14. THE SEAL

- (1) The Society shall have a common seal upon which its corporate name shall appear in legible characters.
- (2) 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 the Society. The affixing of the seal shall be witnessed by the President and Secretary at the time.
- (3) The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

15. MEETINGS

15.1 The Committee may call a special general meeting of the Society at any time, and shall call an annual general meeting in accordance with the Act.

The annual general meeting shall be held within five (5) months after the end of its financial year.

15.2 Upon a requisition in writing of not less than five per cent (5%) of the total number of members, or where the total number of members exceeds five hundred (500) then any twenty five (25) members of the Society, the Committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

15.3 Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.

- 15.4 If a special general meeting is not convened within one month as required by subrule (15.3) the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner 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 conducting such a meeting shall be borne by the Society.
- 15.5 Subject to subrule (15.7) at least fourteen (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. In the case of an annual general meeting, the order of the business at the meeting shall be the consideration of the Financial Statements and Reports of the Committee and the Auditors, the Appointment of Auditors and Committee Members (if required), and Any Other Business requiring consideration by the Society in general meeting.
- 15.6 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty one (21) days prior to the date of the meeting.
- 15.7 A notice may be given by the Society to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the Register of Members.
- 15.8 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

16. REGISTER OF MEMBERS

The Secretary shall cause the establishment and maintenance of the Register of Members and shall ensure that the same is current detailing the names of members for the time being. The Register of Members shall for any reasonable purpose be made available to any member to peruse at any reasonable time free of charge upon request.

17. PROCEEDINGS AT MEETINGS

- 17.1 Ten (10) members present personally shall constitute a quorum at any general meeting.
- 17.2 If within thirty 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 and place and, if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall form a quorum.
- 17.3 The President of the Committee or in his/her absence, or an his/her declining to take, or retiring from the Chair, the Vice-President or one of the Committee members chosen by meeting shall preside as Chairperson at every general meeting of the Society.
- 17.4 If there is no such Chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Chairperson.
- 17.5 The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the 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 meeting from which the adjournment took place.
- 17.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- 17.7 At any general meeting, a resolution put to a vote shall be decided on a show of hands and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded by conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 17.8 If a poll is demanded by the Chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the Chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.
- 17.9 A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

18. MINUTES

Proper minutes of all proceedings of meetings of the Society and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.

- 18.1 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.
- 18.2 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.

19. VOTING RIGHTS

Subject to these rules each member present in person or by proxy shall be entitled to one vote.

- 19.1 A member being a body corporate shall be entitled to appoint one person who need not be a member of the Society to represent it at a particular meeting or at all meetings of the Society. That person shall be appointed by the corporate member by a resolution of its board which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Society for all purposes until the authority to represent the corporate member is revoked.

20. PROXIES

A member shall be entitled to appoint in writing a person who is also a member of the Society to be his/her proxy, and attend and vote at any meeting of the Society.

21. ACCOUNTING

- 21.1 The Treasurer shall receive all moneys of the Society and account for the same.
- 21.2 The Treasurer shall issue receipts for all moneys of the Society received.
- 21.3 All moneys of the Society shall be promptly paid into the appropriate bank account of the Society.
- 21.4 Account books showing the financial affairs of the Society shall be kept by the Treasurer. These books shall be open for inspection to all members of the Committee at any reasonable time free of charge.
- 21.5 The accounts of the Society shall be audited each year.
- 21.6 All payments excepting petty cash payments shall be made by cheque signed by two members of the Committee, duly appointed cheque signatories, for the time being of the Society.
- 21.7 Petty cash floats will be determined by the Committee and paid by cheque. All petty cash expenditure paid out of a float for such purposes shall be recorded in the form required by the Committee using the imprest method of record resulting in total expense being reimbursed periodically as required to maintain the value of the float. Variation of the float is the responsibility of the Committee. A monthly statement of account is required to be submitted to the Treasurer.
- 21.8 The Treasurer shall, at each annual general meeting of the Society, present the audited financial statements together with the auditors report thereon to the members.

22. AUDITORS

An auditor shall be appointed at each annual general meeting. Any vacancy occurring shall be filled by an appointment of the Committee.

- 22.1 The Auditor shall be responsible for the auditing of the accounts of the Society in accordance with the Act and Australian Accounting Standards and Auditing Practices.
- 22.2 The Auditor shall certify the annual financial statements including a statement of income and expenditure and balance sheet relative to the Society before they are submitted to the annual general meeting.
- 22.3 The Auditor may be a member of the Society.

23. NON-PROFIT

The income and property of the Society whensoever derived shall be applied solely towards the promotion of the objects of the Society and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members or relatives of members of the Society, providing that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society in return for any service actually rendered to the Society or reasonable and proper rental for premises let by any member of the Society.

24. WINDING-UP

If upon the winding-up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed amongst the members of the Society but shall be given or transferred to some other association or institution or association and institutions having objects similar to the objects of the Society or any hospital or like institution and which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Society such association or institution to be determined by the members of the Society at or before the time of dissolution and in default thereof by such judge of the Supreme Court of South Australia as may have or acquire jurisdiction in the matter.