

# **ADVOCACY for DISABILITY ACCESS & INCLUSION INC.**

**(Formerly - Family Advocacy Inc.)**

## **CONSTITUTION 2024**

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## 1. NAME

- a. The name of the Association shall be Advocacy for Disability Access & Inclusion Inc. (Formerly Family Advocacy Inc) hereinafter called "the Association"

## 2. DEFINITIONS

- a. '**Committee**' means the Board of Directors of the Association
- b. '**general meeting**' means a general meeting of members of the Association convened in accordance with these rules
- c. '**member**' means any person whose name appears on the Register of Members of the Association at the relevant time
- d. '**the Act**' means the Associations Incorporation Act 1985
- e. '**ordinary resolution**' means an ordinary resolution defined in the Act
- f. '**special resolution**' means a special resolution defined in the Act
- g. '**month**' shall mean a calendar month.
- h. '**year**' means calendar year unless stated otherwise
- i. '**notice**' means both written and electronic forms of communication including fax, email and letter

## 3. OBJECTS

The objects of the Association shall be: -

- a. To provide advocacy, information and support services to individuals with disability who meet eligibility criteria established by the funding agreement or as approved by the Board.
- b. To assist, encourage and promote independence, and quality of lifestyle, and maximise participation in decision-making and effective self-advocacy for individuals with disability.
- c. To promote community awareness of advocacy through information and education on issues that affect individuals with disability, and their families, carers and supporters.
- d. To provide systemic advocacy to relevant organisations and to state and federal governments.
- e. To develop external links and work collaboratively to achieve better outcomes for individuals with disability.
- f. To do all such other things as may be aligned to the attainment of these objects.

#### **4. POWERS**

- a. The powers of the Association shall be the powers contained in the ASSOCIATIONS INCORPORATION ACT (SA) 1985. Without limiting those powers, the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contract including a contract of employment.
- b. The Committee shall be entitled to exercise the full powers of the Association, and without limiting those powers, shall have the management and control of the funds and other property of the Association, provided the Association obtains the approval of a General Meeting before borrowing money or securing any payment by charging the property of the Association.

#### **5. MEMBERSHIP**

- a. Members shall be anyone who supports the objects of the Association and agrees to be bound by its rules.
- b. Membership is not necessary to receive advocacy services.
- c. An application for membership shall be signed by the applicant.
- d. Applications will be forwarded to the Committee for ratification.
- e. Upon acceptance of the application by the Committee, as noted in the minutes of the Committee the applicant shall be deemed a member of the Association for a period of 2 years.
- f. The Committee may, in its absolute discretion, accept or refuse an application for membership of the Association by any person.
- g. Refusal of Application will be communicated to the applicant in writing within 14 days of the decision stating reasons and the appeals process.
- h. Membership shall cease on:
  - i. Resignation in writing delivered to the premises of the Association;
  - ii. Non-renewal of membership within three months of expiry.
- g. It is the responsibility of each member to renew their membership.

## **6. LIFE MEMBERSHIP**

- a. Honorary life membership is reserved as an honour to be bestowed by the Association in recognition of an individual's outstanding contribution to the objects of Advocacy for Disability Access and Inclusion Inc. (Formerly FAI Inc.)
- b. To be given honorary life membership, a proposal in writing by a member must be made to the Committee for consideration. If granted, honorary life membership is then publicly announced and bestowed at the Annual General Meeting.
- c. A Life Member is deemed the same rights as any other member.

## **7. SUSPENSION OF MEMBERS**

- a. If the Committee is of the opinion that a member has-
  - I. Persistently refused to comply with the rules of the Association; or
  - II. Persistently and willfully acted in a manner that is detrimental to the interests of the Association;

Then the Committee may, by not less than two-thirds majority vote.-

- i. Warn the member
  - ii. Suspend the member from the rights and privileges of Association membership for a specified period; or
  - iii. Expel the member from the Association
- b. Particulars of the claim/s shall be communicated to the member in writing at least 14 days before the meeting of the Committee at which the matter will be determined.
- c. The decision of the Committee, shall be communicated to the member within 14 days after the determination
- d. In the event of a determination of suspension or expulsion, the member shall, cease to be an active member from the 14th day after the Committee has despatched its written communication of the determination to the member.
- e. A member can appeal an expulsion to the Association at a general meeting. The intention to appeal, shall be communicated to the Corporate Governance Officer of the Association within 14 days after the determination of the Committee has been communicated to the member.

- f. In the event of an appeal, the appellant has the right to be heard by the members of the Association at the next general meeting, to refute the claims. In consideration of the appeal, the Committee will terminate membership, if the original determination is upheld. Termination of membership will be effective immediately.
- g. Any suspended member may reapply for membership by written notice at least 14 days prior the next General Meeting.
- h. The Association, shall not be required, to accept the renewal of membership of a suspended member.

## **8. REGISTER OF MEMBERS**

- a. A register of members must be kept and contain the following information:
  - i. the name and address of each member
  - ii. the date on which each member was admitted to the Association,
  - iii. preferred method for communication of notice
  - iv. renewal dates; and if applicable,
  - v. the date of and reason(s) for termination of membership.

## **9. THE SEAL**

- a. The Association shall have a common seal upon which its 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 the Association.
- c. The affixing of the seal shall be witnessed by the Chairperson and, the Corporate Governance Officer or Financial Management and Risk Delegate.

## **10. POWERS AND DUTIES**

- a. The affairs of the Association shall be governed and controlled by a Committee.
- b. The powers of the Association shall be the powers contained in the ASSOCIATIONS INCORPORATION ACT (SA) 1985 and without limiting those powers the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contract including a contract of employment.

- c. The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which the rules are silent.
- d. The Committee shall appoint a Public Officer as required by the Act.

*Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change (Form 10) with Consumer and Business Services (CBS), Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1719, Adelaide 5001.*

## **11. APPOINTMENT OF THE COMMITTEE**

- a. The Committee shall be comprised of at least 5 members and not more than 9 members in total.
- b. A member of the Committee must be a natural person and a registered member of the Association.
- c. Board Members may serve a maximum of three (3) consecutive terms unless otherwise approved by majority vote of the Board at a Board special meeting convened prior to the Annual General Meeting with such members being eligible for a further one (1) year term. Board Members having stood down for one (1) term become eligible for renomination or selection to membership for a further term or terms to a maximum of a further two (2) terms.
- d. A retiring Committee member shall be eligible to stand for re-election without nomination provided they notify the Chairperson at the penultimate meeting prior the Annual General Meeting being communicated.
- e. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the Corporate Governance Officer of the Association. The nomination shall be signed by the proposer and by the nominee and shall be subject to the Board Membership and Succession Planning Policy.
- f. Notice of all persons seeking election to the Committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- g. The Committee may appoint a person to fill a casual vacancy, and such a Committee member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the Committee without nomination.

- h. As far as practicable the Committee endeavours to have at least 1 representative from the consumer base.
- i. A Committee member shall not be the spouse or partner or immediate relative of an employee of the Association.
- j. Ideally, half of the elected members, less one, retire at each annual general meeting. Retiring members may re-nominate.
- k. Not more than 3 members can be co-opted by the Committee following the Annual General Meeting.
- l. A Register of Interest for the Committee will be maintained for people wishing to be considered for nomination to the Committee. Registrations will be active for 2 years from date of submission.

## **12. PROCEEDINGS OF THE COMMITTEE**

- a. The Board shall meet as often as required to conduct the business of the Foundation but must meet at least five (5) times in each financial year.
- b. Questions arising at any meeting of the Committee 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.
- c. A quorum for a meeting of the Committee shall be not less than one half plus one of the current membership of the Committee.
- d. A member of the Committee who has a direct or indirect pecuniary interest in a contract or proposed contract with the Association, 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. This 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 the Association.

## **13. DISQUALIFICATION OF COMMITTEE MEMBERS**

The position of a Committee member shall become vacant if the Committee member is:

- i. disqualified from being a Committee member by the Act
- ii. expelled as a member under these rules
- iii. permanently incapacitated by ill health
- iv. absent without apology from more than four meetings in a financial year



## 14. OFFICER BEARERS

- a. The Office Bearers of the Association shall be elected annually and include; the Chairperson, Vice Chairperson, Corporate Governance Officer and Financial Management and Risk Delegate.
- b. The Office Bearers, shall be elected by the Committee at the first Committee meeting scheduled after the Annual General Meeting.
- c. The outgoing Chairperson shall Chair the first Committee Meeting after the Annual General Meeting to facilitate election of Office Bearers.
- d. The Chairperson or two other members of the Committee shall have power to call a meeting of the Committee.
- e. Notice of meetings shall be given at the previous Committee meeting or by 7 days' written notice distributed to all Committee members or in an emergency by such other notice as shall be ratified by the Committee.
- f. An Office Bearer or member of the Committee shall cease to hold such office upon:-
  - i. Resignation in writing;
  - ii. Suspension as a member of the Association;
  - iii. Absence for four Committee meetings in a financial year without explanation acceptable to the Committee.
  - iv. Majority vote of the Association at a General Meeting that the position will be declared vacant because the duties of the position have not been performed in a proper and acceptable manner provided that notice of the motion to declare the position vacant has been given to the members; and the person who is the subject of the motion shall be given an opportunity to speak to the motion.
- g. Where an Office Bearer vacancy exists, it may be filled, by co-opting a person who is on the Committee Register for the unexpired remainder of the term.
- h. The Committee may function validly notwithstanding any vacancies, so long as its number is not reduced below the quorum.
- i. The Committee may appoint sub-Committees of members and non-members for specific purposes who shall meet as they see fit or as directed by the Committee and shall report to the Committee
- j. The Committee may determine that the Office Bearers act as an Executive to carry

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out day-to-day business delegated by the Committee and report accordingly at the subsequent Committee meeting.

- k. The Chairperson shall act as the Public Officer and shall notify the Corporate Affairs Commission who shall file such other returns and notices as shall be required by law.
- l. Committee members may express the views and interests of any organisation or group of which they are a member or which they represent, but must vote in the interests of the Association and to carry out its objects.
- m. Where a conflict of interest may apply, the member shall abstain from voting and may be required to remove themselves from the discussion relating to the particular topic.
- n. In the interests of the Association no Office Bearer shall hold the same office for more than 5 years consecutively. The Committee may, by majority vote, give an exemption if needed.

## **15. NOMINATIONS AND ELECTION OF COMMITTEE**

- a. Any active member is eligible to stand for election to the Committee provided they have:
  - i. Completed and delivered the written application to the Chairperson 28 days before the Annual General Meeting (Appendix 2: Register of Interest – Committee Nominations)
  - ii. Have been interviewed and proposed by a Committee Member in accordance with the requirements of the Board Succession Plan Policy
- b. A retiring elected member is eligible to stand for re-election without nomination in accordance with Section 11 of this constitution.
- c. The senior administrative employee shall, where necessary, call for nominations to the Committee at least 28 days before the Annual General Meeting by notice in writing to all active members who have nominated via the Register of Interest.
- d. If the number of nominations received is in excess of the number of vacancies then a secret ballot shall be held during the election at the Annual General Meeting.
- e. If only the required numbers of persons are nominated to fill existing vacancies, the Chairperson will report accordingly to the Annual General Meeting and will declare the nominees duly elected.

## **16. CHAIRPERSON AND VICE CHAIRPERSON**

- a. The Chairperson shall ensure the safekeeping of the Common Seal which shall be affixed only by resolution of the Committee or of a General Meeting and in the presence of two Committee members including at least one Office Bearer.
- b. The Chairperson shall chair Executive, Committee and General meetings. In the absence of the Chairperson or at the request of the Chairperson or by majority vote of a general meeting, the Vice Chairperson or another member may be elected as chairperson for that meeting.
- c. The chairperson at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.
- d. The Chairperson together with the Corporate Governance Officer shall ensure that an agenda is prepared for Committee and General Meetings.
- e. The chairperson of a meeting shall encourage full balanced participation by all members and shall decide on matters of order.
- f. The Chairperson shall act as Spokesperson unless otherwise determined by the Committee or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least 2 members of the Committee.

## **17. FINANCIAL MANAGEMENT AND RISK DELEGATE**

- a. The Financial Management and Risk Delegate ensures that:
- b. major or unusual expenditure is to be authorized in advance by the Board;
- c. financial statements and budgets are prepared for consideration by the Board;
- d. the financial reports are presented to each Board meeting;
- e. financial statements are prepared for the Auditor; and
- f. the Auditor's report and audited statements are presented to the Annual General Meeting.

## **18. CORPORATE GOVERNANCE OFFICER**

- a. The Corporate Governance Officer shall ensure that notice of meetings is given in accordance with the provisions of this constitution.
- b. The Corporate Governance Officer shall ensure that records are kept of the Association including the constitution, policies and procedures, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.
- c. In the absence of the Corporate Governance Officer or at the request of the Corporate Governance Officer or of a majority of the meeting, another member shall be elected as minutes secretary.

## **19. EMPLOYEES**

- a. An employee of the Association may not be a member of the Association.
- b. A person performing paid work for the Association on a regular substantial basis shall not be a member of the Committee

## **20. GENERAL MEETINGS**

- a. Annual General Meetings  
The Annual General Meeting shall be held once in each calendar year and not more than 5 months after the close of the financial year.
- b. The business of the Annual General Meeting shall be:-
  - i. To confirm the minutes of the preceding Annual General Meeting and of any subsequent Special General Meeting;
  - ii. To receive the Chairperson's report for the previous financial year;
  - iii. To receive the Financial Management and Risk Delegate's report and the audited financial statements for the previous financial year, together with the financial budget for the current financial year;
  - iv. To elect or re-elect the Committee Members;
  - v. To consider any special or other business placed on the agenda by the Committee or members.

## **21. SPECIAL GENERAL MEETING**

- a. A Special General Meeting may be called by the Corporate Governance Officer within 28 days of receipt of any of the following:
  - i. a directive of the Committee;
  - ii. a written request of 3 Committee members;
  - iii. a written request of 6 general members;

## **22. NOTICE OF GENERAL MEETINGS**

- b. At least 14 days' notice of any general meeting shall be given to members.
- c. 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.
- d. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- e. A notice may be given by the Association to any member, who is currently registered at the day of notice by serving the member with the notice personally, by sending the notice in the preferred method of communication appearing in the register of members.
- f. Where a notice is sent by email it is effected by properly addressing the email in accordance with details listed on the register, and attaching the relevant documents containing the notice, and unless the contrary is proved, service will be taken to have been effected at the time of electronically sent.
- g. Where a notice is sent by post: the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and 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.

## **23. 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 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.

- c. The chairperson shall preside as chairperson at a general meeting of the Association.
- d. If the chairperson is not present within five 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 that meeting.

## **24. VOTING AT GENERAL MEETINGS**

- a. Subject to these rules, every member of the Association has only one vote at a meeting of the Association.
- 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 five members, a question for decision at a general meeting must be determined by a show of hands.
- d. Persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chairperson but such persons may not vote.

## **25. POLL AT GENERAL MEETINGS**

- 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 the meeting.

## **26. SPECIAL AND ORDINARY RESOLUTIONS**

- a. A special resolution is a resolution passed by not less than 75% of the Members present and voting
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

## **27. PROXIES**

- a. A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association. Notwithstanding that proxy votes are permitted at annual general or general meetings, no member may hold more than 1 proxy vote
- b. A member intending to exercise the right to proxy shall give notice of this intention to the Chairperson before the commencement time of the meeting

## **28. MINUTES**

- a. Proper minutes of all proceedings of general meetings of the Association 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 the Association 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.

## **29. 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
  - ii. a member and the Association
- 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 of the 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 has been an active member at least 6 months prior to the dispute occurring.
- e. Section 40 of the Act provides that where the Committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the Association, the rules of natural justice must be observed
- f. Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated Association or by a former member expelled from the Association (provided that the application is made within six months of the expulsion), who believes that the affairs of the Association are being conducted in a manner that is oppressive or unreasonable.

## **30. FINANCIAL REPORTING**

- a. Financial year  
The first financial year of the Association 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 on 30 June of each year.

## **31. ACCOUNTS TO BE KEPT**

- a. The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.



**32. ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS**

- a. 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.

**33. ANNUAL RETURNS**

- a. The annual (periodic) return shall be lodged as required within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Committee's statement, and the Committee's report.

**34. APPOINTMENT OF AUDITOR**

- a. At each annual general meeting, the members shall appoint a person to be auditor of the Association. Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.
- b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c. If an appointment is not made at an annual general meeting, the Committee shall appoint an auditor for the current financial year.

**35. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

- a. The income and capital of the Association 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 the Association.

**36. LIABILITY, PROPERTY AND DISSOLUTION**

- a. Persons who with the authority of the Committee incur any debt or other liability on behalf of the Association shall have such liability met by the Association so that they incur no personal loss.

- b. The income property and funds of the Association shall be used solely towards the promotion of the objects, and shall not be paid or transferred to any members or relatives of members provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.
- c. On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that:-
  - I. Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein;
  - II. If the Association shall have been approved pursuant to Division 30 of the Income Tax Assessment Act then such other body shall also be so approved;
- d. The Association shall not be dissolved except in accordance with the Associations Incorporation Act and by approval of not less than three-fourths of the members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been distributed to all members.

### **37. APPLICATION OF SURPLUS ASSETS**

- a. If after the winding up of the Association 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. The Association may determine to distribute surplus assets to nominated charities.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

### **38. AMENDMENT OF CONSTITUTION & RULES**

- a. This constitution may be repealed or amended by resolution of two-thirds members present and voting at a General Meeting of which not less than 21 days' written

notice including notice of the proposed repeal or amendment has been distributed to all members.

- b. Rules for the proper administration of meetings or business may be made, repealed or amended by a General Meeting or by a Committee Meeting subject to subsequent disallowance at a General Meeting, provided that not less than 21 days' written notice including notice of the proposed new rule, repeal or amendment has been distributed to all members.

### **39. TRANSITION**

The provisions of this constitution will become effective on the date the constitution is adopted by special resolution of the Members. For the purposes of this transition, all current members will be deemed current for 2 years from the date of adoption.