

# Constitution

of Deaf Australia National  
Incorporated

*AMENDED 15 August 2024*

# Contents

		<b>Page</b>
<b>Part 1</b>	<b>Statement of Objects</b>	2
<b>Part 2</b>	<b>Definitions</b>	4
<b>Part 3</b>	<b>Preliminary</b>	
	3.1 Name	5
	3.2 Purpose	5
	3.3 Powers of the Association	5
<b>Part 4</b>	<b>Membership</b>	
	4.1 Membership	6
	4.2 Decisions of the Board	7
	4.3 Application for Membership	7
	4.4 Cessation of Membership	7
	4.5 Membership entitlements not transferable	7
	4.6 Resignation of Memberships	7
	4.7 Register of members	8
	4.8 Fees	8
	4.9 Members' liabilities	8
	4.10 Disciplining of members	8
	4.11 Right of appeal of disciplined member	9
<b>Part 5</b>	<b>The Board</b>	
	5.1 Powers of the Board	10
	5.2 Constitution and membership of the Board	10
	5.3 Board	11
	5.4 Election of Board members	11
	5.5 Secretary	13
	5.6 Treasurer	13
	5.7 Casual vacancies	13
	5.8 Removal of Board members	14
	5.9 Meetings and quorum	14
	5.10 Delegation to sub-committee	14
	5.11 Voting and acts of the Board	15
<b>Part 6</b>	<b>General Meetings</b>	
	6.1 Annual General Meetings	15
	6.2 Special General Meetings	16
	6.3 Notice	16
	6.4 Procedure	17
	6.5 Chairman of General Meetings	17
	6.6 Adjournment	17
	6.7 Decisions at General Meetings	17
	6.8 Voting	18
<b>Part 7</b>	<b>Miscellaneous</b>	
	7.1 Insurance	19
	7.2 Funds	19
	7.3 Alteration of Objects and Rules	19
	7.4 Common Seal	19
	7.5 Custody of Records	20
	7.6 Inspection of Records	20
	7.7 Service of Notices	20
	7.8 Surplus Property	20
	7.9 Financial	20

**PART 1 - STATEMENT OF OBJECTS**

- 1.1.1 To achieve equality of opportunity and full participation in society for Deaf, Deafblind and hard of hearing people who use Auslan in accordance with the principles and objectives of the United Nations Charter, the Universal Declaration of Human Rights, Convention on the Rights of Persons with Disabilities, and other general acts and recommendations of the United Nations Organisation and its specialised agencies.
- 1.1.2 To become and remain an ordinary member of the World Federation of the Deaf (WFD) and to operate in accordance with its principles and objectives.
- 1.1.3 To promote the unification of State associations and other organisations of and for Deaf people at both regional and national levels.
- 1.1.4 To ensure that Australian Governments both Federal and State observe all international and national declarations and recommendations on human rights and the rights of Deaf people and people with other disabilities.
- 1.1.5 To promote the creation and development of State organisations of Deaf people and organisations providing services to Deaf people where such organisations do not already exist.
- 1.1.6 To organise and stimulate the exchange of information and experiences among organisations of and for Deaf people and among professionals specialising in the study of deafness.
- 1.1.7 To provide advice, assistance and support either directly or indirectly to organisations of and for Deaf people upon their request and after consultation with the State associations involved whenever appropriate.
- 1.1.8 To disseminate accurate relevant information about deafness and the current needs of Deaf people through a variety of media and to government.
- 1.1.9 To distribute and make WFD documents and other relevant resources available to all organisations and persons interested in deafness.
- 1.1.10 To promote the establishment, development and maintenance of education programmes and support services which recognise the specific requirements of Deaf children and adults.
- 1.1.11 To promote the conduct of research and studies in all fields of deafness, including the Australian Deaf Community, its language and culture.
- 1.1.12 To facilitate the efforts of Deaf people to make contributions to the economic, social and cultural development of Australia.
- 1.1.13 To ensure adequate funding of services for Deaf people by governments and/or other relevant institutions and agencies.
- 1.1.14 To promote the recognition and acceptance of methods of communication preferred by Deaf people.
- 1.1.15 To encourage the development and availability of appropriate technology for Deaf people.

- 1.1.16 To ensure that Deaf people are represented at decision making and programme planning levels.
- 1.1.17 To provide a forum where Deaf people can come together as equals to learn about and discuss relevant issues and express their ideas and aspirations.
- 1.1.18 To foster pride in the Deaf Community, its language and culture.
- 1.1.19 To liaise with associations and organisations which serve Deaf people.
- 1.1.20 To subscribe or guarantee money for any charitable or benevolent object.
- 1.1.21 To establish, subsidise, promote, co-operate with, join, act as agent and delegate for or give financial or other assistance to any association (whether incorporated or not) with objects similar to those of Deaf Australia on condition that any such association prohibits the payment of any dividend or profit or the distribution of any property to its members.
- 1.1.22 To raise funds by subscription, donation or in any other manner which may seem expedient to promote and further the objects of Deaf Australia.
- 1.1.23 To purchase, lease, hire or otherwise acquire any real or personal property and any rights or privileges which Deaf Australia may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings necessary convenient for the work of Deaf Australia.
- 1.1.24 To sell, lease or otherwise dispose of any property or assets as Deaf Australia considers expedient for the promotion of its objects.
- 1.1.25 To undertake and perform any trust which may lawfully be undertaken by Deaf Australia and which may be beneficial to its objects.
- 1.1.26 To borrow or raise money in connection with the objects of Deaf Australia on such terms and on such security as it considers appropriate.
- 1.1.27 To invest any surplus funds of Deaf Australia not immediately required for its purposes upon such investments, securities or properties as Deaf Australia considers to be appropriate.
- 1.1.28 To do all such other things as are necessary, incidental or conducive to the attainment of the objects of Deaf Australia.
- 1.1.29 To purchase, acquire, subscribe for or deal in shares in a company or subscribe for shares in a subsidiary company.
- 1.2.1 The income and assets of Deaf Australia shall be applied solely towards the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of Deaf Australia provided that nothing in this clause shall prevent the payment in good faith of remuneration to any officer or servant of Deaf Australia or to any member of Deaf Australia in return for any services rendered to it.

## RULES FOR DEAF AUSTRALIA NATIONAL INCORPORATED

### PART 2 - DEFINITIONS

2.1 In these rules, unless stated otherwise:

**"Board"** means the Board of management of Deaf Australia referred to in Part 4.

**"deaf"** includes any person with a hearing loss who uses sign language. The first letter in the word "Deaf" is capitalised when referring to the Deaf Community, Deaf Culture or Deaf Language. It is not capitalised when referring to physical deafness.

**"general meeting"** means an annual general meeting or a special general meeting of Deaf Australia.

**"hard of hearing"** means any person with a hearing loss, usually acquired post-lingually and whose communication mode is usually by speech. The term also covers those people who have become deafened later in their life.

**"member"** means a member of Deaf Australia and **"membership"** has a corresponding meaning.

**"office"** means the principal place of administration.

**"Board Director"** means a member of the Board including the office-bearers.

**"public officer"** means the public officer for the time being of Deaf Australia.

**"resolution"** means a resolution requiring not more than a 51 per cent majority to be passed.

**"secretary"** means the Secretary of the Company (or Company Secretary) .

**"special resolution"** means a resolution of a general meeting which is:

- (a) passed by at least 75 per cent of members who are entitled to vote and who vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) passed in the manner directed by the Commission.
- (c) With exception of clause 5.2.1 and this clause (c), passed by no less than 100 per cent of individual members who are entitled to vote and who vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

**"special general meeting"** means a general meeting other than an annual general meeting.

**"treasurer"** means the treasurer for the time being of Deaf Australia.

**"the Act"** means the Associations Incorporation Act 1985 (SA).

**"the Regulation"** means the Associations Incorporation Regulation 1985.

**"office bearers"** means the office bearers for the time being of Deaf Australia as described in clause 5.2.1.

- 2.2 In these rules:
- (a) a reference to a function includes a power, authority or duty; and
  - (b) words importing the singular include the plural and vice versa and words importing the one gender import any other gender.
- 2.3 The provisions of the Interpretation Act 1897 apply to these rules in the same manner as those provisions would apply if these rules were an instrument made under the Act.
- 2.4 Paragraph headings are for convenience only and will not affect the interpretation of these rules.
- 2.5 Words appearing in these rules which are defined in the Act will have the meanings given to them in the Act unless a contrary intention appears.

### **PART 3 - PRELIMINARY**

#### **3.1 Name**

The name of the incorporated organisation is Deaf Australia National Incorporated, referred to herein as “Deaf Australia” or “the Association”.

#### **3.2 Purpose**

Deaf Australia is established for the purposes set out in the Statement of Objects.

#### **3.3 Powers of the Association**

- 3.3.1 The association shall have all the powers conferred by section 25 of the Associations Incorporation Act 1985 (SA).
- 3.3.2 The members for the time being of the Board shall be and be deemed to be directors of Deaf Australia.
- 3.3.3 Deaf Australia shall be a non-proprietary organisation.
- 3.3.4 A member of Deaf Australia, whether or not he is a member of the Board, or of any sub-committee, of Deaf Australia, shall not be entitled, under the rules of Deaf Australia or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from Deaf Australia that is not offered equally to every full member.
- 3.3.5 An employee of Deaf Australia shall not vote at any meeting of Deaf Australia or of its Board or at any election of the Board, or hold office as a member of the Board.
- 3.3.6 With exception to clause 3.3.7, any profit or other income of Deaf Australia shall be applied only to the promotion of its purposes and shall not be paid to or distributed among its members.
- 3.3.7 Deaf Australia may pay fees to directors for attendance at Board meetings.
- 3.3.8 The Board may make by-laws prescribing the circumstances in which fees may be paid to the Board under this Clause.
- 3.3.9 The amount paid to each director must be included in the Audited Annual Financial Report.

## **PART 4 - MEMBERSHIP**

### **4.1 Membership**

4.1.1 The classes of members are as follow:

(a) Individual Members:

- i Ordinary Individual Members
- ii Associate Individual Members
- iii Honorary Life Members
- iv Individual Junior (0-17 years)

(b) Corporate Members:

- i. State and Territory Organisation Members
- ii. Ordinary Corporate Members
- iii. Associate Corporate Members

4.1.2 To be eligible for Ordinary Individual membership a person shall be a Deaf or hard of hearing person who is an Australian citizen or permanent resident.

4.1.3 Associate Individual members shall be all individual members who are Australian citizens or permanent residents but who are not ordinary members or honorary life members and who have an interest in working with or supporting Deaf people.

4.1.3 Honorary Life Members

a) Subject to ratification at the next following annual general meeting honorary life membership may be conferred by the Board on any member whom the Board considers has rendered important and outstanding services to Deaf Australia. Recommendations for honorary life membership may be made to the Board by any member thereof or by a State or Territory branch.

b) Subject to ratification of honorary life membership, the member is exempted from paying any membership fees to Deaf Australia (see clause 4.8.1).

c) Deaf Australia will honour State and Territory Organisations Members' honorary life members (or equivalent) and members are exempted from paying membership fees to Deaf Australia (see clause 4.8.1).

4.1.4 To be eligible for Junior membership a person shall be a deaf or hard of hearing person and aged 0 to 17 years who is an Australian citizen or permanent resident.

4.1.5 To be eligible for full-time student membership a person shall be a deaf or hard of hearing person who is an Australian citizen or permanent resident and currently undertaking a full-time study load.

4.1.6 To be eligible for pensioner membership a person shall be a deaf or hard of hearing person who is an Australian citizen or permanent resident and currently receiving a pension.

4.1.7 State and Territory Branch members shall be consumer based organisations operating in a State or Territory and which represent Deaf people.

4.1.8 An Ordinary Corporate member is any organisation operating throughout Australia which has a majority of people who are Deaf comprising its Board of Management and which promotes the interest of people who are Deaf.

- 4.1.9 An Associate Corporate member is any organisation operating throughout Australia which promotes the interests of people who are deaf.
- 4.1.10 An Ordinary State/Territory Corporate member is any organisation operating in any one State or Territory of Australia which has a majority of people who are Deaf comprising its Board of Management and which promotes the interest of people who are Deaf.
- 4.1.11 An Associate State/Territory Corporate member is any organisation operating in any one State or Territory of Australia which promotes the interests of people who are deaf.

#### **4.2 Decisions of the Board**

- 4.2.1 The decision of the Board as to eligibility of any applicant for membership shall be final and conclusive.

#### **4.3 Application for Membership**

- 4.3.1 An application must be made and lodged in the form prescribed by the Board and accompanied by any fee for membership:
- 4.3.2 The board will consider and its absolute discretion accept or reject any Application. The board is not required to give any reason for the rejection of an Application. If the board rejects the Application, any monies tendered with it will be repaid to the Applicant without interest.
- 4.3.3 On Acceptance of the membership, the secretary must enter the nominee's name in the register of members and he will thereupon become a member.

#### **4.4 Cessation of Membership**

- 4.4.1 Membership ceases if the member:
  - (a) dies;
  - (b) resigns;
  - (c) is expelled from Deaf Australia;
  - (d) fails to pay his/her annual membership fees;
  - (e) being a Corporate member, is wound up and dissolved.

#### **4.5 Membership Entitlements Not Transferable**

- 4.5.1 Any right, privilege or obligation of a member:
  - (a) cannot be transferred or transmitted to another person or organisation; and
  - (b) terminates upon cessation of the person's membership.

#### **4.6 Resignation of Membership**



- 4.6.1 A member is not entitled to resign his membership except in accordance with this rule.
- 4.6.2 A member who has paid all amounts due to Deaf Australia in respect of his membership may resign from membership by giving not less than 1 month's written notice (or such other period as the Board may determine) to the secretary for the member's intention to resign. Upon the expiry of the period of notice, his membership will cease.
- 4.6.3 Where a member ceases to be a member in terms of clause 3.6.2, the secretary shall make an entry in the register of members recording the date on which membership ceases.

#### **4.7 Register of Members**

- 4.7.1 The public officer shall establish and maintain a register of members of all classifications recording the name and address of each member his membership classification and the date on which he became a member.
- 4.7.2 The register of members shall be kept at the office of Deaf Australia and may be inspected by any member at any reasonable hour without charge.

#### **4.8 Fees**

- 4.8.1 Upon admission to membership a member shall pay a joining fee of such amount as is determined by the board.
- 4.8.2 In addition to the amount payable under clause 4.8.1, The board and State and territory organisations members shall determine allocation of fees received.
- 4.8.3 The Board must give Members not less than one month's notice of any changes in fee payable under clause 4.8.1.
- 4.8.4 Payment shall be made:
  - (a) At least 35 days prior to next Annual General Meeting ; or
  - (b) prescribe when and in what circumstances these fees are payable, and
  - (c) waive membership fees.
- 4.8.5 Membership fees will not be refundable under any circumstances, in exception of clause 4.3.2.

#### **4.9 Members' Liabilities**

- 4.9.1 The liability of a member to contribute to the payment of the debts and liabilities of Deaf Australia or the costs, charges and expenses of the winding up of Deaf Australia is limited to the amount of any unpaid membership fees under clause 4.8.

#### **4.10 Disciplining of Members**

- 4.10.1 Where the Board is of the opinion that a member:
  - (a) has persistently refused or neglected to comply with any of these rules; or
  - (b) has wilfully acted in a manner prejudicial to the interests of Deaf Australia,

- 4.10.2 the Board, by resolution, may call upon the member to show cause why the Board should not:
- (a) expel the member from Deaf Australia;
  - (b) suspend the member from Deaf Australia for a specified period; or
  - (c) fine the member.

The resolution shall specify the grounds upon which it is based.

- 4.10.3 Where the Board passes a resolution under subclause (4.10.1), the secretary must promptly cause a notice in writing to be served on the member:
- (a) setting of the resolution;
  - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that he may:
    - i. attend and speak at that meeting; and/or
    - ii. submit to the Board at or prior to that meeting written representations relating to the resolution.

- 4.10.4 At a meeting of the Board held under subclause (4.10.2), the Board shall:
- (a) give the member a reasonable opportunity to make personal representations;
  - (b) give due consideration to any written representations submitted to the Board by the member; and
  - (c) by resolution either expel, suspend or fine the member or resolve not to take any action.

- 4.10.5 Where the Board passes a resolution under subclause (4.10.3), the secretary must, within the next 7 days, inform the member by notice in writing of that fact and of his / her right of appeal under rule 4.11.

- 4.10.6 A resolution passed under subclause (3) will not take effect:
- (a) until the expiry of the period within which the member may appeal against the resolution under these rules; or
  - (b) (where the member validly exercises the right of appeal) until Deaf Australia confirms the resolution pursuant to rule 4.11.

#### **4.11 Right of Appeal of Disciplined Member**

- 4.11.1 A member may appeal to a general meeting against a resolution confirmed under subclause (4.11.3) by lodging with the secretary a notice of appeal within 7 days after notice of that resolution is served on that member.

4.11.2 Upon receipt of a notice from a member under clause 4.11.1 the Board must convene a special general meeting to be held within 30 days after the date on which the secretary receives the notice.

4.11.3 At a special general meeting convened under clause 4.11.2:

- (a) no business other than the appeal shall be transacted;
- (b) the Board and the member shall be given a reasonable opportunity to state their respective cases orally and/or in writing;
- (c) the members present shall decide by special resolution whether the resolution to suspend, expel or fine the member should be confirmed or revoked; and
- (d) voting pursuant to sub-clause (c) shall be by way of secret ballot.

## **PART 5 - THE BOARD**

### **5.1 Powers of the Board**

5.1.1 Subject to the Act, the Regulation, these rules and to any resolution of a general meeting the Board:

- (a) Shall appoint and support the Chief Executive in the day to day management of Deaf Australia;
- (b) may exercise all functions of Deaf Australia other than those functions required by these rules to be exercised by a general meeting;
- (c) has power to perform all acts and do all things necessary or desirable in the opinion of the Board for the proper management of the affairs of Deaf Australia; and
- (d) may waive in its absolute discretion the payment of membership fees.

5.1.2 The Board shall not do any act or thing in relation to the sale or other disposal of any real estate held by Deaf Australia (or any other asset specified at any time by a general meeting) without the prior approval of a special resolution.

### **5.2 Constitution and Membership of the Board**

5.2.1 Subject to Section 21 of the Act, the Board will be chosen from amongst the Ordinary Individual deaf members (with exemption to 5.2.1(b)) and will consist of:

- (a) Five (5) Board Directors
- (b) Up to two Casual Directors (see clause 5.3.9).
- (c) Provided that no State or Territory shall have more than two of its residents as Board Directors (not applicable to clause 5.2.1(b)).

5.2.2 The Board of Directors will convene immediately after the Annual General Meeting to elect from among themselves:

(a) The Chairperson; and

(b) The Treasurer;

5.2.3 The Chairperson and Treasurer, together with Company Secretary will form the Executive of Deaf Australia.

### **5.3 Board**

5.3.1 The Initial board currently comprised of seven directors (Clause 4.2(1), (Constitution -2007));

5.3.2 The Initial board will take the office at the time of the adoption of the Amendment of the Constitution and hold office until the next Annual General Meeting, which must occur within 12 months.

5.3.3 At the next Annual General Meeting, four of the Initial board will retire from office with the retiring Directors either agreeing between themselves to retire or, in the absence of agreement, being selected by means of ballot.

5.3.4 At the next Annual General Meeting, members may nominate and elect any two ordinary individual deaf members to serve as a Director, as the subsequent board.

5.3.5 At the next following Annual General Meeting, one of the board will retire from the initial board in accordance to clause 5.3.1.

5.3.6 At the next following Annual General Meeting, members may nominate and elect any one ordinary individual deaf member to serve as a Director, as the following board.

5.3.7 Subject to this clause 5.3.4, each elected Director will hold office for a period of not more than three years from the Annual General meeting of their election to the Board.

5.3.8 A retiring director shall be eligible for re-election and shall act as a member of the Board throughout the meeting at which he or she retires. A Director who has held for two (2) consecutive three (3) years terms is thereafter ineligible for a period of twelve (12) months for election to any further term as a Director without the prior express approval of the Board on each occasion.

5.3.9 The Directors shall appoint up to two Directors and will hold office until end of next Annual General Meeting.

(a) The appointment of casual director shall be in accordance to Clause 5.2.1.

(b) The casual directors shall have equal voting rights as elected Board of Directors.

5.3.10 The Board will be made up of those Directors specified in Clause 5.2.1.

### **5.4 Election of Board**

5.4.1 A notice shall be sent to Ordinary Individual members no later than 35 days prior to the date appointed for the annual general meeting calling for nomination for election as office bearers and other members of the Board.

5.4.2 Nominations shall be in writing addressed to the secretary and shall be signed by the

nominee, the proposer and seconder, all of whom must be financial Ordinary Individual members of Deaf Australia. Nominees may submit a statement in support of their candidature in a form determined by the Board.

- 5.4.3 Nominations shall be lodged with the secretary no later than 21 days prior to the date appointed for the annual general meeting.
- 5.4.4 In any case where there shall not be a sufficient number of candidates nominated, those duly nominated shall be declared elected effective from the conclusion of the annual general meeting which may fill any remaining vacancy.
- 5.4.5 If more nominations are received than there are vacancies for office-bearers or Board members an election shall be held by postal ballot as follows:
- (a) A Returning Officer shall be appointed by the Board to conduct the count of votes in the ballot.
  - (b) The ballot papers shall list names of candidates in an order determined by lot by the Returning Officer.
  - (c) The date on which the poll closes shall also be stated on the ballot paper.
  - (d) The ballot paper shall contain requisite information and directions as to the method of recording votes.
  - (e) The preferential voting system shall be used to elect office-bearers and other members of the Board.
  - (f) Ballot papers and any information about candidates shall be posted to each financial Ordinary Individual member of Deaf Australia no later than 14 prior to the close of the ballot. The ballot shall close at 6.00pm at the business address of Deaf Australia two business days preceding the date of the annual general meeting.
  - (g) With the ballot paper there shall be sent to each member two envelopes, the larger of which shall be addressed to the Returning Officer. Each Ordinary Individual member shall sign his or her name and write it legibly where indicated on the inside of the larger envelope addressed to the Returning Officer.
  - (h) The completed ballot paper shall be sealed in the smaller envelope marked "Vote".
  - (i) No vote shall be valid unless the outer envelope is endorsed in the manner described above.
  - (j) When the envelopes containing votes are received, the Returning Officer or any person appointed by him shall open the outer envelope and identify the member voting by the name and by such other means as a Returning Officer may consider advisable and if the votes are allowable shall then place the smaller envelopes (marked "Vote") in a locked ballot box unopened.
  - (k) The envelope marked "Vote" shall be opened after the close of the poll and the number of votes cast for each candidate shall be counted and the results recorded by the Returning Officer.
  - (l) The Returning Officer shall certify the results of the ballot to the Chairperson or other officer acting in his place.

- (m) The result of the ballot shall be announced at the Annual General Meeting.
- (n) If in the counting of the votes in any election, it is necessary to decide between two or more candidates who have received the same number of votes, the matter shall be determined by lot supervised by the Returning Officer.

## **5.5 Secretary**

- 5.5.1 Secretary means the Company (or Company Secretary)
- 5.5.2 The Company Secretary shall lodge notice of his / her address with Deaf Australia promptly after his / her appointment.
- 5.5.3 The secretary shall keep proper records of:
  - (a) all appointments of office-bearers and members;
  - (b) the names of members present at Board meetings and at general meetings; and
  - (c) all proceedings at Board meetings and general meetings.
- 5.5.4 Minutes of proceedings of any Board or general meeting shall be signed by the chairperson of that meeting or of the next succeeding meeting.

## **5.6 Treasurer**

- 5.6.1 The treasurer shall ensure that:
  - (a) all money due to Deaf Australia is collected and that all payments authorised by Deaf Australia are made;
  - (b) proper books and accounts are established and maintained according to the Act to record the financial affairs of Deaf Australia including all receipts and expenditure connected with its activities.

## **5.7 Casual Vacancies**

- 5.7.1 A casual vacancy in the membership of the Board will occur if a Board member:
  - (a) dies;
  - (b) ceases to be a member;
  - (c) becomes an insolvent under administration within the meaning of the Corporations Law;
  - (d) resigns by notice in writing to the secretary;
  - (e) is removed from office under rule 5.8;
  - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with under the law relating to mental health; or
  - (g) is absent without the consent of the Board from all meetings of the Board held

during a period of one year.

## **5.8 Removal of a Board Member**

- 5.8.1 Deaf Australia in a general meeting may remove any Board member by resolution before the expiry of the member's term of office and may by resolution appoint another person to replace him until the expiry of the term of the member so removed.
- 5.8.2 Where a proposed resolution for the removal of a Board member under subclause (5.8.1) is listed in the agenda for a general meeting and the relevant Board member makes written representations of a reasonable length to the secretary or chairperson and requests that these representations be sent to the members, the secretary or the chairperson may either send a copy of those representations to each member or cause them to be read out at the general meeting at which the resolution is considered.
- 5.8.3 Pending the outcome of a vote by a general meeting on a resolution for removal of a Board member, he shall not be entitled to attend meetings of the Board or to exercise any function as a member of the Board.

## **5.9 Meetings and Quorum**

- 5.9.1 The Board shall meet at least once each year at such place and time as it determines.
- 5.9.2 Additional meetings of the Board may be convened by the Chairperson or any 3 Board Directors .
- 5.9.3 Written notice of a Board meeting shall be given by the secretary to each Board Directors at least 14 days before the time appointed for the meeting (unless the Board otherwise directs).
- 5.9.4 Notice of a Board meeting must specify the general nature of the business to be transacted at the meeting.
- 5.9.5 3 Directors of the Board present in person will constitute a quorum for any meeting of the Board.
- 5.9.6 No business shall be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting will stand adjourned to the same place and time as determined by the members present.
- 5.9.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meetings, the meeting shall be dissolved.
- 5.9.8 At a meeting of the Board the chairperson shall be chairman.
- 5.9.10 If the chairperson is absent or unwilling to act as chairman the remaining Directors of the Board must elect one of their number to be chairman of the meeting.

## **5.10 Delegation to Sub-Committee**

- 5.10.1 The Board may delegate by written notice to one or more sub-committees (consisting of such members as the Board thinks fit) the exercise of such functions of the Board as are specified in the notice of delegation, other than:
  - (a) this power of delegation;

- (b) a function which is imposed on the Board by the Act or by any other law; and
  - (c) the expenditure of any funds without the prior approval of the Board.
- 5.10.2 A function which has been delegated to a sub-committee under this rule may not be exercised by the sub-committee other than in accordance with the delegation notice.
- 5.10.3 A delegation under this rule will be subject to such conditions or limitations as are specified in the delegation notice.
- 5.10.4 Notwithstanding any delegation under this rule, the Board may continue to exercise any delegated function.
- 5.10.5 Any act or thing done by a sub-Committee in the proper exercise of a delegation under this rule will have the same force and effect as if done by the Board.
- 5.10.6 The Board may revoke wholly or in part any delegation under this rule by written notice.
- 5.10.7 A sub-committee may meet and adjourn as it thinks fit.
- 5.10.8 The chairperson will be a member ex officio of all sub-committees.

## **5.11 Voting and Acts of the Board**

- 5.11.1 Questions arising at a meeting of the Board or any sub-committee will be determined by a majority of Directors of the Board or sub-committee present at the meeting.
- 5.11.2 Each person properly present at a meeting of the Board or any sub-committee is entitled to one vote but, in the event of an equality of votes, the chairman may exercise a casting vote.
- 5.11.3 Subject to clause 5.7, the Board may act notwithstanding any vacancy on the Board.
- 5.11.4 Any act or thing done or purporting to have been done by the Board or by a sub-Committee appointed by the Board, will be valid and effective despite any defect which may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

## **PART 6 - GENERAL MEETINGS**

### **6.1 Annual General Meetings**

- 6.1.1 Deaf Australia shall convene an annual general meeting at least once in each year and not later than 6 months after the end of its financial year.
- 6.1.2 Subject to the Act and to rule 5.1, an annual general meeting will be convened on such date and at such place and time as the Board thinks fit.
- 6.1.3 The business of an annual general meeting will be:
- (a) to confirm the minutes of the preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Board reports on the activities of Deaf Australia during the preceding financial year;



- (c) to receive reports from each State or Territory Branch and each working party established by the Board
- (d) to elect office-bearers and Board Directors;
- (e) to receive and consider the statement required to be submitted to members pursuant to section 26(6) of the Act; and
- (f) to transact any other business which may be properly transacted at an annual general meeting and of which written notice is given to the secretary not later than 2 weeks before the date of the meeting.

## **6.2 Special General Meetings**

- 6.2.1 The Board may convene a special general meeting whenever it thinks fit.
- 6.2.2 On the written requisition of not less than 5 percent of the total number of voting members, the Board must convene a special general meeting.
- 6.2.3 A requisition for a special general meeting:
  - (a) shall state the purpose of the meeting;
  - (b) shall be signed by all members making the requisition;
  - (c) shall be lodged with the secretary
  - (d) may consist of several documents in a similar form, each signed by one or more members making the requisition.
- 6.2.4 If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 6.2.5 A special general meeting referred to in subclause (6.2.4) must be convened as nearly as practicable in the same manner as general meetings are convened by the Board.

## **6.3 Notice**

- 6.3.1 Except where the business to be dealt with at a general meeting requires a special resolution, at least 35 days before the date fixed for the holding of the general meeting the secretary shall cause to each member, in accordance to Clause 7.7, a notice specifying the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 6.3.2 Where the business to be dealt with at a general meeting requires a special resolution, at least 21 days before the date fixed for the holding of the general meeting, the secretary shall cause notice to be sent to each member in the manner provided in subclause (6.3.1), specifying, in addition to the matters required under subclause (6.3.1), the intention to propose the resolution as a special resolution.
- 6.3.3 No business shall be transacted at a general meeting other than as specified in the notice convening the general meeting except, in the case of an annual general meeting, business

which may be transacted pursuant to clause 5.2 (2) (e).

- 6.3.4 A member wishing to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the notice convening the next general meeting after receipt of the notice from the member.

## **6.4 Procedure**

- 6.4.1 No business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present in person or by proxy when the meeting proceeds to business.
- 6.4.2 10 members present in person or by proxy and who are entitled under these rules to vote at a general meeting will constitute a quorum for the transaction of the business of a general meeting.
- 6.4.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting (if convened upon the requisition of members) will be dissolved and in any other case will stand adjourned to the same place at a time and date then determined by those members present.
- 6.4.4 If at the adjourned general meeting a quorum of members is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 5) will constitute a quorum.

## **6.5 Chairman of General Meetings**

- 6.5.1 The chairperson will chair at each general meeting.
- 6.5.2 If the chairperson is absent from a general meeting or unwilling to act as chairperson, the members present shall elect one of their number to be chairperson of the meeting.

## **6.6 Adjournment**

- 6.6.1 The chairman of a general meeting at which quorum is present, with the consent of a majority of members present at the meeting, may adjourn the meeting to another time and place, but no business shall be transacted at an adjourned general meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 6.6.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give written notice of the adjourned general meeting to each member stating the place, date and time of the meeting and the nature of the business to be transacted.
- 6.6.3 Except as provided in subclauses (1) and (2), notice of an adjourned general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **6.7 Decisions at General Meetings**

- 6.7.1 Voting on a matter to be decided at a general meeting will be on a show of hands of Ordinary Individual members, Ordinary National Corporate members, State or Territory Branch delegates and Foundation members present in person or by proxy. Unless a poll is demanded in accordance with these rules before or on the declaration of the show of hands, a declaration by the chairman that a resolution has been carried (whether unanimously, or by particular majority) or lost on a show of hands and an entry to that effect in the minute

book of Deaf Australia will be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

6.7.2 At a general meeting of Deaf Australia, a poll may be demanded by the chairman or by not less than 3 ordinary members present at the meeting.

6.7.3 Where a poll is validly demanded it must be taken:

- (a) immediately, in the case of a poll relating to the election of the chairman or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairman directs.

6.7.4 The result of the poll will be deemed to be the decision of the general meeting on that matter.

## 6.8 Voting

6.8.1 An Ordinary Individual member, an Ordinary Corporate member, and an Ordinary State/Territory member, who is a financial member at least 35 days preceding the general meeting will each have one vote on any matter for decision at a general meeting.

An Honorary Life Member, provided the person is Deaf, will have one vote on any matter for decision at a general meeting.

Ordinary Individual Junior Members, Full-time Student Members and Pensioner Members who are financial members at least 35 days preceding the general meeting will have one vote on any matter for decision at a general meeting.

Each State or Territory branch of Deaf Australia which has become a member shall be entitled to appoint three delegates to each general meeting of Deaf Australia. Each delegateshall have one vote which may only be cast on behalf of the member whom the delegate hasbeen appointed to represent.

6.8.2 Any other persons or members not aforementioned in this clause are not entitled to vote.

6.8.3 In case of an equality of votes on an ordinary resolution at a general meeting, whether on a show of hands or a poll, the chairman of the meeting may exercise a casting vote.

6.8.4 A member is not entitled to vote at any general meeting unless all money payable by the member to Deaf Australia has been paid.

6.8.5 Voting by proxy shall be allowed.

6.8.6 The instrument appointing a proxy shall be in writing signed by the appointor or his attorney and shall be deemed to authorise the proxy to join in demanding a poll.

6.8.7 A proxy shall be a member of Deaf Australia who is entitled to vote at the meeting for which the proxy is given.

6.8.8 The instrument appointing a proxy shall be in or to the effect of the following:

I \_\_\_\_\_ of \_\_\_\_\_ being a member of the Deaf Australia and entitled to vote at general meetings of its members hereby appoint \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me at the Annual/Special General Meeting of Deaf Australia to be held on \_\_\_\_\_ (Date) and at any adjournment thereof.

Signed on \_\_\_\_\_ (date) This proxy shall be used \*for / against the resolution. \* Strike out as desired.

\_\_\_\_\_ Signature of Member  
(Unless otherwise instructed, the proxy may vote as he/she thinks fit.)

6.8.9 The instrument appointing a proxy and any power of attorney or other authority by which it is signed shall be deposited with the Secretary at least seven (7) days before the meeting or the taking of the poll for which it is given is held and shall not otherwise be treated as valid unless the meeting otherwise decides.

6.8.10 A vote given pursuant to a proxy or power of attorney shall not be invalid because of death or unsoundness of mind of the appointor or donor unless the Secretary has been notified thereof in writing before the meeting commences.

## **PART 7 - MISCELLANEOUS**

### **7.1 Insurance**

7.1.1 Deaf Australia shall effect and maintain insurance pursuant to Section 44 of the Act.

7.1.2 Deaf Australia may effect and maintain insurance in addition to the required by subclause (7.1.1).

### **7.2 Funds**

7.2.1 The funds of Deaf Australia shall be derived from entrance fees and annual subscriptions of members, donations, proceeds from the sale of goods and services to members and their guests and (subject to any resolution passed by Deaf Australia in general meeting), such other sources as the Board determines.

7.2.2 All money received by Deaf Australia must be deposited promptly and without deduction to the credit of its bank account.

7.2.3 Deaf Australia must promptly issue an appropriate receipt for money paid to it.

7.2.4 Subject to any contrary special resolution, the funds and assets of Deaf Australia shall not be used for any purpose other than to pursue its objects.

7.2.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments drawn on behalf of Deaf Australia shall be signed by not less than 2 members of the Board authorised in writing to do so by the Board.

### **7.3 Alteration of Objects and Rules**

7.3.1 The objects and rules of Deaf Australia may not be altered, rescinded or added to other than by a special resolution of the voting members.

### **7.4 Common Seal**

7.4.1 The common seal of Deaf Australia shall be kept in the custody of the public officer.

7.4.2 The common seal shall not be affixed to any document on behalf of Deaf Australia except by the prior authority or resolution of the Board and witnessed by at least 2 members of the Board authorised in writing to do so by the Board.

## **7.5 Custody of Records**

7.5.1 Except as otherwise provided by these rules, the public officer shall keep in his custody or under his control all records, books and other documents relating to Deaf Australia.

## **7.6 Inspection of Records**

7.6.1 The records, books and other documents of Deaf Australia may be inspected at its office without charge by a member at any reasonable hour.

7.6.2 A member may obtain a copy of these rules by application to the secretary and on payment of the fee prescribed by the Board.

## **7.7 Service of Notices**

7.7.1 For the purpose of these rules, a notice may be served by or on behalf of Deaf Australia upon any member either personally or by pre-paid post, or by electronic communication (e.g. email) to the member's address shown in the register of members.

7.7.2 Where a document is sent to a member by a properly addressed and pre-paid letter and or by electronic communication (e.g. email) containing the document, the document will be deemed to have been served on the person at the time at which the letter or correspondence would have been delivered in the ordinary course of post or electronic communication unless the contrary is proved.

## **7.8 Surplus Property**

7.8.1 At its first general meeting after the adoption of these rules Deaf Australia shall pass a special resolution nominating an incorporated association in which it will vest its surplus property pursuant to Section 53(2) of the Act in the event of the winding up of Deaf Australia or the cancellation of its incorporation.

7.8.2 The incorporated association so nominated shall fulfil the requirements specified in section 53(2)(a)-(c) of the Act.

## **7.9 Financial**

7.9.1 The financial year of Deaf Australia shall commence on 1 July.

7.9.2 The Board shall cause proper accounting and other records to be kept and shall distribute to members copies of every profit and loss account and balance sheet. The balance sheet and profit and loss account to be laid before each annual general meeting shall be made up to a date not more than five (5) months before the date of the meeting.

7.9.3 The members may if they think fit appoint an auditor.

## **7.10 By-laws**

7.10.1 The Board may from time to time make by-laws not inconsistent with these rules relating to the conduct of the affairs of Deaf Australia.