**Corporations Act 2001 - Company Limited by Guarantee**

**Constitution of Blind Citizens Australia**

**ACN 006-985-226**

**First registered 26 May 1988**

**Last adopted (October 2017)**

# Name

The name of the Organisation is Blind Citizens Australia.

# Interpretation and Explanation

## In this Constitution:

**accessible format** means formats such as audio, braille, electronic and large print.

**activities** means the activities for carrying out the Organisation's purpose, such as the activities listed in subclause 3.2.

**associate member** means a member of the Organisation as defined in paragraph 7.1(b).

**auditor** means the person appointed by the annual general meeting pursuant to clause 28.

**blind** means permanently blind as defined in section 95 of the Social Security Act 1991.

**Board** means the Board of directors of the Organisation.

**branch** means a regional or special interest branch of the Organisation, established pursuant to paragraph 10.2.1.

**clause** means a clause of this Constitution.

**Committee** means the finance, audit and risk management committee, established pursuant to clause 34.

**company secretary** means the person appointed by the Board pursuant to clause 36.

**consumer** means a person who uses or receives disability-related community services, public accommodations or entitlements.

**Corporations Act** means the Corporations Act 2001 as amended from time to time.

**Council** means the national policy council, established pursuant to clause 33.

**director** means a member of the Board.

**eligible member** means a full member at 30 June of each year.

**full member** means a member of the Organisation as defined in paragraph 7.1(a).

**gift fund** means the fund referred to in clause 27.

**junior member** means a member of the Organisation as defined in paragraph 7.1(c).

**Organisation** means Blind Citizens Australia ACN 006 985 226.

**organisational member** means a member of the Organisation as defined in paragraphs 7.1(d) or 7.1(e).

**purpose** means the purpose stated in subclause 3.1.

**returning officer** means the person in charge of the counting of the votes for the ballots for the president or other directors, pursuant to subclause 21.5.

**State Division** means a division of the Organisation established under Clause 10 and the State Division Guidelines.

**State Division Guidelines** means the bylaws developed and amended by the Board from time to time relating to the operation of State Divisions.

**State** or **Territory** means each of the states and territories of; Australian Capital Territory, New South Wales, Northern Territory, Queensland, South Australia, Tasmania, Victoria, and Western Australia.

**this Constitution** means this Constitution as amended from time to time.

**vision impaired** refers to someone who is not blind with:

a visual acuity of less than 6/18 in the better eye with correction; or

a visual field of less than 20 degrees.

**writing** or **written** includes modes of representing or reproducing words, figures, drawings or symbols in a visible or tactile form.

## In this Constitution:

#### reference to any officer of the Organisation includes any person acting for the time being as such officer;

#### words importing the singular include the plural and vice versa;

#### words importing any gender shall mean and include all other genders;

#### words importing persons include companies, corporations, partnerships, associations, institutions, bodies and entities, (whether incorporated or unincorporated);

#### words or expressions defined in the Corporations Act but not defined in this Constitution shall, if not inconsistent with the subject or context, bear the same meaning in this Constitution; and

#### Where the term ‘sign’, ‘signed’ or ‘signing’ is used in this Constitution, that term must, in so far as it is permitted by law, be interpreted as meaning a person is to apply their own signature, or is to use electronic authentication, which must include:

##### a method of identifying the person by personal details (for example, the person’s name, address and date of birth); and

##### an indication of the person’s approval of the information communicated by a form of security protection (for example, the entering of a confidential identification number such as a member identification number).

## The headings to clauses or groups of clauses shall not affect the construction or interpretation of this Constitution.

## The replaceable rules contained in the Corporations Act shall not, unless expressed therein to be mandatory in respect of the Organisation, apply to the Organisation.

# Purpose and Activities

## Blind Citizens Australia is the united voice of people who are blind or vision impaired. Its mission is to reduce the social and economic disadvantages of blindness or vision impairment on individuals and achieve their equity and equality.

## In carrying out its purpose the Organisation's activities may include:

#### providing peer support;

#### providing individual and systemic advocacy;

#### facilitating information exchange;

#### empowering its members;

#### promoting positive community attitudes;

#### striving for high quality and accessible services which meet individual needs; and

#### promoting research into the causes and amelioration of the impact of blindness and vision impairment.

# Powers

The Organisation has, subject to the law, power to do all things necessary or convenient to be done for, or in connection with, the achievement of its purpose or the carrying out of its activities.

# Limited Liability Status

## The Organisation is a company limited by guarantee

## Each member undertakes to contribute to the Organisation’s property if the Organisation is wound up while they are a member, or within 1 year after they ceased to be a member and the Organisation’s property is insufficient to cover its debts and liabilities. This contribution is for:

#### Payment of the Organisation’s debts and liabilities contracted before they ceased to be a member; and

#### the costs of winding up;  and

#### adjustment of the rights of the contributories among themselves;

#### the amount is not to exceed $20

# Not-for-Profit Status

## The Organisation is a not-for-profit organization.

## The property and income of the Organisation shall be used only for its purpose.

## No portion of the property or income of the Organisation shall be paid or transferred, directly or indirectly, to any member.

## Nothing in subclause 6.3 shall prevent the payment in good faith to a member, officer or servant of the Organisation, of:

#### the price of any goods or services supplied to the Organisation in the ordinary course of business;

#### reasonable out-of-pocket expenses incurred when acting on behalf of the Organisation;

#### interest at a rate not exceeding the current bank rate on monies borrowed by the Organisation; or

#### reasonable or proper rent for premises leased to the Organisation.

## **Payments to directors**

### The Organisation is prohibited from paying fees to its directors, pursuant to section 150 of the Corporations Act.

### Notwithstanding subclause 6.5.1, each director is entitled to reimbursement of his/her reasonable expenses incurred in performing his/her duties as a director.

### All payments made by the Organisation to any of its directors must be approved by the Board.

# Membership Categories

## The Organisation has five categories of members, as follows:

#### **full members** - persons who are blind or vision impaired over the age of 18 years who are Australian citizens or permanent residents of Australia;

#### **associate members** - persons who identify with the aims of the Organisation, but who are ineligible to be full members;

#### **junior members** - persons who are blind or vision impaired under the age of 18 years who are Australian citizens or permanent residents of Australia;

#### **class A organisational members** - incorporated organisations within Australia where the membership and governing body are each comprised of a majority of persons who are blind or vision impaired, or the parents of children who are blind or vision impaired, or which have a substantial involvement in representing the interests of persons who are blind or vision impaired from the consumer perspective; and

#### **class B organisational members** - incorporated organisations which identify with the aims of the Organisation but which are ineligible as class A organisational members.

# Membership Fees

## The membership fees for full, associate and junior members shall be once-only payments determined by the Board and ratified at the annual general meeting.

## The membership fees for organisational members shall be annual fees determined by the Board and ratified at the annual general meeting. Such fee shall be payable as the membership fee for the year beginning on 1 July following the meeting at which the fee was ratified.

# Termination of Membership

## Termination of membership shall result from:

#### receipt by the Company Secretary of a letter of resignation signed by or on behalf of the member;

#### failure by an organisational member to pay the annual membership fee by 1 October;

#### death of an individual member;

#### or winding up of an organisational member.

## A member whose membership of the Organisation is terminated shall be liable for all monies due by him/her, in addition to any sum for which he/she is liable under clause 5.

## A member whose membership is terminated shall not have any claim, monetary or otherwise, on the Organisation, its funds or property except as a creditor thereof.

# Branches and State Divisions

## **Preamble**

### The Organisation is a nation-wide organisation which blind and vision impaired persons may join as a matter of right to promote the common purpose of their total welfare through joint action and mutual support. The Organisation's national unity is its strength, and its active branches and State Divisions are its life.

### All branches and State Divisions must adhere to this Constitution and to any relevant bylaws, policies and practices of the Organisation (including Guidelines for State Division and Model Bylaws for Branch Administration).

### Branches and State Divisions may exercise autonomy on local or special interest matters, so long as any such decision or action is not inconsistent with this Constitution and in compliance with any relevant bylaws, policies or practices of the Organisation.

## **Accreditation**

### The Board may:

#### establish regional or special interest branches of the Organisation anywhere in Australia where there are at least ten full members in favour of doing so and who wish to join the branch; and

#### establish a State Division where there at least 50 full members resident in a State or Territory.

### No branch or State Division is permitted to incorporate as an association or company under state or territory or commonwealth law, or adopt any other corporate structure.

### No branch or State Division is permitted to become an organisational member.

### The Board, by a two-thirds majority vote, may close down any branch or State Division.

## **Membership**

### The members of a branch shall be the full, associate and junior members of the Organisation, who choose to join the branch, and who meet any membership rules that are embodied in Model bylaws on branch administration and the branch's operational bylaws.

### Each member of the Organisation shall also be a member of the State Division of the State or Territory in which that member currently resides, and will cease to be a member of the State Division if the person ceases to be a member of the Organisation.

### A person cannot be a member of a branch or State Division if he/she is not a member of the Organisation.

### A person may be a member of several branches concurrently and may only be a member of one State Division., A member cannot concurrently be a voting member of more than one regional branch.

### There shall be no provision for organizations to be members of branches.

## **Bylaws for branch administration and State Divisions**

### The Board shall make and keep under review Model bylaws for branch administration; and bylaws for State Divisions, (to be known as State Division Guidelines). Such bylaws may prescribe:

#### the procedure to be followed for formation of a branch or State Division;

#### the procedures to be followed in the administration of branches and State Divisions; and

#### any other matters as the Board thinks fit.

### Branches may adopt their own operational bylaws, provided that they do not conflict with Model bylaws for branch administration.

# National Convention

## **Principles**

The national convention is an open forum for the members of the Organisation to come together to receive presentations, to exchange information and opinion, and to make recommendations on policy and development for consideration by the Board. The national convention has an important informative and advisory role within the Organisation, rather than having an authoritative and statutory role.

## **Frequency**

The Board shall convene the national convention at least every two years, at times and places that it shall determine to coincide if practicable with the annual general meeting for that year.

## **Bylaws for national conventions**

The Board shall make and keep under review Bylaws for national conventions dealing with such matters as the Board thinks fit.

## **Voting rights**

### Full members shall have the right to vote at the national convention, and they shall have one vote each.

### Associate and junior members shall not have the right to vote at the national convention.

### Class A organisational members and branches shall have the right to vote at the national convention, and they shall have one vote each.

### Class B organisational members shall not have the right to vote at the national convention.

# State and Territory Conventions

## **Principles**

State and territory conventions are open forums for members of the Organisation in each state and territory to come together to receive presentations, to exchange information and opinion, and to make recommendations on policy and development at the state and territory level for consideration by the Board. State and territory conventions have an important informative and advisory role within the Organisation.

## **Frequency**

## The Board, in consultation with regional branches and State Divisions, shall convene state and territory conventions every two years in those states and territories in which there are more than 100 full members of the Organisation.

### State conventions shall normally be held in the alternate calendar and financial year to the one in which the national convention is held.

### The Board shall take responsibility for the scheduling of state conventions so that their timing does not detract from each other.

## **Bylaws for state and territory conventions**

The Board shall make and keep under review Bylaws for state and territory conventions dealing with such matters as the Board thinks fit.

## **Voting rights**

### Full members who are residents of the state or territory holding the convention, or who are members of a regional branch operating in that state or territory, shall have the right to vote at a state convention, and they shall have one vote each.

### Associate and junior members shall not have the right to vote at a state or territory convention.

### Organisational members and branches shall not have the right to vote at a state convention.

## **Board discretion**

Where there are fewer than 100 full members of the Organisation in a state or territory, the Board may:

#### endorse the participation, with voting rights, of such members in the convention of another state or territory; or

#### Convene a convention in that state or territory.

# Annual General Meeting of Members

## Annual general meetings of the Organisation shall be held in accordance with the provisions of the Corporations Act

## **Arrangement**

### The Board shall arrange for the annual general meeting to be held each year at a time and place which is conducive to attendance by members.

### Every second year the Board shall endeavour to arrange for the annual general meeting to coincide with the national convention, and every alternate year it shall endeavour to have it coincide with one of the state or territory conventions.

## **Agenda**

The agenda for the annual general meeting shall include:

#### to confirm by a roll call the names of full members present at the meeting;

#### to receive and approve the minutes of the previous annual general meeting;

#### to receive the annual report of the Board;

#### to receive the audited financial statement and the Auditor's report on the Organisation's financial affairs;

#### to receive the report of the Company Secretary on the election of Directors pursuant to subclause 21.5.6;

#### to appoint the Auditor pursuant to clause 28;

#### to consider any special business for which due notice has been given pursuant to the Corporations Act; and

#### to carry out all other requirements of an annual general meeting pursuant to the Corporations Act or this Constitution.

# Other General Meetings of Members

## The Board may convene a general meeting when it thinks fit, and must do so if required to do so under the Corporations Act.

## The Board must convene and arrange to hold a general meeting on the request of 5% of full members or 50 full members, whichever is the lower number.

### The meeting must be convened within 21 days of the date of the notice from members.

### The meeting must be held within sixty days of the date of the notice from members.

## A request from members for a general meeting to be held must:

#### be in writing;

#### state the resolution to be proposed at the meeting;

#### be signed by the members making the request; and

#### be given to the Organisation.

## The notice given by members under clause 14.3 may be composed of separate copies of the document setting out the request if the wording of the request is identical in each copy.

# Procedure at General Meetings

## **Quorum**

### No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

### Twenty full members present in person shall be a quorum.

### If after an hour a quorum is not present then the members present shall constitute a quorum, as long as there are ten full members present.

## **Minutes**

The Company Secretary shall cause minutes to be taken of all proceedings at general meetings.

## **Chairing**

### The President shall preside as chairperson at all general meetings.

### If there is no president, or if he/she is not present within 15 minutes after the time appointed for the holding of the meeting, or if he/she is unwilling to act, the Vicep President shall be the chairperson.

### If no vice-president is present, or is present but unwilling to act, then the members shall elect one of their number to chair the meeting.

## **Adjournment**

### 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.

### No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### When a meeting is adjourned for less than 30 days it is not necessary to give a notice of the adjournment or of the business to be transacted at an adjourned meeting.

### When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in accordance with clause 18.

## **Meetings in more than one location**

### A general meeting may be held at two or more locations, with the members communicating with each other by any technological means which gives them a reasonable opportunity to participate and vote.

### Members who participate in a general meeting by technological means are to be included in the quorum for the meeting.

# Voting at General Meetings

## **Full members voting**

### All full members shall be entitled to one vote each at general meetings.

### In order to vote members must be present at the meeting, either in person or by proxy.

## **Other members voting**

Associate members, junior members, class A organisational members, class B organisational members, State Divisions and branches cannot vote at general meetings.

## **Polls**

### At a general meeting a resolution put to the vote shall be decided on a show of hands or by the voices, unless a poll is demanded either by the chairperson or by at least ten per cent of the members present in person or by proxy who are entitled to vote.

### Unless a poll is so demanded a declaration by the chairperson that a resolution has on a show of hands or by the voices been carried, or been carried unanimously, or been carried by a particular majority, or been lost, and an entry to that effect has been made in the minutes of the proceedings, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **Tied votes**

In the event of a tied vote at a general meeting, the chairperson shall have a casting vote in addition to his/her deliberative vote.

# Proxy voting at General Meetings

## A full member who is entitled to attend a general meeting and vote, may appoint the chairperson or another full member as a proxy.

## Subject to the terms of the appointment, a proxy has the same right as a member to speak and vote at the meeting.

## An instrument appointing a proxy must be in a form prescribed or accepted by the Board, signed by the full member giving the proxy or their attorney and is to be received by the company secretary at least 48 hours before the meeting at which it is to be used.

## Where a proxy is signed by an attorney, a copy of the instrument appointing the attorney must be provided with the instrument appointing the proxy.

## A member may instruct his/her proxy to vote in favour of, to abstain on or to vote against any proposed resolution, and unless so instructed the proxy may vote as he/she thinks fit.

## There shall be no proxy voting at any meetings other than general meetings.

## If a general meeting has been adjourned, an appointment and any authority received by the Organisation at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

## A vote given in accordance with a proxy instrument or a power of attorney is valid, notwithstanding that it may later be discovered that the appointment of the proxy or attorney was defective.

# Notice of General Meetings

## Notice of every general meeting shall be given in the manner set out in clause 37 to:

#### every member; and

#### the Auditor.

## No other persons shall be entitled to receive notices of general meetings.

## The accidental omission to give notice of a meeting to a member or the non-receipt of a notice of a meeting by any member shall not invalidate the proceedings at any meeting.

## The notice shall specify the place the day and the time of the meeting and, in the case of special business, the general nature of that business.

## Subject to the provisions of the Corporations Act relating to special resolutions and to consent to short notice, the notice period shall be:

#### 60 days for the annual general meeting; and

#### 21 days for all other general meetings,

# Powers and Duties of Directors

## **General powers and duties**

### The affairs of the Organisation shall be managed by the Board of Directors which may, subject to any directive given to it by a general meeting, exercise all powers of the Organisation that are not by the Corporations Act or by this Constitution required to be exercised by the Organisation in a general meeting.

### Any rule, regulation or bylaw made by the Board may be disallowed by a general meeting, provided that no resolution of or regulation made by the Organisation at a general meeting shall invalidate any prior act of the Board which would have been valid if the resolution or regulation had not been made.

## **Exercise of borrowing powers**

The Board may exercise all the powers of the Organisation to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Organisation.

## **Delegation of powers**

### The Board may delegate any of its powers or functions, not being duties imposed on Board members as directors of the Organisation by the Corporations Act or the general law, to one or more committees or sub-committees as the Board thinks fit.

### The exercise of a power by a committee in accordance with this Constitution is to be treated as the exercise of that power by the Board.

### In the exercise of any powers delegated to it, a committee formed by the Board must conform to the directions of the Board.

# Composition of the Board

## The minimum number of directors is three. The maximum number of directors is ten unless otherwise determined by the members in accordance with the Corporations Act.

## The Directors comprising the Board shall be:

#### The President;

#### up to eight other directors; and

#### The Immediate Past President.

# Election of Directors

## **Procedure**

### The President and the other directors, other than the immediate past president, shall be elected by postal ballots of eligible members.

### Each ballot shall be arranged by the Company Secretary, and the appointment of directors, and when relevant the President, shall be declared at the next annual general meeting.

### The procedures for nominations and for voting, as well as the key dates, shall be detailed in the notice of the annual general meeting.

## **Eligibility to vote**

To be eligible to vote in the ballots for the President or the other directors, a person must be an eligible member.

## **Nominations procedure**

### Members shall receive twenty-one days notice of the closing date for nominations of directors and, when relevant the President, by which time completed nominations must be received by the Company Secretary.

### Nominations must be.

#### in a form prescribed or accepted by the Board ;

#### signed by two eligible members; and

#### counter-signed by the nominee.

### Nominations may be submitted in any electronic form prescribed or accepted by the Board.

### Nominations may be accompanied by a written statement, in support of the nomination by or on behalf of the nominee, submitted to the Company Secretary in electronic form.

### Nominees' statements should be less than 500 words long.

## **Voting procedure**

### The form of the ballot paper shall be determined by the company secretary, provided that candidates are listed in the alphabetical order of their family names and it includes a mechanism that clearly shows which of the director candidates are also a candidate for the position of president.

### Provision shall be made to allow voters to record their vote in print, braille or other format deemed acceptable by the Board.

### The Company Secretary shall, within fourteen days of the close of nominations or as soon as practicable thereafter, send to all full members eligible to vote the voting papers plus nominees' statements.

### Failure by the Company Secretary to send out the nominees' statements, for whatever reason, shall not invalidate the election.

### Members shall be given a minimum of 14 days to complete their postal votes, excluding reasonable time for postage.

### Any ballot papers received after the date specified by the company secretary shall not be counted.

## **Returning Officer's role**

### A returning officer shall be appointed to oversee the counting of the votes.

### The Company Secretary shall retain custody of all returned ballot papers until the closure of the ballot.

### Following the closure of the ballot the Company Secretary shall transfer to the returning officer all ballot papers unopened.

### The returning officer shall supervise the opening of the envelopes containing the ballot papers and the counting of the votes.

### In the case of a tied vote, the returning officer shall draw lots to decide between the tied candidates.

### The returning officer shall prepare a report of the election results for the company secretary.

# 21A Appointment of Vice President

## 21A.1 At its first meeting after an annual general meeting, the Board shall appoint 1 of the elected board members as Vice President of the Organisation.

## 21.A.2 The Board shall develop and keep under review a position description for the Vice President position. This position description shall in addition to other matters deal with the following aspects of the vice president’s role:

#### To support the President in their role as President of the Organisation;

#### To act in place of the President in circumstances in which the President is unable or unwilling to act;  and

#### To carry out such specific tasks as the Board may assign to the Vice President by the position description or as assigned to the Vice President from time to time

# Terms of Office of Directors

## The terms of office for directors (including the president and excluding the immediate past president) shall be for three years, ending at the close of the third annual general meeting held since his/her appointment.

## **Casual vacancies**

### The term of office of a person appointed as president pursuant to subclause 24.1 shall commence at the time of his/her appointment and shall last until the close of the person's current term as a director.

### The term of office of a person appointed as a director pursuant to subclause 24.3 shall commence at the time of his/her appointment and shall last until the close of the next annual general meeting.

# Disqualification as a Director

The office of a director shall become vacant if the person:

#### becomes ineligible to remain a director by reason of any relevant provision of the Corporations Act;

#### resigns his/her office by notice in writing to the Organisation;

#### for more than six months is absent without permission of the board from meetings of the Board held during that period;

#### becomes a paid employee of the Organisation;

#### ceases to be a full member; or

#### is directly or indirectly interested in any contract or proposed contract with the Organisation, and does not declare such interest pursuant to clause 31, provided that nothing in this paragraph affects the operation of clause 6.

# Casual Vacancies on the Board

## If the President's position becomes vacant, it shall be filled by the Board from among the Directors.

## If the Vice President's position becomes vacant, it shall be filled by the Board from among the Directors.

## If the position of a director becomes vacant, it may be filled by the Board from among the full members.

# Effect of Vacancy on Board Action

## Continuing members of the board may act notwithstanding any vacancy on the board.

## If the number of persons acting on the board is reduced below three, the continuing member or members may act for the purpose of increasing the number of members of the board to that number, or of summoning a general meeting, but for no other purpose.

# Financial Responsibilities

## The Board must cause proper accounting and other records to be kept in accordance with the Corporations Act, including:

#### the co-ordination and responsibility for the proper recording and reporting procedures for all bank and similar accounts;

#### the receipt of all money paid or donated to the Organisation, the issuing of receipts as appropriate, and the deposit of such money in the Organisation's bank accounts within seven days of its receipt;

#### the preparation and presentation of a financial report for adoption at each board meeting; and

#### the preparation and presentation of an audited financial report to each annual general meeting.

## The financial year of the Organisation, and all of its branches and State Divisions, shall begin on 1 July and end on 30 June.

## True accounts shall be kept of the sums of money received and expended by the Organisation and the matters in respect of which such receipt and expenditure takes place, and of the property credits and liabilities of the Organisation.

## **Inspection of accounts**

### The accounts of the Organisation shall be open to inspection by the members.

### The Board shall determine the times and places, and under what conditions or regulations, the inspection shall take place.

## Once at least in every financial year, the accounts of the Organisation shall be examined by the Auditor, who shall report to the members pursuant to the Corporations Act.

# Establishment and Operation of Gift Fund

## The Organisation may, but is not required to, establish and maintain a special account called the gift fund. Any such gift fund must be established and maintained in accordance with the law and all relevant Australian Taxation Office Taxation Rulings.

# Auditor

A properly qualified auditor shall be appointed by the annual general meeting and his/her duties regulated pursuant to the Corporations Act.

# Board Meetings

## **Frequency and regulation**

### The Board shall meet at least four times a year.

### The Board may meet to carry out its business, adjourn and otherwise regulate its meetings as it thinks fit

### Board meetings may be held either in person or by any appropriate form of electronic media.

## **Requisition**

Three members of the Board may, at any time, and the company secretary shall, on the requisition of those members, summon a meeting of the board.

## **Voting at Board Meetings**

All Directors present in person or by any appropriate form of electronic media may vote at board meetings.

## **Quorum**

A quorum for board meetings shall be a majority of directors.

## **Resolutions without meeting**

### The Board can vote on a matter without holding a meeting.

### The Board may develop bylaws setting out the procedures to be followed for this purpose.

# Minutes of Board Meetings

## The Board shall cause minutes to be made at all board meetings:

#### of the names of directors present; and

#### of all proceedings.

## Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting.

# Interests

## **Declaration of interests**

### A director who is interested in any contract or arrangements made or proposed to be made with the Organisation must declare his/her interest at the first meeting of the board at which the contract or arrangement is discussed, if his/her interest then exists, or in any other case at the first meeting of the Board after the acquisition of his/her interest.

### If a director becomes interested in a contract or arrangement after it is made or entered into, he/she must disclose that interest at the first meeting of the Board after he/she becomes so interested.

## **Voting on interests**

No director shall vote as a director in respect of any contract or arrangement in which he/she is interested, and if he/she does so vote his/her vote shall not be counted.

# Committees and Sub-Committees

## **Formation and powers**

### The Board shall maintain:

#### the national policy council ("the Council"), established pursuant to clause 33; and

#### the finance, audit and risk management committee ("the Committee"), established pursuant to clause 34.

### The Board, Council or Committee may form sub-committees as they deem appropriate.

### Notwithstanding that this Constitution vests certain powers and functions in the Council and the Committee, the Board shall retain its final authority on all such matters.

### Any sub-committee of the Board, Council or Committee shall conform to any regulation that may be imposed by the Board, Council or Committee, respectively.

## **Bylaws**

### The Board shall make and keep under review bylaws for the operation of:

#### the Council; and

#### the Committee.

### All bylaws and regulations made by the Board shall be binding upon the members until repealed by the Board or set aside by resolution of a general meeting.

### The Board, Council or Committee may make, amend or repeal terms of reference for any sub-committees that they form.

# National Policy Council

## **Function**

### The Board shall establish and maintain the national policy council ("the Council") as a standing committee of the Board.

### The Council has the responsibility to guide the Organisation’s public policy work as the national association of blind and vision impaired people.

### The Council shall be governed pursuant to bylaws made under subclause 32.2.

# Finance, Audit and Risk Management Committee

## **Function**

### The Board shall establish and maintain as a standing committee of the Board the finance, audit and risk management committee ("the Committee").

### The Committee has responsibility for advising the Board on matters related to financial reporting and risk management, and the Committee's advice to the Board may either be solicited or unsolicited.

## **Meetings**

The Committee shall meet:

#### when requested by the Board;

#### when requested by the Auditor; or

#### pursuant to bylaws made under subclause 32.2.

## **Composition**

The Committee shall consist of:

#### two or more directors - one of whom shall be the chairperson; and

#### two or more persons who are not directors and who are not paid employees of the Organisation.

# Validation of Acts of Board, Committees and Sub-Committees

## All acts done by any person acting as a member of the Board, a committee or a sub-committee, or by any meeting of the Board, a committee or a sub-committee shall, notwithstanding that it is later discovered that there was some defect in the appointment of any such member of the Board, a committee or a sub-committee, or that any or all of the members of the Board, a committee or a sub-committee were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board, a committee or a sub-committee.

## If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate any resolution, act, matter or thing which but for the omission would have been valid unless evidence is provided to the satisfaction of the Board that the omission is contrary to the interests of the Organisation as a whole, or oppressive to, unfairly prejudicial to, or unfairly discriminatory against, a member or a class of members. The decision of the Board is final and binding on all members.

# Company Secretary

## The Company Secretary shall, pursuant to the Corporations Act, be appointed by the Board for such term and upon such conditions as it thinks fit.

## Any company secretary so appointed may be removed by the Board as it thinks fit.

## The Board is not prevented from appointing a member of the Organisation as Company Secretary, nor from appointing more than one person as Company Secretary.

## The duties of the company secretary shall include, but are not limited to, the following:

#### to ensure that the necessary registers required to be kept by the Corporations Act are established and properly maintained;

#### to ensure that all returns required to be lodged with the relevant regulatory bodies are prepared and filed within appropriate time limits;

#### to organise and attend meetings of the members and the Board, including sending out the notices, preparing the agenda and compiling the minutes;

#### to supervise the preparation of the Organisation's tax returns;

#### to manage the postal ballot for elections of the President and other directors; and

#### to carry out any other administrative functions that are necessary for the running of the Organisation.

# Notices

## **Method of giving notice**

A notice shall be given by the Organisation to a member in writing, in his/her preferred alternative format where practicable:

#### personally;

#### by sending it to the postal address nominated by the member; or

#### by sending it to the email address or fax number nominated by the member.

## **Service of notice**

### Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting the notice, and taken to have been given on the third business day after the date it was posted.

### A notice sent by email or fax is taken to be given on the day after it is sent.

# Indemnity

## To the extent that the law allows, the Organisation indemnifies every director and officer of the Organisation against any liability incurred by that person in their capacity as a director or officer of the Organisation to a person other than the Organisation or any related body corporate of the Organisation.

## This indemnity extends to the costs and the expenses of defending any proceedings in which a judgment is given in favour of the director or officer, or the director or officer is acquitted or in which the court grants relief to the director or officer.

# Insurance

To the extent that the law allows, the Organisation may pay a premium for a contract insuring a person who is or who has been a director or an officer of the Organisation against a liability incurred by that person in their capacity as a director or an officer.

# Revision or Amendment of this Constitution

## This Constitution may only be revised or amended at a general meeting by a three-fourths majority vote.

## No revision or amendment of this Constitution shall be put to a general meeting unless it has been approved by the Board.

## The notice of a general meeting at which revision or amendment of this Constitution is to be considered must include an explanatory memorandum detailing the proposed changes.

# Procedure for Winding Up

## The Organisation may only be dissolved by resolution of a general meeting called to discuss the matter, whereupon a three-fourths majority vote shall be needed.

## The company secretary shall distribute with the meeting notice an explanatory memorandum summarising the arguments for and against the proposed dissolution. Any motion proposing the dissolution of the Organisation must be submitted by at least 50 full members or by the Board.

# Procedure for Distribution of Property on Winding Up

## If the Organisation is wound up and there is any property or money left after all of its debts are paid, the property or money must be given to one or more organizations that:

#### have similar purposes to the Organisation;

#### are charitable not-for-profit organisations;

#### are public benevolent institutions; and

#### are endorsed as deductible gift recipients.

## The organisation or organisations to which any remaining property of the Organisation is to be given are to be determined by the members at or before the time of dissolution.