

AUSTRALIAN ASSOCIATION OF THE DEAF

CONSTITUTION

1. The name of the Association shall be the "Australian Association of the Deaf" - hereinafter called the "Association".
2. The objects of the Association shall be as follows:
 2. 1. To protect, promote and advance the interests of the Deaf of Australia,
 2. 2. To co-ordinate the activities of Deaf Organisations and their members to secure the advantage of unity of actions in all matters affecting their interest in activities of the Deaf in Australia generally,
 2. 3. To give opportunity for the Deaf to express their opinions and to furnish information to appropriate bodies on any need which concerns the Deaf,
 2. 4. To liaise and co-operate with, or lobby, any relevant government or other organisation, group or individual on behalf of the Deaf,
 2. 5. To assist those responsible for the education of the Deaf by making available to them the experience of the Deaf gained in adult life,
 2. 6. To collate, disseminate and provide relevant information,
 2. 7. To publish a magazine, literature and other documentary material in the interests of the Deaf,
 2. 8. To affiliate and co-operate with or enter into alliance with any other national, international organisation, association, company, firm or body having objects similar to these objects or calculated to benefit generally the members of the Association,
 2. 9. To purchase, take on lease, license, hire or otherwise acquire, real or personal property of any kind in furtherance of the objects of the Association and to sell, exchange or otherwise dispose of any real or personal property on such terms as may be considered expedient,
 - 2.10. To sign and execute all deeds, documents and other instruments, of every nature and kind whatsoever, for carrying out the objects of the Association herein set out,
 - 2.11. To make, draw, accept, endorse, discount, execute, negotiate or issue such cheques, promissory notes, bills of exchange and other negotiable or transferable instruments or securities as may be deemed necessary for the carrying out of the objects of the Association,

- 2,12. To accept, undertake or execute any trust or gift which may be deemed to be in accordance with, or which may further, the objects of the Association or any of them.
 - 2,13. To lend, borrow, raise or secure the payment of money in such manner as the Association shall think fit upon such terms and conditions as shall be deemed as expedient.
 - 2,14. To adopt any additional objects from time to time or to vary the present objects in any manner which the Association may in General Meeting see fit.
 - 2,15. To raise funds by means of subscriptions for membership and/or levies on members of the Association for all or any members of the Association for all or any of the purposes and objects of the Association in amounts and in such manner as the Association may determine.
 - 2,16. To insure against the loss, damages, risks, accidents and liabilities of all kinds which may affect the Association in any way or in respect of the servants or employees of the Association and to pay premiums on all such insurances.
 - 2,17. To appoint, engage, employ, remove or suspend staff, servants, agents, consultants and advisors as may be necessary or desirable for the purposes of the Association.
 - 2,18. To promulgate such rules, by-laws, regulations, conditions and terms of reference as the Association may deem necessary to achieve these objects.
 - 2,19. To do all such lawful things as are conducive or incidental to the attainment of the Association.
3. The income and property of the Association whensoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however by way of profit to members of the Association provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the association in return for any services actually rendered to the Association nor goods supplied in the interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Rules of the Association on money borrowed

from any member of the Association and any reasonable and proper rent for premises demised or let by any member of the Association but so that no Director of the Association shall be appointed to any salaried office of the Association paid by fees and that no remuneration or other benefit in money or moneys worth shall be paid or given by the Association to any Director of the Association except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.

4. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Association but shall be distributed to some organisation or organisations having objects similar to the objects of the Association and whose Memorandum of Association or Constitution shall prohibit the distribution of their or its income and property among their or its members to an extent at least as great as is imposed on the Association under or by virtue of the third paragraph hereof such organisation or organisations to be determined by the members of the Association at or before the time of dissolution and in default thereof by such judge of the Supreme Court of a State as may have or require jurisdiction in the matter.
5. This Constitution shall not be altered, amended, added to, deleted or suspended except at a General Meeting of the Association if and when such alteration, amendment, addition, deletion or suspension is carried by one-half majority of members present and entitled under the Rules of the Association to vote.

AUSTRALIAN ASSOCIATION OF THE DEAF

RULES

1. INTERPRETATION:

In these Rules of the Association unless there is something in the subject or context inconsistent therewith:

1. 1. "Rules" means the Rules for the time being of the Association.
1. 2. "The Board" means the Board of Directors for the time being of the Association.
1. 3. "Association" means the Australian Association of the Deaf.
1. 4. "Member" means such person, representative of an organisation or legal body as is entitled to become a member of the Association.
1. 5. "Deaf Organisation" means
 1. 5. 1. any club, committee, or association whether incorporated or not of and for the Deaf recognised by the Association or
 1. 5. 2. any group or club of and for the Deaf, whether incorporated or not, which is associated or affiliated with a Deaf Organisation.
1. 6. "Representative" means any person who acts as a representative of a Deaf Organisation and remains a member of that Deaf Organisation.
1. 7. "In writing" or "written" includes printing lithography and other modes of reproducing or representing words in a visible form.
1. 8. Words importing the singular number include the plural number and vice versa.
1. 9. Words importing the masculine include the feminine and neuter genders and vice versa.
1. 10. Words importing persons include companies, corporations, public bodies and organisations.
1. 11. "Deaf" includes any such hearing impairment or any such incapacity as necessitating visual communication and as approved by the Board.

2. MEMBERSHIP:

The Association shall consist of two categories of membership: Direct and Corporate.

2. 1. Direct Membership shall consist of the following members who shall have lodged a written application to the Board and who is accepted by the Board at a duly constituted meeting by a majority vote of the Directors.
 2. 1. 1. Such persons as having donated at least five dollars each towards the Association prior to the establishment and wishing to be members of the Association shall be Charter Members of the Association.
 2. 1. 2. Such persons as having been on the Board for a continuous period of not less than five years shall be eligible to be members of the Association.
2. 2. Corporate Membership shall consist of unincorporated Deaf Organisations and incorporated Deaf Organisations which:
 2. 2. 1. shall have lodged a written application in a form to be approved by the Board,

2. 2, 2, shall have lodged a copy of either the Constitution and Rules or the Memorandum and Articles of Association and

2. 2, 3, shall have been accepted by the association at a General Meeting of the Association by a majority vote of the members of the Association present at such meeting and entitled to vote.

2. 3, Members on joining shall on joining the Association agree to be bound by the provisions of the Constitution and Rules of the Association.

2. 4, Any person not complying with the provisions of Rule 2. 1, shall not be accepted as a member of the Association but such person shall be encouraged to join any such organisation as defined by Rule 2. 2.

3. REPRESENTATION;

Each Corporate Member shall be represented by no more than three representatives and shall have three votes at any General Meeting.

3. 1, Each and every representative of such unincorporated Deaf Organisation as accepted as a Corporate Member shall be a member of the Association for the duration of such General Meeting as may apply under Rule 4, and shall be responsible for such utterances, actions, deeds, votes and debts as such representative may make whether for and on behalf of his organisation or otherwise.

3. 2, Any such incorporated Deaf Organisation as accepted as a Corporate Member shall be responsible for such utterances, actions, deeds, votes and debts as may be made by any of appointed representatives for and on behalf of such Corporate Member.

4. AUTHORITY OF REPRESENTATION;

Each Corporate Member shall register in writing with the Association the name of each person who may act as its representative at any General Meeting and may at any time by notice in writing cancel the appointment of any of its representatives and register another in his place.

5. REGISTER OF MEMBERS;

There shall be a Register of Members to be kept by the Secretary which shall contain, in addition to such particulars as required to be entered thereon under law, such other particulars as the Board shall from time to time prescribe.

6. SUBSCRIPTIONS;

The Board shall from time to time determine the various annual subscriptions, other fees and charges for membership and the mode of payment thereof and all matters pertaining thereto.

7. CESSATION OF MEMBERSHIP;

7. 1. Resignation

Any member may resign from the Association by giving one month's notice to the Secretary subject to the payment of any subscription moneys, other fees and charges which may have fallen due for payment for such member prior to the date of such notice of resignation.

7. 2. Corporate Membership

In the event of the retirement or expulsion of a representative of a Corporate Member that Corporate Member shall forthwith give notice in writing of that occurrence to the Secretary of the Association.

7. 3. Membership Penalty

If any member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution and Rules of the Association or shall be guilty of any conduct which, in the opinion of the Board, is unbecoming of a member or prejudicial to the interests of the Association then, the Board shall have the power to reprimand, fine, suspend or expel the member from the Association provided always:

7. 3. 1. At least one week before the Board meeting at which a resolution for a reprimand, fine, suspension or expulsion shall be considered the member shall have had a notice of such meeting and of what is alleged against him and of such resolution.

7. 3. 2. Any such member shall at such meeting and before the passing of such resolution have had an opportunity to give such an oral or written explanation, or defence, as he may think fit.

7. 3. 3. Any such member may by notice in writing lodge with the Secretary at least twenty four hours before the time of holding of such meeting elect to have the question of such resolution to be dealt with by a General Meeting of the Association.

7. 3. 4. In the event of a General Meeting so requested an Extraordinary General Meeting shall be called for that purpose.

7. 3. 5. If at a meeting such resolution be passed in a ballot by a majority of three-fifths of those present and entitled to vote the member shall be reprimanded, fined, suspended or expelled as the case may be.

8. MEETINGS OF THE ASSOCIATION;

8. 1. Annual General Meetings

An Annual General Meeting of the Association shall be held in every year between the 1st. day of March and the 30th. day of June at such place and on such day and hour as the Board may determine.

8. 2. Extraordinary General Meetings

All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. An Extraordinary General Meeting either may be convened at any time by

the President under the direction of the Board or shall be convened upon requisition of not less than ten members,

8. 3. Observers

Any General Meeting (including the Annual General Meeting) may be open to observers with the approval of a majority of members present at such meeting.

9. NOTICE OF GENERAL MEETINGS:

9. 1. Method of Notice

At least ^{three} ~~one~~ month's notice (exclusive of the date on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and in case of special business the general nature of that business shall be given of all General Meetings. Such notice shall be given in writing or in such manner as may be prescribed by the Association in a General Meeting but with the consent of all the members entitled to receive notice of some particular meeting that meeting may be convened by shorter notice and in the manner as those members think fit.

9. 2. Omission of Notice

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

10. PROCEEDINGS AT GENERAL MEETINGS:

10. 1. 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. Save as herein otherwise provided a quorum shall be over nine members who shall be present.

10. 2. Absence of Quorum

If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day, time and place as decided by the Chairman and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the members present (not being less than five in number) shall be a quorum.

10. 3. Meeting Chairman

The President (if any) of the Association for the time being shall preside as Chairman at every General Meeting but if there is no such Chairman, or if at any meeting he shall not be present within thirty minutes after the time appointed for holding the same or shall be unwilling to preside, the members present in person shall elect by a simple majority a member who shall be present to preside.

10. 4. Adjournment

With the consent of any meeting at which a quorum is present the Chairman may (and he shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting.

10. 5. Resolutions

Unless otherwise provided a resolution shall be carried if it carried by one-half majority of members present and entitled to vote.

10. 5. 1. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands of the members present and entitled to vote. Every Direct Member shall be entitled to one vote. Voting for and on behalf of Corporate Members shall be subject to Rule 3.

10. 5. 2. Before or upon the declaration of result of the show of hands a poll may be demanded by the Chairman or at least four members present in person and entitled to vote.

10. 5. 3. A declaration by the Chairman of the Meeting that the resolution has on a show of hands been carried, or has been carried unanimously or by a particular majority shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against the resolution. A demand for a poll may be withdrawn.

10. 6. Poll

In the event that a poll is demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

10. 6. 1. A poll demanded upon the election of a Chairman of a meeting or on any question of adjournment shall be taken forthwith.

10. 6. 2. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been determined.

11. APPOINTMENT OF REPRESENTATIVES:

The instrument appointing a representative of a Corporate Member shall be in writing.

12. RIGHT TO VOTE:

No member shall be entitled to vote at any General Meeting unless he is deaf within the meaning of Rule 1.11, and unless he has complied with these Rules and any moneys presently payable to the

Association have been paid. Representatives of any Corporate Member shall not be entitled to vote unless each is deaf within the meaning of Rule 1,11, and unless any moneys presently payable by such Corporate Member have been paid.

13, BOARD OF DIRECTORS:

13, 1. The fulfilment and carrying out of the objects for which the Association is established and the control and management of the property and affairs of the Association shall be vested in the Board subject to any direction by any General Meeting.

13, 2. The Board shall consist of a President, a Secretary/Treasurer and at least three Directors, provided that no State or Territory shall have more than two of its residents on the Board.

13, 3. The Association may from time to time at a General Meeting increase or reduce the number of Directors.

13, 4. All Directors shall be deaf within the meaning of Rule 1,11.

14, INAUGURAL ELECTION:

The members of the Association shall at the Inaugural Meeting shall elect from the members of the Association the Directors who shall hold office under the provisions of these Rules.

15, ELECTION OF THE DIRECTORS:

The following provisions shall apply to all the Directors:-

15, 1. All Directors except the President and the Secretary/Treasurer shall retire from office at every Annual General Meeting.

15, 2. The Secretary/Treasurer shall retire at an Annual General Meeting held in a year of even number.

15, 3. The President shall retire at an Annual General Meeting held in a year of odd number.

15, 4. All retiring Directors shall be eligible for re-election.

15, 5. Nominations for the election to a vacancy on the Board shall be in writing signed by a nominee and shall be delivered to the Secretary not less than ¹⁴seven days prior to the Annual general Meeting save that should at the Annual General Meeting there be insufficient prior nominations for vacancies on the Board the Chairman may call for nominations from the floor.

15, 6. If the number of candidates duly nominated as hereinbefore appearing duly does not exceed the number who are to be elected, the candidates nominated shall be declared duly elected but if the number of candidates nominated exceeds the number who may be elected, a secret ballot for election shall be taken at a time and place specified by the Chairman.

16. CASUAL VACANCY;

The Board may from time to time and at any time appoint a Member of the Association to fill a casual vacancy on the Board.

17. VACATION OF OFFICE;

The Office of a Director (including the offices of President and Secretary/Treasurer) shall be vacated if;

17. 1. he becomes bankrupt or makes any arrangement or composition with his creditors generally,
17. 2. he becomes of unsound mind or an infirm person,
17. 3. he resigns his office by notice in writing,
17. 4. he absents himself from the meetings of the Board without leave for three consecutive meetings and the other Directors resolve that his office be vacated,
17. 5. he is removed by resolution,
17. 6. he ceases to be a member of the Association,
17. 7. he occupies an office of profit within the Association or
17. 8. he is found to have interest in any business arrangement between the Association and any organisation, association, company, firm or body.

18. PROCEEDINGS OF THE BOARD;

18. 1. The Board shall ~~meet~~ either in person or by correspondence for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, ~~three~~ ^{Four} Directors shall be a quorum.

18. 2. Each Director shall have one vote. Questions arising at any meeting shall be decided by a majority of votes. In the event of equality of votes for and against, the question under issue shall be so resolved as to preserve status quo existing prior to the voting.

18. 3. The Board shall meet at least once every year either in person or by correspondence and if in person notice of a meeting shall be given to each Director in writing at least ~~seven~~ ²⁸ days prior to such meeting and such notice shall specify the time and place of the personal meeting.

18. 4. An extraordinary personal meeting of the Board may be held at the direction of the President or of any two Directors. The Secretary shall give not less than seven days' notice of any such extraordinary meeting, stating the purpose of the meeting. No other business than that for which notice has been given shall be discussed.

18. 5. The President shall act as Chairman at all meetings of the Board at which he shall be present but if at any meeting the President be not present within fifteen minutes after the time appointed for holding a meeting the members present shall elect one of their number to preside at the meeting.

19. POWERS OF THE BOARD:

A meeting of the Board at which a quorum shall be competent to exercise all the powers of the Association that are not by law or by these Rules required to be exercised by the Board in General Meetings without limiting the generality of the foregoing the Board shall have power to inter alia;

19. 1, pay the costs, charges and expenses preliminary and incidental to the formation, promotion, establishment and registration of the Association,

19. 2, determine any matters referred to it by Members,

19. 3, procure the Association to be registered, incorporated or recognised in any State or Territory of Australia or elsewhere,

19. 4, enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as the Board may think expedient for or in relation to any of the matters aforesaid or any of the purposes or for carrying out the objects of the Association,

19. 5, publish, or authorise publication of, any article or printed matter on behalf of the Association,

19. 6, appoint any delegate or delegates to represent the Association for any purpose with such powers as may be thought fit,

19. 7, purchase or otherwise acquire for the Association any property rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as may be thought fit,

19. 8, institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also to compound or allow time for payment and satisfaction of any debts to any claims or demands by or against the Association and refer any claims or demands by or against the Association to arbitration and to observe and perform any award,

19. 9, determine from time to time who other than Directors may attend any meeting of the Board as consultants or otherwise and prescribe conditions relating to such attendance

19. 10, from time to time at any time by power of attorney under the Common Seal of the Association appoint any person to be the attorney of the Association for such purposes and with such powers and authorities and discretions (not exceeding those vested in or exercisable by the Board under these Rules) and for such period and subject to such conditions as the Board may from time to time think fit, any delegate or attorney as aforesaid may be authorised by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in him and

19. 11, determine interpretation of the Constitution and the Rules and such interpretation shall be binding on all members until and if a General Meeting determine otherwise,

20. DELEGATION OF POWERS;

The Board may delegate any of their powers to any committee consisting of such one or more members of the Board as they think fit and any committee so formed shall in the execution of the powers so delegated conform to any of the regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provision of these precedents for regulating the meetings and proceedings of the Board or as far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.

All acts bona fide done by any meeting of the Board or any committee appointed by the Board or any person acting as a Director or as a member of any such committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or a member of such committee (as the case may be).

21. MINUTES;

The Board shall cause proper minutes to be made of the proceedings at all meetings of the Association and of the Board and of committees appointed by the Board and all business transacted at such meeting if purporting to be signed by the Chairman of the next succeeding meeting shall until the contrary is proved to be deemed to be conclusive evidence of the facts therein stated.

22. INTEREST;

Interest at such rate not exceeding ten per centum per annum as is prescribed from time to time by the Board may be paid by the Association on money borrowed from any member of the Association.

23. COMMON SEAL;

The Common Seal of the Association shall be under the control of the Board which shall provide for its safe custody. The Common Seal shall not be affixed to any document except by the authority of a resolution of the Board and in presence of at least two Directors and those two Directors shall sign every document to which the Seal of the Association is so affixed in their presence.

24. SIGNATORIES;

Cheques on the Association's bankers until otherwise from time to time resolved by the Board shall be signed by any one of the Directors and either any other Director or such Officer of an affiliated Deaf Organisation as prescribed by the Board.

25. NOTICES:

A notice may be served by the Association upon any member either personally or by sending it through the post to such member as appears in the Register of Members of the Association and such notice shall be deemed to have been duly served upon such member on the day following the day on which the envelope or wrapper containing same was posted. The non-receipt of a notice or the accidental omission to give a notice to any of the members of any General Meeting of the Association or meeting of the Board or Committee shall not invalidate any proceedings at such meeting.

26. AUDIT:

Once at least in every year the accounts of the Association shall be examined and a duly audited income and expenditure account and balance sheet shall be placed before the members at the Annual General Meeting. Auditors shall be appointed and their duties regulated in accordance with the Law.

27. PUBLIC OFFICER:

The Association shall have a Public Officer who in absence of any alternative appointment by the Board shall be the person for the time being discharging the duties of the Secretary.

28. INDEMNITY:

Every Director, Agent, Secretary, and Treasurer and other Officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the court in respect of any negligence, default, breach of duty or breach of trust.

29. BY-LAWS AND REGULATIONS:

The Board shall have power from time to time any time to make, alter, vary or repeal all such By-Laws, Regulations conditions and Terms of Reference not being inconsistent with the provisions of these Rules as it may deem necessary or expedient or convenient for the proper conduct, management and administration of the affairs of the Association.

30. ALTERATIONS:

These Rules may be altered, amended, suspended or deleted ^{by one half maj} only at a General Meeting of the Association.

ADOPTED: 3rd April, 1987.