

CONSTITUTION OF THE AUSTRALIAN TELEHEALTH SOCIETY

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1 Definitions and interpretation

- (1) The name of the incorporated association is the Australian Telehealth Society (the association).
- (2) In this constitution:
 - ordinary committee member** means a member of the committee who is not an office-bearer of the association.
 - secretary** means:
 - (a) the person holding office under this constitution as secretary of the association, or
 - (b) if no person holds that office - the public officer of the association.
 - committee** means the committee having management of the business of the association.
 - special general meeting** means a general meeting of the association other than an annual general meeting.
 - the Act** means the Queensland Incorporation Act 1981 and any regulations made under this Act or the legislation applicable to incorporated associations applicable in any other Australian jurisdiction in which the association is incorporated.
 - State** means the Australian jurisdiction in which the association is incorporated.
- (3) In this constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (4) A word or expression that is not defined in these rules, but is defined in **the Act** has, if the context permits, the meaning given by **the Act**.

2 Objectives

- (1) The Australian Telehealth Society (ATHS) is a 'non-profit organisation', as defined in clause 42, comprising members as defined in clause 3, and has the following objectives:
 - (a) to promote and advocate for telehealth access to care in local, national and international forums, including to government
 - (b) to facilitate information and knowledge-sharing about telehealth, and further the intellectual and professional interests of telehealth researchers and practitioners within Australia;
 - (c) to encourage ATHS membership and to organise and promote relevant local, national and international activities;
 - (d) to actively collaborate with other relevant local, national and international entities.
- (2) The ATHS shall organise the following activities, amongst others:

- (a) seminars and other forums on a local or national or international scale, intended for all or some sections of ATHS members and open to all ATHS members (and if appropriate to the public);
- (b) local or national or international conferences or workshops, open to all ATHS members and to the public;
- (c) General meetings as described in this constitution.

3 Membership generally

- (1) A person or an organisation is eligible to be a member of the association if the person or organisation has applied and been approved for membership of the association in accordance with clause 4.
- (2) The categories of ATHS membership shall be as follows:
 - (a) individual: persons who have an interest in telehealth matters;
 - (b) student: persons enrolled at an educational institution, who would otherwise qualify as individual members but are permitted to join at a discounted rate;
 - (c) organisation: an organisation who has a non-commercial interest in telehealth matters, and which may have up to 5 named individual members;
 - (d) corporate: commercial entities offering (or intending to offer) telehealth products or services, and which will have 1 named individual member.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under **the Act** was made.
- (4) There is no limit to the number of members in any membership category.

4 Application for membership

- (1) An application for membership of the association:
 - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee; and
 - (b) must be lodged (including by electronic means, if the committee so determines) with the secretary of the association.
 - (c) must be accompanied by the prescribed membership fee.
- (2) The ATHS secretary must:
 - (a) on payment by the applicant of the amounts referred to in clause 9 within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association; or
 - (b) in case of doubt as to the appropriateness of the membership application, refer the application to the ATHS committee for consideration as soon as possible after the person applies to become a member of the association; and
 - (c) the ATHS secretary must, as soon as practicable after the ATHS committee decides to accept or reject an application, give the applicant a written notice of the decision.

- (3) Membership will be for the current financial year (1 July to 30 June); irrespective of when during the year the membership application is accepted.
- (4) Membership may be renewed by the ATHS Secretary on receipt of a renewal of membership in a prescribed format and accompanied by payment of the associated fee.

5 Cessation of membership

A person or organisation ceases to be a member of the association if the member:

- (a) dies, or ceases to operate, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

6 Membership entitlements not transferable

- (1) The benefits of membership and the schedule of fees for the different categories of membership shall be determined from time to time by the ATHS committee.
- (2) A right, privilege or obligation which a person has by reason of being a member of the association:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

7 Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8 Register of members

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in the State in which the association is registered as an incorporated association:
 - (a) at the main premises of the association, or

- (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of **the Act** or the regulations of the State in which the association has registered as an incorporated association.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

9 Membership fees

- (1) A member of the association must pay to the association an annual membership fee determined by the committee:
 - (a) except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year then on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.
 - (c) If the member is expelled from the association, no refund of any residual dues will be provided.

10 Members' rights and liabilities

- (1) A member of the association who is entitled to vote has the right:
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the association as provided under rule 75; and
 - (f) to inspect the register of members.

- (2) A member is entitled to vote if:
 - (a) more than 10 business days have passed since he or she became a member of the association; and
 - (b) the member's membership rights are not suspended for any reason.
- (3) The rights of a member are not transferable and end when membership ceases.
- (4) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 9.

11 Resolution of disputes

- (1) The grievance procedure set out in this clause applies to disputes under this constitution between—
 - (a) a member and another member;
 - (b) a member and the committee;
 - (c) a member and the association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (3) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (4) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subclause 11 (3), the parties must within 10 days—
 - (a) notify the committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement if the dispute is between a member and another member then a person appointed by the committee.
- (3) A mediator appointed by the committee may be a member or former member of the association but in any case must not be a person who:
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.
- (4) The mediator to the dispute, in conducting the mediation, must:
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written Statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.

- (d) The mediator must not determine the dispute.
- (4) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with **the Act** or otherwise at law according to the dispute resolution mechanisms available in the State in which the association is registered as an incorporated association.

12 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution; or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association; or
 - (c) has rejected an application for membership.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 13.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12,whichever is the later.

13 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

- (2) The notice may, but need not, be accompanied by a Statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to State their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

14 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.
- (d) may make any decisions related to the operations and objectives of ATHS, except in contradiction to this constitution by a simple majority vote of committee members present in person or via suitable electronic means.

15 Composition and membership of committee

- (1) There shall be 4 officers of the committee at all times. All officers must be current members of the ATHS. The committee will consist of the following officers:
 - (a) the office-bearers of the association, and
 - (b) at least 3, and no more than 6, ordinary committee members, each of whom is to be elected at an annual general meeting of the association under clause 16.
- (2) The total number of committee members is limited to 10.
- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,

- (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) An office-bearer will be elected for a term of 2 years, and may hold office for a maximum of 3 terms (total of 6 years).
- (6) The President and Treasurer will be elected in even-numbered years, and the Vice President and Secretary will be elected in odd-numbered years. In the inaugural year of the constitution (2020), the Vice President and Secretary will be elected for a 1 year term only.
- (7) An ordinary member will be elected for a term of 1 year, and may serve for a maximum of 6 terms (total of 6 years).
- (8) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting following the end of their term.

16 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing,
 - (b) must have a proposer and a seconder who are both current ATHS members, and
 - (c) must be delivered to the secretary of the association at least 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.
- (8) Election of committee members for each position will be by simple majority vote of members, including those not present at the annual general meeting.

17 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

18 Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

19 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

20 Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21 Committee meetings and quorum

- (1) The committee must meet at least four times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee, of which at least 2 shall be office-bearers as defined in clause 15, constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within 10 minutes of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within 10 minutes of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.
 - (c) the procedure to be followed at a meeting of a committee may be determined from time to time by the committee.

- (9) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee. The member:
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

22 Appointment of members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

23 Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

24 Delegation by committee to sub-committee

- (1) The committee may set up subcommittees of ATHS to undertake specific tasks. At least one committee member must be a member of any such subcommittee. The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by **the Act** or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

25 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

26 Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under **the Act**.

- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under **the Act**.

27 Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to **the Act** and to clause 26, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year, including counts of membership
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial Statement or report required to be submitted to members under **the Act**,
 - (e) to decide on any proposed changes to this constitution proposed in a special resolution.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

28 Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association. The purpose of an special general meeting is to discuss only those matters, resolutions or special resolutions pertinent to the calling of the special general meeting.
- (2) The committee must, on the requisition of 10 members or 10% of ATHS members (whichever is greater), convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must State the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting 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.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.
- (7) Any motion to be considered at the special general meeting must be circulated with the notice of meeting, stating the names of the proposer and seconder, who must be current ATHS members.

29 Notice of business

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least *14 days* before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

30 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) A Quorum for a General Meeting or Special general Meeting will be 10 members or 10% of ATHS members (whichever is greater) for the transaction of the business of a general meeting.
- (3) If within 10 minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within 10 minutes after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

31 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

32 Adjournment

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

33 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

34 Special resolutions

A special resolution may only be passed by the association in accordance with **the Act**.

- (1) Members must be given at least 21 days' notice of the proposed special resolution, which sets out details of the meeting, postal ballot or electronic ballot in which the special resolution is to be put to members. The notice must also:
 - (a) State the intention to propose the resolution as a special resolution; and
 - (b) set out the proposed resolution in full.
- (2) A special resolution will be passed if:
 - (a) a quorum of members required by this constitution is present, if the special resolution is put to members at a meeting, and
 - (b) it is supported by at least three-quarters of the valid votes cast.

35 Voting at general meetings

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

36 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting or special general meeting.

37 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with the regulations of the State in which the association is registered as an incorporated association

38 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.

- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

39 Insurance

The association may effect and maintain insurance.

40 Source of association funds

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41 Management of association funds

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

42 Association is non-profit

Subject to **the Act**, the association must not conduct its affairs so as to provide a pecuniary gain for any of its members. The assets and income of the association shall be applied solely in furtherance of its above mentioned objectives, and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

43 Distribution of property on winding up of association

- (1) The association can be dissolved at an annual general meeting or special general meeting.
- (2) Subject to **the Act**, in a winding up of the association, any surplus property of the association which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Committee in accordance with their powers to any fund, institution or authority which is a non-profit organisation.
- (3) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

44 Change of name, objects and constitution

A change in the association's name, objects or constitution in accordance with **the Act**

- (a) must be approved by the passing of a special resolution at an annual general meeting or special general meeting; and
- (b) an application for registration of a change in the association's name, objects or constitution in accordance with **the Act** is to be made by the public officer or a committee member within the time limits required by **the Act**.

45 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in the State in which the association is registered as an incorporated association:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

46 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

47 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

48 Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

49 Common seal

- (1) The committee must ensure the association has a common seal.
- (2) The common seal must be—
 - (a) kept securely by the committee; and
 - (b) used only under the authority of the committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the committee and countersigned by—
 - (a) the secretary; or
 - (b) another member of the committee; or
 - (c) someone authorised by the committee.