

**OZ HPV Incorporated A02914**  
**Association Constitution**  
**6 October 2018**

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## **PART I PRELIMINARY**

### 1 Interpretation

(1) In these rules, unless a contrary intention appears:

"financial year" means the year ending 30 September;

"member" means a member, however described, of the association;

"ordinary committee member" means a member of the committee who is not an "office-bearer" of the association as referred to in paragraph 12 (1) (a);

"secretary" means the person holding the office under these rules as secretary of the association or, where no such person holds that office, the public officer of the association;

"the act" means the Associations Incorporation Act 1991;

"the regulations" means the Association Incorporation Regulations.

## **PART II MEMBERSHIP**

### 2 *Membership qualifications*

A person is qualified to be a member if:

(a) the person is a person referred to in paragraph 21 (2) (a) or (b) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act;

or

(b) the person:

(i) has applied for membership in accordance with sub rule 3 (1) accompanied by their first year's annual subscription fee; and

(ii) has been approved for membership of the association by the secretary or committee of the association.

### 3 *Application for membership*

(1) An application by a person for membership of the association:

(a) shall be made in writing in the form set out in Appendix 1 to these rules;

and

(b) shall be lodged with the secretary of the association.

(2) As soon as practical after receiving an application for membership, the secretary shall approve the application or refer the application to the committee which shall determine whether to accept or reject the application.

(3) Where the committee or secretary determines to approve an application for membership, the secretary shall as soon as practical after that determination, notify the applicant of that approval.

(4) The secretary shall enter the applicant's name in the register of members and, upon the name being so entered the applicant shall become a member of the association.

#### *4 Membership entitlements not transferable*

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 upon cessation of the person's membership.

#### *5 Cessation of membership*

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

- (a) dies or, in the case of a body corporate, is wound up;
- (b) resigns from membership of the association;
- (c) is expelled from the association; or
- (d) fails to renew membership of the association.

#### *6 Resignation of membership*

A member is not entitled to resign from membership of the association except in accordance with this rule. A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (being not less than 1 month or, if the committee has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member. Where a person ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### *7 Fee, subscriptions etc.*

- (1) The annual membership fee of the association is \$15, or any other amount that has been determined by resolution of the committee.
- (2) The annual membership fee is payable:
  - (a) on applying re clause 2(b); or
  - (b) on each anniversary of joining the association as recorded in the register of members.

#### *8 Members' liabilities*

The liability of a member 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 the membership of the association as required by rule 7.

#### *9 Disciplining of members*

- (1) Where the committee is of the opinion that a member:
  - (a) has persistently refused or neglected to comply with the provisions of these rules: or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.the committee may, by resolution:
  - (c) expel the member from the association: or
  - (d) suspend the member from such rights and privileges of membership of the association as the committee may determine for a specified period.
- (2) A resolution of the committee under sub rule (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub rule (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under sub rule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
  - (a) setting out the resolution of the committee and the grounds on which it is based;
  - (b) stating that the member may address the committee at a meeting to be held not more than 28 days after, and not less than 14 days before, service of the notice;
  - (c) stating the date, place and time of that meeting; and

- (d) informing the member that the member may do either or both of the following:
  - (i) attend and speak at the meeting;
  - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the committee mentioned in sub rule (2), the committee shall:
  - (a) give the member mentioned in sub rule (1) an opportunity to make oral representations;
  - (b) give due consideration to any written representation submitted to the committee by that member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution of the committee made under sub rule (1).
- (5) Where the committee confirms a resolution under sub rule (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the members right to appeal under rule 10.
- (6) A resolution confirmed by the committee under sub rule (4) does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with sub rule 10 (4).

#### *10 Right of appeal of disciplined member*

- (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under sub rule 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice under sub rule (1), the secretary shall notify the committee which shall convene a general meeting of the association to be held as soon as practicable after that date and in any case within 60 days of that date.
- (3) Subject to section 50 of the Act, at a general meeting of the association convened under sub rule (2):
  - (a) the committee and the member shall be given the opportunity to make representations in relation to the appeal orally and/ or in writing,
  - (b) the members present shall vote in secret ballot on the question of whether the resolution made under sub rule 9(4) should be confirmed or revoked; and
  - (c) no other business shall be conducted until after the vote referred to in sub rule 3(b) has been counted.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub rule 9(4), that resolution is confirmed without further appeal by the member and the effect of the resolution is effective from the conclusion of that meeting.

### **PART III - THE COMMITTEE**

#### *11 Powers of the committee*

The committee, subject to the Act, the Regulations, these rules, and to any resolution passed by the association in general meeting:

- (a) shall control and manage the affairs of the association ;
- (b) may exercise all such function as may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

#### *12 Constitution and membership of the committee*

- (1) The committee shall consist of:

- (a) the office bearers of the association; and
  - (b) the ordinary committee members each of whom shall be elected pursuant to rule 13 or appointed in accordance with sub rule (4).
- (2) The office bearers of the association shall be:
- (a) president;
  - (b) treasurer; and
  - (c) secretary.
- (3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, or appointment, but is eligible for re-election to a subsequent consecutive year in the same office.
- (4) In the event of a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy.

### *13 Election of committee members*

- (1) Nominations of candidates for election as office bearers of the association of as ordinary members of the committee:
- (a) shall be in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - (b) shall be delivered to the secretary of the association by hand at the commencement of the annual general meeting at which the election is to take place or by mail or other method not less than 7 days before that meeting; or
  - (c) shall, in respect of a nominee being at the meeting in person, be made verbally by a member at the meeting in person, seconded by another member at the meeting in person and consented to by the nominee.
- (2) If the number of nominations received to fill a position equals the number of vacancies in that position the nominated candidates shall be deemed to be elected to that position.
- (3) Where insufficient nominations are received to fill a position, the unfilled positions shall be deemed to be vacancies.
- (4) Where more than sufficient nominations are received for a position a ballot shall be held in such a manner as the committee directs.
- (5) A person is not eligible to simultaneously hold more than one office of the committee.

### *14 Secretary*

- (1) The secretary shall keep minutes of:
- (a) all elections and appointments of office bearers and ordinary committee members;
  - (b) the names of members of the committee present at a committee meeting or a general meeting; and
  - (c) all proceedings at the committee and general meetings.
- (2) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next meeting.

### *15 Treasurer*

- (1) The treasurer of the association shall:
- (a) collect and receive all moneys due to the association and make all payments authorised by the association; and
  - (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with activities of the association.

### *16 Vacancies*

- (1) For the purposes of these rules, a vacancy in the office of a member of the committee occurs if the member:
  - (a) dies;
  - (b) ceases to be a member of the association;
  - (c) resigns from the office;
  - (d) is removed from the office pursuant to rule 17;
  - (e) becomes an insolvent under the administration within the meaning of the Corporations Law;
  - (f) suffers from mental or physical incapacity so as to prevent carrying out the duties of the office;
  - (g) is disqualified from the office under sub section 63 (1) of the act; or
  - (h) is absent without consent of the committee from three consecutive meetings of the committee.

### *17 Removal of committee members*

The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

### *18 Committee meetings and quorum*

- (1) The committee shall meet at least three times in each calendar year at such place and time as the committee may determine.
- (2) Members may attend a committee meeting in person or by using teleconferencing, videoconferencing or any other electronic media. Committee members attending a committee meeting via teleconferencing, videoconferencing or any other electronic media have full voting rights. Where all committee members attend a committee meeting via teleconferencing, videoconferencing or any other electronic media the location of the meeting shall be recorded as that of the person convening the meeting.
- (3) Additional meetings of the committee may be convened by any member of the committee.
- (4) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under sub rule (3) shall specify the general nature of the business to be transacted at the meeting and no other business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (6) Any 3 members of the committee constitute a quorum for the transaction of the business of the meeting.
- (7) No business shall be transacted by the committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to a place and time decided upon by those members of the committee that are present but within 7 days.
- (8) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (9) At meetings of the committee the president, or another member of the committee delegated by the president, or the absence of the president and his delegate, another member of the committee chosen by the members present, shall preside over the meeting.

### *19 Delegation by the committee to sub committees*

- (1) The committee may, by instrument in writing, delegate to 1 or more sub committees (each consisting of such members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation;

- (b) the power to authorise expenditure of association funds other than funds specifically authorised by the committee for expenditure by that sub-committee; and
- (c) a function which is a function imposed on the committee by the Act, by any other law of the Territory or the Commonwealth, or by resolution of the association in general meeting.

#### *20 Voting and decisions*

- (1) Questions arising at a meeting of the committee or any sub committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting. Committee members attending a committee meeting via teleconferencing, videoconferencing or any other electronic media are considered present at the meeting and have full voting rights.
- (2) Each member present at a meeting of the committee or of any sub committee appointed by the committee is entitled to 1 vote except in the event of an equality of votes where the person presiding over the meeting may make a deciding vote.
- (3) Subject to sub rule 18 (5), the committee may act notwithstanding 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

### **PART IV GENERAL MEETINGS**

#### *21 Annual general meetings - holding of*

- (1) The association shall, within 5 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) Sub rule (1) has effect subject to the powers of the Registrar General under section 120 of the Act in relation to extensions of time.

#### *22 Annual general meetings, calling of and business at*

- (1) The annual general meeting of the association shall, subject to the Act, be convened on such a date and at such a place and time as the committee thinks fit.
- (2) Members may attend the annual general meeting in person or by using teleconferencing, videoconferencing or any other electronic media. Members attending the annual general meeting via teleconferencing, videoconferencing or any other electronic media have full voting rights. Where all members attend the annual general meeting via teleconferencing, videoconferencing or any other electronic media the location of the meeting shall be recorded as that of the person convening the meeting.
- (3) In addition to any other business which may be transacted at an annual general meeting, the business of the annual general meeting shall be;
  - (a) to confirm the minutes of the last annual general meeting and of any other general meeting for which the minutes are not yet confirmed;
  - (b) to receive from the committee reports on the activities of the association during the last financial year;
  - (c) to elect members and office bearers of the committee; and
  - (d) to receive and consider statement of accounts and the reports that are required to be submitted to the members pursuant to sub section 73 (1) of the Act.
- (4) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 24.
- (5) An annual general meeting shall be conducted in accordance with the provisions of the Part.

#### *23 General meetings calling of*

- (1) The committee may, whenever it thinks fit, convene a general meeting of the association.
- (2) The committee shall, on requisition in writing of not less than 5 percent of the total number of financial members, convene a general meeting of the association.

- (3) A requisition of members for a general meeting:
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to convene a general meeting within 1 month after the date on which the requisition of members for a meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened by a member or members referred to in sub rule (4) shall be convened as nearly as possible in the same manner as general meetings are convened by the committee.
- (6) Members may attend a general meeting in person or by using teleconferencing, videoconferencing or any other electronic media. Members attending a general meeting via teleconferencing, videoconferencing or any other electronic media have full voting rights. Where all members attend a general meeting via teleconferencing, videoconferencing or any other electronic media the location of the meeting shall be recorded as that of the person convening the meeting.

#### *24 Notice*

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the meeting, give notice to each member of the association the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 28 days before the date fixed for the holding of the meeting, give notice to each member of the association the place, date and time of the meeting and the matter to be proposed as a special resolution and the intention that it is to be proposed as a special resolution.
- (3) No business other than that specified in the notice convening the general meeting and business arising from minutes of the last meeting of the association shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to sub rule 22 (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 shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

#### *25 General meetings, procedure and quorum*

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item. Members attending a general meeting via teleconferencing, videoconferencing or any other electronic media are considered present at the meeting and have full voting rights.
- (2) 5 members entitled to vote at a meeting of the association being present in person constitute a quorum at a general meeting.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.

#### *26 Presiding member*

- (1) The president, or in the absence of the president, the vice-president, presides at each general meeting of the association.
- (2) If the president and the vice-president are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

### *27 Adjournment*

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of the members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give 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 remaining business to be transacted.
- (3) Except as provided in sub rules (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.

### *28 Making of decisions*

- (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried 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.
- (2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken:
  - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
- (4) Members attending a general meeting via teleconferencing, videoconferencing or any other electronic media shall communicate their response to the person presiding at the meeting and those results shall be included with the results of the show of hands or poll, as the case may be.

### *29 Voting*

- (1) Subject to sub rule (3), upon any question arising at a general meeting of the association a member has 1 vote only.
- (2) All votes shall be given personally or by proxy in accordance with Rule 30.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to make a casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

### *30 Appointment of proxies*

Each member shall be entitled to appoint the secretary, or another member of the committee delegated by the committee, to vote by proxy on their behalf in accordance with their instructions written on the proxy form set out in Appendix 2 of these rules. Proxy forms are to be provided to the secretary or the other member of the committee delegated by the committee no later than the commencement of the meeting in respect of which the proxy is appointed.

## **PART V MISCELLANEOUS**

### *31 Funds, source*

- (1) The funds of the association shall be derived from annual subscriptions of members, fees charged of members and non-members participating in events run by the association, donations and, subject to section 114 of the Act, such other sources as the committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### *32 Funds, management*

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used pursuant of the objects of the association in such manner as the committee determines.
- (2) All funds of the association, other than funds awaiting banking or funds set aside as petty cash, shall be invested in a bank account or other guaranteed deposit fund as the committee shall from time to time determine. Such accounts must require 2 signatories to withdraw funds from the account.
- (3) All payments from such accounts shall be made either by cheque signed by any two signatories, or by electronic funds transfer authorised by any two signatories. Signatories of the account shall be any members of the committee or employees of the association authorised to do so by the committee.
- (4) The association's bank accounts shall not be linked to any other account or payment solution/mechanism that effectively allows funds to be withdrawn from the account by only 1 signatory.

### *33 Alteration of the objects and rules*

Neither the objects of the association referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

### *34 Common seal*

- (1) The common seal of the association shall be kept in the custody of the secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures of 2 members of the committee.

### *35 Custody of books*

Subject to the Act, the Regulations and these rules, the secretary shall keep in their custody or control all records, books, and other documents relating to the association.

### *36 Inspection of books*

The records, books and other documents of the association shall be open to inspection at a place in the Territory, free of charge, by a member of the association at any reasonable hour within 7 days of the member giving notice to the secretary.

### *37 Service of notice*

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post or by electronic mail to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing a document, or by properly addressing and sending electronic mail containing a document or information through a current electronic mailing account, the document or information, unless the contrary is proved, shall be deemed to have been served on the person at the time at which the letter or electronic mail would have been delivered in ordinary circumstances.

*38 Surplus property*

- (1) At a general meeting of the association, the association shall pass a special resolution nominating:
- (a) another association for the purpose of paragraph 92 (1)(a) of the Act; or
  - (b) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the association.
- (2) An association nominated under paragraph (1) (a) must fulfil the requirements specified in sub section 92(2) of the Act.

**APPENDIX 1**

APPLICATION FOR MEMBERSHIP OF ASSOCIATION OZ HPV Incorporated

I,

*(full name of applicant)*

of

*(address)*

hereby apply to become a member of OzHPV Incorporated. In the event of my admission as a member I agree to be bound by the rules of the association.

I attach my first years' subscription fee: \$

(signature of applicant) (date)

**APPENDIX 2**

**FORM OF APPOINTMENT OF PROXY OZ HPV Incorporated**

I,.....  
(full name)

of.....  
(full address)

being a member of OZ HPV Incorporated hereby appoint the Secretary of OZ HPV Incorporated or other person delegated by the committee (see note 1) as my proxy to vote on my behalf in accordance with my instructions written on this form at the general meeting to be held on

the ..... day of .....20.....

In respect of the matter being considered, my response is

- FOR
- AGAINST
- ABSTAIN

Additional instructions:.....  
.....  
.....

Signature of member appointing proxy.....

Dated.....

Note 1 – In the absence of any delegation by the committee, the Secretary of OZ HPV Incorporated shall be appointed as proxy and vote in accordance with the instructions written on this form. Where the committee has delegated a member of the committee other than the Secretary to act as proxy, then the person delegated shall be appointed as proxy and shall vote in accordance with the instructions written on this form.