

This document constitutes the “Rules” of Huntington’s SA & NT Incorporated as registered with the office of Consumer & Business Services in the State of South Australia.

Constitution

of

Huntington’s SA & NT Incorporated

1. NAME

The name of this organisation shall be "Huntington's SA & NT Inc".

2. INTERPRETATION

In these rules:

- a. "The Association" means Huntington's SA & NT Incorporated;
- b. "The Board" means those persons approved to hold office under this Constitution;
- c. "Financial year" means period commencing on the first day of July and ending on the last day of the following June;
- d. "Members" means members of the Association.

3. AIMS

It is intended that the Association be a charitable organisation with the following independent main Aims, which shall not be limited by inference from any other paragraph.

- a. To seek the relief of suffering, distress or misfortune of all people with Huntington's disease and those impacted by Huntington's disease.
- b. To provide support, respite, recreation, interaction and education for all people with Huntington's disease and those impacted by Huntington's disease, with consideration to age and culture.
- c. To promote and educate greater awareness and understanding about the disease and facilitate skills development in Huntington's care, especially within:
 - i. Government and non- government agencies dealing with people that have, and are impacted by, Huntington's disease;
 - ii. Aged care and nursing facilities/homes and hospitals;
 - iii. The wider medical profession;
 - iv. The housing accommodation sector.
- d. To improve the community's awareness of the disease and its effect on sufferers, their dependants and the community; and to enhance the community's awareness of the need and moral obligation to provide more adequate help for sufferers and their dependants.
- e. To facilitate the provision of suitable professional help and advice for:
 - i. Those at risk of having the disease; and
 - ii. Non-professional people having the responsibility of caring and making decisions for sufferers from the disease.
- f. To give families of sufferers a strong single voice when making representations to government and other bodies.

- g.* To maintain the right to confidentiality of people's Huntington's disease status, if any, and of the Association's membership.
- h.* To raise and expend funds or enter into any transaction which the Association considers necessary for, or incidental to, the carrying out of its Aims as set out in these rules.
- i.* To do any other appropriate things to help those affected in any way by the disease.
- j.* To operate an effective organisation with a strong commitment to learning and improving.

4. MEMBERSHIP

- a.* The members of Huntington's SA & NT Incorporated shall be individuals that the Association admits to membership.
- b.* Membership is open to all individuals 18 years and over who accept the Aims and rules of the Association.
- c.* Individuals wishing to become members shall apply to the Association for membership.
- d.* Membership requires payment of a periodic fee, as determined from time to time by the Board.
- e.* Membership entitles a person to full voting rights at any General meeting of members and to be eligible to hold office on the Board or any committee convened by the Board from time to time.

5. MEMBERS REGISTER

- a.* A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member.
- b.* Provision for noting the due date of membership shall also be contained in the register.
- c.* The members register shall be kept confidential and secure at the principal place of administration of the Association, with a backup copy to be kept confidential and secure under the control of the Public Officer.
- d.* Information held within this register is personal and confidential held under the control of the Public Officer in accordance with current privacy legislation.

6. FEES

- a.* Membership fees, durations and renewal times are determined by the Board, and may be adjusted from time to time. The Board shall have the discretion to waive full or any fees in particular instances.
- b.* Memberships shall cease immediately upon death, resignation, or expulsion from the Association; and within three months from the due date for failure to pay outstanding membership fees.

7. MEMBERS LIABILITY

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

8. DISCIPLINING OF MEMBERS

The procedure for disciplining members shall be determined by the Board. Anyone who wishes to appear against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next General meeting of the Association.

9. DISPUTES BETWEEN MEMBERS OR MEMBERS AND THE ASSOCIATION

The procedure for disputes between members and between members and the Association shall be determined by the Board and all parties are to exchange statements prior to the determination.

10. THE BOARD

The Association shall have its affairs controlled and managed by the Office Bearers and other members known as the Board. In the event of a person being employed by the Board to manage the operations of the Association, the said person will have managerial duties set out by the Board.

- a. Members of the Board shall be elected at each Annual General meeting.
- b. Board members should be elected based on their capacity to fulfil the functions required of them.
- c. Each member of the Board shall hold office from the date of their election or appointment until the next Annual General meeting.
- d. Retiring Board members are eligible for re-election.
- e. The Board shall meet as often as necessary to conduct the business of the Association and not less than once in each two months.
- f. Any 3 members of the Board constitute a quorum for the transaction of the business of the meeting of the Board.
- g. Notice of Board meetings shall be given at the previous Board meeting or by such other means as the Board may decide upon.
- h. Any casual vacancy occurring in the Board may be filled by a member appointed by the Board.
- i. A member of the Board shall not be appointed to any salaried office of the Association or any office paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Board except:
 - i. Repayment of out of pocket expenses;

- ii. Interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association bankers for money lent to the Association; and
 - iii. Reasonable and proper rent for premises let to the Association.
- j. The office of a member of the Board shall become vacant:
 - i. If the member holds an office of profit in the Association;
 - ii. The member is directly or indirectly interested in any contract or proposed contract with the Association.
- k. A member of the Board shall cease to hold office upon resignation in writing, removal as a member of the Association, or absence from three successive Board meetings without prior notification to the Board.
- l. The Board may function validly provided its number is not reduced below the quorum. Should Board numbers fall below the quorum the remaining Board members must call a General meeting to appoint new Board members.
- m. Questions arising at any meeting of the Board shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- n. If within half an hour of the time appointed for a Board meeting a quorum is not present the meeting shall be dissolved.
- o. Additional meetings of the Board may be convened by the Chairperson and any two members of the Board.

11. OFFICE BEARERS

The Office Bearers shall be Chairperson, Vice Chairperson, Secretary and Treasurer. Office Bearers shall be selected by the Board by a process agreed by the Board. Any member of the Board may not hold more than 2 Office Bearer positions at any one time. There shall be up to six other members of the Board, at least two of whom shall be closely connected to someone with Huntington's disease.

11.1 Chairperson / Vice Chairperson

The Chairperson shall chair each General and Board meeting of the Association and provide leadership to the Board. If the Chairperson is absent from a meeting, the Vice Chairperson will chair the meeting. If both are absent the members present at the meeting shall elect one of their number to act as Chairperson.

11.2 Secretary

The Secretary shall:

- a. Prepare the notice of meeting for meetings;
- b. If unable to attend a meeting, appoint another Board member to act as Secretary for that meeting;
- c. Ensure that accurate minutes of resolutions and proceedings of all General meetings/Board meetings are recorded and maintained;

- d. Where there is a minute taker present confer with that person in maintaining accurate records as in (c);
- e. Ensure all minutes passed as true and correct at all meetings carry the signature of the Chairperson from each particular meeting;
- f. Keep a record of names of persons present at all General meetings/Board meetings;
- g. Ensure all correspondence is attended to and that appropriate correspondence maintenance is in place;
- h. Keep accurate records of monies received by him/her in their capacity as Secretary of the Association and pass onto the Treasurer said monies within 14 days upon receipt of them;
- i. Ensure that all relevant files and records are available for reference at all meetings;
- j. Carry out such directions as may be given from time to time as a result of resolutions passed at a General/Board meeting required to be carried out by the Secretary.

11.3 Treasurer

The Treasurer shall:

- a. Ensure that all money funds and grants due to the Association are collected, receipted and accounted for and that all payments authorised by the Association are made;
- b. Ensure 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. These are to be presented in appropriate format at all Board meetings, Annual General meetings and if required at any other said meetings;
- c. Ensure all donations and gifts to the Association will be credited in the Association's Gift Fund and receipts issued declaring this to be a gift;
- d. If unable to attend a meeting, appoint another Board member to act as Treasurer for that meeting;
- e. Present for approval of payment at all meetings any unpaid accounts and estimates of anticipated expenditure (when Association has a manager/accountant they will work in conjunction with the Treasurer in these areas);
- f. Present at all meetings confirmation of payments that have been made without Board approval since previous Board meeting;
- g. Deliver to the Board all books, documents, vouchers and monies of the Association within 48 hours after a resolution requiring him/her to do so has been passed by the Board;
- h. Ensure all monies received by the Association are deposited into the appropriate bank account within 7 days of receipt;
- i. Ensure that the accounts and books of the Association are made available for inspection by the members upon request;
- j. Present properly audited balance sheet and statement of receipts and expenditure in respect of the preceding financial year at each Annual General meeting of the Association;

- k. Ensure that within 30 days of the Annual General meeting two copies of annual reports, audited statement of financial affairs and up to date copy of members list is forwarded to the Department of Business and Consumer Services.

12. ORDER OF BUSINESS AT A BOARD MEETING

The order of business at a Board meeting shall be:

- e. Apologies for absences;
- f. Reading/confirmation of minutes of previous meeting;
- g. Matters arising from the minutes;
- h. Correspondence and business arising from the minutes;
- i. Treasurers report (full financials at each meeting);
- j. Reports of the Board/salaried staff/sub-committees or any matter submitted in those reports;
- k. General business stated in the notice of meeting;
- l. Any business which may be brought forward;
- m. Date/time/place next meeting;
- n. Close.

13. POWERS OF THE BOARD.

13.1 The powers of the Board are:

- a. To appoint a Public Officer to the Association as required by law. The Chairperson may not be appointed as the Public Officer;
- b. To expend the funds of the Association in such a manner as it considers most beneficial for the purposes of the Association and consistent with its Aims;
- c. To acquire by purchase, gift or otherwise and to hold property of any kind or any interest in or right to property of any kind for the purposes of the Association;
- d. To sell, exchange, let or otherwise dispose of all or any portion of any property interest or right for the time being vested in or owned by the Association;
- e. To maintain any premises leased or owned by the Association in such a manner as the Board deems fit;
- f. To borrow money either on the security of the whole or any portion of the property of the Association, or without giving security;
- g. To invest all or any funds of the Association in such manner as the Board deems to be in the best interests of the Association;
- h. To alter, transpose and vary investments belonging to the Association;
- i. To appoint a person to manage the operations of the Association (hereafter referred to as "Manager"), having such delegated duties as the Board from time to time determines.
- j. To determine the emoluments, superannuation or retiring benefits, conditions of employment, powers and duties of the person so appointed;

- k. Appoint an accountant when the need arises to carry out the financial distribution of monies required for the day to day functioning of the office and Association;
- l. To dismiss or suspend any person so appointed.
- m. To appoint other persons to roles necessary, when the need arises, to achieve the Aims of the Association;
- n. To dismiss or suspend any person/s so appointed;
- o. To enter into any lawful transactions or to do any other lawful things incidental or conducive to the attainment of the Aims, or the execution of the powers, of the Association.

13.2 Sub-committees

The Board may:

- a. Appoint sub-committees of its members with or without power to co-opt other persons;
- b. Confer on any sub-committee power to act on behalf of the Association in any manner;
- c. Require any sub-committee to make reports to the Board;
- d. Revoke any appointment made under this rule;
- e. The mention of particular matters in this rule shall not restrict the Board's general powers of management.

13.3 Asset application

The income and property of the Association shall be applied by the Board solely towards the promotion of the Aims of the Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association or relatives of such members, provided that nothing herein shall:

- a. Prevent the payment in good faith of remuneration to any officer or servant or member of the Association in return for any services actually rendered to the Association; or
- b. Prevent reasonable and proper rental for property of the Association or property left to the Association; or
- c. Prevent the grant of any assistance of any description whatsoever provided to a person with Huntington's disease or the family of such a person in accordance with the normal policy of the Association relating to assistance granted to such persons and their families.

14. REMOVAL OF MEMBER/S OF BOARD

- a. The Members present at a Special General meeting of the Association may by resolution remove any member of the Board before the expiration of his or her term of office and appoint another member in his or her stead to hold office until the expiration of the term of the person removed.
- b. The member being removed has the right to make representation in writing to the Secretary or Chairperson of the Association within one calendar month and can request all members be notified or their representation be read out at the Special meeting.

15. BOARD INDEMNITY

All officers (as defined in the Association Incorporation Act) shall be indemnified by the Association against all costs, damages, losses and expenses which such officers may incur by reason of any act done, in a bona fide manner by such officers in discharge of their duties relating to the affairs of the Association. Such indemnity shall be covered in all aspects by the Association providing both professional and directors indemnity insurance at all times that the Association is both incorporated and actively performing its duties. Without malice this coverage of director indemnities shall, at the discretion of the insurer, not cover actions where such costs, damages, losses and expenses are brought about by Board members acts of dishonesty or criminal negligence.

16. GENERAL MEETINGS

16.1 Annual General Meetings

The Chairperson shall convene at least one General meeting in each financial year to be known as the Annual General meeting.

- a. An Annual General meeting of the Association shall be held each year within six months from the end of the financial year of the Association.
- b. The business of the Annual General meeting shall be:
 - i. Confirmation of the minutes of the last Annual General meeting;
 - ii. To receive and consider reports on the work of the Association for the preceding financial year;
 - iii. To receive, consider and record all revenue expenditure accounts and balance sheets for the preceding financial year, and the report of the Auditor ;
 - iv. To elect members of the Board for the ensuing year;
 - v. To transact any other business stated in the notice calling the meeting;
 - vi. To consider any motions of which written notice has been given to the Public Officer not less than 14 days before the day of the meeting;
 - vii. To appoint Auditors for the next 12 months.
- c. All votes shall be given personally, however, intrastate or interstate members may vote by proxy, as in accordance with section 17.
- d. In the case of an equality of votes the person appointed to chair the General meeting shall have a second or casting vote.
- e. Nominations of candidates for election as Board members may be made on nomination forms which members will receive with written notice of the meeting.
- f. Nominations must be returned one week before the meeting or in such ways as may be determined by the Board beforehand.

- g. Written notice of the Annual General meeting shall be sent to members at least 28 days prior to the meeting date, together with nomination forms.

16.2 Special General Meetings

Any ten members of the Association may by written requisition require the Chairperson to call a Special General meeting of the members of the Association.

- a. The requisition must state the particular matters to be dealt with at the proposed meeting.
- b. The Chairperson shall act within 14 days after receiving a written request to call a Special General meeting of members of the Association.
- c. All members must be notified, in writing, 14 days in advance of a Special General meeting.
- d. At such meeting, 75% or more attending must agree to the adoption of any resolution presented.

16.3 Ordinary General Meetings

The Board may convene such other General meetings as the Board shall deem necessary from time to time.

16.4 Time and Place of General Meetings

The time and place of each General meeting shall be determined by the Board and the Public Officer shall give each member not less than fourteen days' notice in writing of that time and place.

16.5 Quorum at General Meeting

Ten members present in person or by proxy shall constitute a quorum for the transaction of business at a General meeting. If within 15 minutes after the time appointed for holding a General meeting a quorum is not present, the following consequences shall ensue:

- a. If the meeting was called pursuant to a requisition, it shall lapse;
- b. In any other case, the Chairperson may hold the meeting without quorum or adjourn the meeting.

16.6 Voting

At General meetings:

- a. Voting shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a 75% majority is required;
- b. All votes shall be given personally, however, intrastate or interstate members may vote by proxy (as in accordance with section 17);
- c. The Chairperson shall declare the result of the voting on each motion;
- d. The Chairperson shall have a vote and in the case of an equality of votes the person appointed to chair the General meeting shall have a second or casting vote.

17. PROXIES

A member shall be entitled to appoint, in writing, any person who must also be a current financial member of the Association to be their proxy, and attend and vote at any General meeting of the Association.

- a. A member shall only be proxy for one member at any General meeting of the Association.
- b. The appointment of a proxy shall be in writing using the approved appointment of proxy form and must be signed by the member who is unable to attend.
- c. Appointment of proxy forms must be lodged with the Public Officer of the Association prior to the commencement of business at the said meeting.

18. FUNDS

The funds of the Association shall be derived from the fees of members, bequests, donations, grants, charitable fundraising and such other sources approved by the Board.

19. FUNDS MANAGEMENT

Subject to any resolution passed by the Association in a General meeting, the funds of the Association are to be used in pursuance of the Aims of the Association in such manner as the Board determines or as denoted by a grant/donation/gift.

- a. All bank accounts shall be authorised by at least three Board members and, if required, one other person approved by the Board. These members will be known as the Authorised Signatories.
- b. All cheques, withdrawals, drafts, bills of exchange, promissory notes or other negotiable instruments must be signed by two of the Authorised Signatories.
- c. Use of electronic payment is permitted when there are two Authorised Signatories.

20. PUBLIC OFFICER

The Board shall ensure that a person is appointed as Public Officer.

- a. The first Public Officer shall be the person who completed the application for incorporation of the Association.
- b. The Board may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of South Australia.
- c. The Public Officer shall be deemed to have vacated their position in the following circumstances:
 - i. Death;
 - ii. Resignation;

- iii.* Removal by the Board or at a General meeting;
 - iv.* Bankruptcy or financial insolvency;
 - v.* Mental illness;
 - vi.* Residency outside South Australia.
- d.* When a vacancy occurs in the position of Public Officer the Board shall within 14 days notify the Corporate Affairs Commission by the prescribed form and appoint a new Public Officer.
- e.* The Public Officer is required to notify the Corporate Affairs Commission using the prescribed forms of any circumstances or appointments required under the Corporations Act. This shall include but not be limited to:
 - i.* A change of residential address (within 14 days);
 - ii.* A change in the Association's Aims or rules (within one month);
 - iii.* A change in the membership of the Board (within 14 days);
 - iv.* A change in the Association's financial affairs (within one month after the Annual General meeting);
 - v.* A change in the Association's name (within one month).
- f.* The Public Officer may be an Office Bearer (with the exception of Chairperson), Board member, or any other person regarded as suitable for the position by the Board.

21. AUDITOR

- a.* The Board will nominate an Auditor to be appointed at the Annual General meeting.
- b.* The Auditor or Auditors shall be elected at the Annual General meeting.
- c.* The Auditor or Auditors shall examine all accounts, vouchers, receipts, books, etc., and furnish a report thereon to the members at the Annual General meeting. Audits shall be conducted at regular intervals of not more than twelve months.
- d.* An Auditor shall not be a member, or closely related to a member, of the Board.
- e.* Intention by the Board to nominate Auditors to replace the current Auditors shall be given to the Public Officer at least twenty one (21) days before the Annual General meeting. The Public Officer shall inform the current Auditors of the new nomination at least seven (7) days before the Annual General meeting. The current Auditors shall be entitled to attend the Annual General meeting and, if they so wish, be heard at such Annual General meeting.

22. SPECIAL RESOLUTIONS

- a.* A special resolution must be passed by a General meeting of the Association to effect the following changes:
 - i.* A change of the Association's name;
 - ii.* A change of the Association's rules;
 - iii.* A change of the Association's Aims;

- iv. An amalgamation with another Incorporated Association;
 - v. To voluntarily wind up the Association and distribute its property;
 - vi. To apply for registration as a Company or a Co-operative.
- b. A special resolution shall be passed in the following manner:
 - i. A notice must be sent to all members advising that a General meeting is to be held to consider a special resolution;
 - ii. The notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
 - iii. A quorum must be present at the meeting;
 - iv. At least 75% of those present must vote in favour of the resolution;
 - v. In situations where it is not possible or practicable for a resolution to be passed as described above, the matter will be presented to the Board for reconsideration.

23. MISCELLANEOUS

- a. The Association shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by common or statute law or as may be deemed necessary by the Board.
- b. The Common Seal of the Association shall be kept in custody of Public Officer and shall only be affixed to a document with the approval of the Board. The stamping of the Common Seal shall be witnessed by the signatures of two members of the Board.
- c. All records, books and other documents of the Association, when not in use by the appointed Secretary and Treasurer shall be kept securely at the principal place of administration of the Association, or under the control of the Public Officer and shall be open to inspection by any member at any reasonable hour. Should inspection occur on any occasion, confidentiality of members' information must be taken into consideration and adhered too at all times.
- d. Service of documents on the Association is affected by serving them on the Public Officer or by serving them personally on two members of the Board.
- e. Notices sent by post shall be deemed to have been received five days after the date of posting.

24. GIFT FUND

- a. The Association shall maintain a gift fund in accordance with the requirements for deductible gift recipients in the Income Tax Assessment Act 1997.
- b. A separate bank account shall be maintained to receive monetary gifts, or deductible contributions, to the gift fund.
- c. Amounts that are not gifts or deductible contributions are not to be credited to the gift fund.

- d. The gift fund may only be used for the principal purpose of the Association as a public benevolent institution.

25. WINDING UP

- a. The association may by a 75% majority of the members present at any General meeting of the members resolve that the Association be wound up.
- b. Upon the passing of the resolution the Board shall appoint a liquidator who shall wind up the affairs of the Association.
- c. In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

26. REVOCATION OF DEDUCTIBLE GIFT RECIPIENT STATUS

If Huntington's SA & NT Inc. is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar Aims, and which is charitable at law, to which income tax deductible gifts can be made:

- a. Gifts of money or property for the principal Aims of Huntington's SA&NT Inc.;
- b. Contributions made in relation to an eligible fundraising event held for the principal Aims of Huntington's SA&NT Inc.;
- c. Money received by Huntington's SA&NT Inc. because of such gifts and contributions.

27. POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of the Act.