



# **ACTIV FOUNDATION INC.**

(A.R..B.N. 060 921 271)  
(Members' Liability Limited)

## **CONSTITUTION**

**Effective as from 9<sup>th</sup> December 2003**



<b>1. CONSTITUTION .....</b>	<b>5</b>
<b>2. DEFINITIONS AND INTERPRETATION .....</b>	<b>5</b>
2.1. ACTIV .....	5
2.2. ANNUAL GENERAL MEETING.....	5
2.3. BOARD .....	5
2.3.1. BOARD MEMBERS.....	5
2.4. MEMBER.....	5
2.5. ORDINARY GENERAL MEETING.....	5
2.6. SPECIAL GENERAL MEETING .....	5
2.7. FINANCIAL YEAR.....	5
2.8. MEMBERSHIP YEAR.....	5
2.9. OFFICE.....	5
2.10.AREAS .....	6
2.10.1. METROPOLITAN AREA .....	6
2.10.2. COUNTRY AREA .....	6
2.11. DEVELOPMENTAL DISABILITY.....	6
2.12. OTHER DISADVANTAGED PERSONS .....	6
2.13. DEFINED TERMS.....	6
2.14. GENERAL .....	6
2.15. INTERPRETATION .....	7
<b>3. OBJECTS .....</b>	<b>7</b>
3.1. PROVIDE SERVICES.....	7
3.2. MAXIMISE MEMBERS INVOLVEMENT.....	7
3.3. REPRESENT MEMBERS INTERESTS .....	7
3.4. PROMOTE COMMUNITY UNDERSTANDING.....	7
3.5. ADVANCE SELF DETERMINATION.....	7
3.6. OTHER .....	7
<b>4. POWERS .....</b>	<b>8</b>
4.1. GENERAL .....	8
<b>5. MEMBERSHIP .....</b>	<b>8</b>
5.1. APPLICATION FORMS.....	8
5.2. SUBSCRIPTION FEE.....	8
5.3. CONSIDERATION OF APPLICATIONS.....	8
5.4. REFUSAL OF APPLICATION .....	8
5.5. NOTIFICATION OF NEW MEMBERS .....	8
5.6. MEMBERSHIP AWARDS .....	9
5.6.1. CERTIFICATE OF APPRECIATION .....	9
5.6.1.1. SERVICE REQUIREMENTS.....	9
5.6.2. HONORARY LIFE MEMBERSHIP .....	9
5.6.2.1. SERVICE REQUIREMENTS.....	9
5.6.2.2. BOARD TO RECOMMEND.....	9
5.6.2.3. VOTING ENTITLEMENTS AND SUBSCRIPTIONS .....	9
5.6.3. HONORARY LIFE GOVERNORSHIP.....	9
5.6.3.1. SERVICE REQUIREMENTS.....	9
5.6.3.2. MAXIMUM PER ANNUM.....	9
5.6.3.3. VOTING ENTITLEMENTS AND SUBSCRIPTIONS .....	9
5.7. HONORARY MEMBERS .....	9
5.7.1. BOARD TO DECLARE.....	9
5.7.2. VOTING ENTITLEMENTS AND SUBSCRIPTIONS .....	10
5.8. ORDINARY MEMBERS .....	10
5.8.1. APPLICATION.....	10
5.8.2. VOTING ENTITLEMENTS .....	10
5.9. MEMBER FOR LIFE.....	10
5.9.1. METHOD OF APPOINTMENT .....	10
5.9.2. VOTING ENTITLEMENTS AND SUBSCRIPTIONS .....	10
5.10. CORPORATE MEMBER.....	10



5.10.1. APPLICATION.....	10
5.10.2. NOMINEES .....	10
5.10.3. VOTING ENTITLEMENTS .....	10
<b>5.11. FAMILY MEMBER.....</b>	<b>10</b>
5.11.1. APPLICATION.....	10
5.11.2. REPRESENTATION.....	10
5.11.3. VOTING ENTITLEMENTS .....	11
<b>5.12. FAMILY MEMBER FOR LIFE .....</b>	<b>11</b>
5.12.1. METHOD OF APPOINTMENT .....	11
5.12.2. VOTING ENTITLEMENTS, REPRESENTATION AND SUBSCRIPTIONS.....	11
<b>5.13. MEMBERSHIP SUBSCRIPTIONS.....</b>	<b>11</b>
<b>5.14. FAILURE TO PAY SUBSCRIPTIONS .....</b>	<b>11</b>
<b>5.15. REGISTER OF MEMBERS .....</b>	<b>11</b>
<b>6. GENERAL MEETINGS.....</b>	<b>11</b>
<b>6.1. NOTICES .....</b>	<b>11</b>
6.1.1. DEEMED NOTICE.....	11
6.1.2. NON-DELIVERY.....	12
<b>6.2. ANNUAL GENERAL MEETING.....</b>	<b>12</b>
<b>6.3. SPECIAL GENERAL MEETING .....</b>	<b>12</b>
6.3.1. NOTICE TO CONTAIN SPECIFIED BUSINESS .....	12
6.3.2. REQUIRED MAJORITY .....	12
6.3.3. SUMMONING ON THE REQUISITION OF MEMBERS .....	12
6.3.3.1. BOARD TO CALL.....	12
6.3.3.2. MATTERS TO BE WITHIN REQUISITION .....	12
6.3.4. SUMMONING BY THE BOARD OR THE PRESIDENT .....	12
<b>6.4. ORDINARY GENERAL MEETING.....</b>	<b>12</b>
<b>6.5. PROXIES .....</b>	<b>13</b>
6.5.1. APPOINTMENT OF PROXIES .....	13
6.5.2. PROXY FORM .....	13
6.5.3. OTHER.....	13
<b>6.6. QUORUM AT GENERAL MEETINGS .....</b>	<b>13</b>
<b>6.7. LACK OF A QUORUM .....</b>	<b>13</b>
<b>6.8. CHAIRMAN .....</b>	<b>13</b>
<b>6.9. VOTING .....</b>	<b>13</b>
6.9.1. ELIGIBILITY .....	13
6.9.2. PECUNIARY INTEREST.....	13
<b>7. GOVERNANCE .....</b>	<b>14</b>
<b>7.1. BOARD COMPOSITION .....</b>	<b>14</b>
7.1.1. COUNTRY AREA.....	14
7.1.2. METROPOLITAN AREA .....	14
7.1.3. APPOINTED PERSONS .....	14
7.1.4. EXECUTIVE DIRECTOR .....	14
<b>7.2. OFFICERS.....</b>	<b>14</b>
7.2.1. PRESIDENT AND DEPUTY.....	14
<b>7.3. STAFF AND FORMER STAFF AS BOARD MEMBERS .....</b>	<b>14</b>
<b>7.4. PROFESSIONAL ADVISORS.....</b>	<b>14</b>
<b>8. ELECTION, APPOINTMENT AND RETIREMENT OF BOARD MEMBERS .....</b>	<b>15</b>
<b>8.1. PRIOR TO ANNUAL GENERAL MEETING .....</b>	<b>15</b>
<b>8.2. TWO YEAR ROTATIONAL BASIS.....</b>	<b>15</b>
8.2.1. ELECTED BOARD MEMBERS.....	15
8.2.2. APPOINTED BOARD MEMBERS.....	15
<b>8.3. DURATION OF OFFICE.....</b>	<b>15</b>
<b>8.4. RETURNING OFFICER.....</b>	<b>15</b>
<b>8.5. NOMINATIONS .....</b>	<b>16</b>
<b>8.6. ELECTION BY POSTAL VOTE .....</b>	<b>16</b>
<b>8.7. SEPARATE BALLOTS .....</b>	<b>16</b>
<b>8.8. DISTRIBUTION OF VOTING PAPERS.....</b>	<b>16</b>
<b>8.9. REGISTER NOT TO BE USED FOR CANVASSING .....</b>	<b>16</b>



8.10. COUNTING OF VOTES.....	16
8.11. CASUAL VACANCIES.....	17
8.12. CASUAL VACANCY IF NO NOMINATION .....	17
8.13. SPECIAL GENERAL MEETING MAY REMOVE BOARD .....	17
8.14. DISQUALIFICATION FOR MEMBERSHIP OF THE BOARD.....	17
<b>9. POWERS AND PROCEEDINGS OF THE BOARD.....</b>	<b>18</b>
<b>9.1. POWERS OF THE BOARD .....</b>	<b>18</b>
9.1.1. PATRONS .....	18
9.1.2. TO CONTROL PROPERTY .....	18
9.1.3. UTILISATION OF ASSETS .....	18
9.1.4. ENTERING INTO CONTRACTS.....	18
9.1.5. USE OF COMMON SEAL .....	18
9.1.6. COMMITTEES.....	18
9.1.7. MAKING BY-LAWS .....	19
9.1.8. LEGAL ACTION .....	19
9.1.9. BANK ACCOUNTS.....	19
9.1.10. CONTROL OF USE OF SERVICES .....	19
9.1.11. AUDITORS .....	19
<b>9.2. PROCEEDINGS OF THE BOARD .....</b>	<b>19</b>
9.2.1. REGULAR MEETINGS .....	19
9.2.2. QUORUM .....	19
9.2.3. SUMMONING OF MEETINGS .....	19
9.2.4. NOTICE OF MEETINGS .....	19
9.2.5. CHAIR.....	19
9.2.6. MINUTES .....	19
9.2.7. CASTING VOTE.....	20
9.2.8. COMMITTEE RULES .....	20
<b>10. INDEMNITIES .....</b>	<b>20</b>
<b>11. EXECUTIVE DIRECTOR .....</b>	<b>20</b>
11.1. APPOINTMENT .....	20
11.2. RESPONSIBILITIES.....	20
<b>12. ACCOUNTS.....</b>	<b>21</b>
12.1. MEMBERS ACCESS TO ACCOUNTS .....	21
12.2. GIFT FUND ESTABLISHED .....	21
12.3. WINDING-UP OF GIFT FUND .....	21
<b>13. COMMON SEAL.....</b>	<b>21</b>
13.1. AFFIXING OF COMMON SEAL.....	21
13.2. SEAL SIGNATORIES.....	21
13.2.1. APPOINTMENT.....	21
13.2.2. TERMINATION.....	21
13.2.3. CUSTODY .....	22
<b>14. TRUSTEES.....</b>	<b>22</b>
14.1. RESPONSIBILITIES.....	22
14.2. APPOINTMENT .....	22
14.3. TERMINATION .....	22
<b>15. ALTERATION OF THE CONSTITUTION .....</b>	<b>22</b>
<b>16. REFERENDA.....</b>	<b>23</b>
<b>17. DISSOLUTION, WINDING UP OR AMALGAMATION.....</b>	<b>23</b>
17.1. SPECIAL GENERAL MEETING NECESSARY.....	23
17.2. NOTICE REQUIRED .....	23
17.3. DISTRIBUTION OF SURPLUS .....	23



## 1. CONSTITUTION

This document is the Constitution of Activ Foundation Inc, incorporated under the Associations Incorporation Act 1987 (as amended) ("Constitution").

## 2. DEFINITIONS AND INTERPRETATION

In this Constitution, unless the contrary intention appears or the context does not permit:

### 2.1. ACTIV

"**Activ**" shall mean Activ Foundation Inc.

### 2.2. ANNUAL GENERAL MEETING

"**Annual General Meeting**" shall mean the meeting required by this Constitution to be held once in each year after the end of the financial year.

### 2.3. BOARD

"**Board**" means the Board of Directors established pursuant to this Constitution.

#### 2.3.1. BOARD MEMBERS

"**Elected Board Member**" means a member of the Board pursuant to the provisions in clause 7.1.1 or 7.1.2.

"**Appointed Board Member**" means a person who is a member of the Board pursuant to the provisions of clause 7.1.3.

### 2.4. MEMBER

"**Member**" means a member of Activ.

### 2.5. ORDINARY GENERAL MEETING

"**Ordinary General Meeting**" means any general meeting other than an Annual General Meeting or a Special General Meeting.

### 2.6. SPECIAL GENERAL MEETING

"**Special General Meeting**" means a meeting convened on a requisition of Members as provided by this Constitution at clause 6.3.3.1, or any general meeting called by the Board or the President as a Special General Meeting.

### 2.7. FINANCIAL YEAR

"**Financial Year**" means the period commencing on the first day of July in each year, and ending on the thirtieth day of June in the following year.

### 2.8. MEMBERSHIP YEAR

"**Membership Year**" means the period commencing on the first day of January and ending on the thirty first day of December in each year.

### 2.9. OFFICE

"**Office**" shall mean the registered office.



## 2.10.AREAS

### 2.10.1. METROPOLITAN AREA

"**Metropolitan Area**" means the area within 80 kilometres of the GPO Perth (for postal voting purposes it shall also mean Post Codes falling within that area).

### 2.10.2. COUNTRY AREA

"**Country Area**" means that part of Western Australia not within the Metropolitan Area.

## 2.11. DEVELOPMENTAL DISABILITY

"Developmental Disability" means a severe, chronic disability attributable to a mental or physical impairment or a combination of mental and physical impairments likely to continue indefinitely and result in substantial functional limitations in any of the following areas of major life activity:

- Self care
- Receptive and expressive language
- Learning
- Mobility
- Self-direction
- Capacity for independent living
- Economic sufficiency

Developmental Disabilities originate in the Developmental Period and are likely to continue throughout the life span of a person.

"**Developmental Period**" means up to the age of (18) years.

## 2.12. OTHER DISADVANTAGED PERSONS

When the Board deems it desirable in the attainment of the objects of Activ, the term "people with Developmental Disability" may include people with other disabilities.

## 2.13. DEFINED TERMS

"**Seal of Activ**" means the common seal of Activ;

"**Seal Signatory**" means a person authorised to countersign upon the affixing of the Seal of Activ under clause 13.2.1;

"**Trustee**" means a trustee of Activ appointed pursuant to clause 14.2;

"**Officer**" has the meaning given in clause 7.2;

"**Representative**" means, where referred to, an authority delegated in writing for a specified time and matter by the President or the Executive Director;

"**Support Groups**" means a list of Activ approved support groups as maintained by the Executive Director.

## 2.14. GENERAL

Words relating to a singular number include the plural number and words relating to the masculine gender include the feminine and neuter genders.

References to clauses mean clauses in this Constitution.



### **2.15. INTERPRETATION**

The Board has the sole right of interpreting the Constitution and any by-laws and their decisions are binding.

## **3. OBJECTS**

The general object of Activ is to offer opportunities to people with Developmental Disability and their families to enjoy full participation in the community.

The general object is supported by the specific objects:

### **3.1. PROVIDE SERVICES**

To provide services to meet the needs of people with Developmental Disability and their families, including but not limited to:

- employment;
- accommodation;
- respite;
- training;
- support;
- social contact; and
- advocacy,

and to develop and promote access to generic services to meet the needs of those people.

### **3.2. MAXIMISE MEMBERS INVOLVEMENT**

To maximise opportunities for Members to participate in determining Activ's policies.

### **3.3. REPRESENT MEMBERS INTERESTS**

To represent the interests of Members in the development of government social and economic policy.

### **3.4. PROMOTE COMMUNITY UNDERSTANDING**

To promote at all levels of the community and government an understanding and acceptance of the aspirations, rights and responsibilities of people with Developmental Disability and their families.

### **3.5. ADVANCE SELF DETERMINATION**

To advance self determination by people with Developmental Disability.

### **3.6. OTHER**

To improve the quality of life for people with Developmental Disability and their families.



## **4. POWERS**

### **4.1. GENERAL**

Activ has all the powers set out in Section 13 Associations Incorporation Act 1987 (as amended) and without limiting the generality of the foregoing has power to subscribe or donate to or become a member of and co-operate with any other body whose objects are altogether or in part similar to those of Activ, and in particular a federation with similar bodies in Australia and/or elsewhere.

## **5. MEMBERSHIP**

Members will comprise the following classes:

- a) Ordinary Members
- b) Family Members
- c) Corporate Members
- d) Members for Life
- e) Family Members for Life
- f) Honorary Members
- g) Honorary Life Members and Honorary Life Governors

### **5.1. APPLICATION FORMS**

Any person or corporation desiring to become a Member, must first submit an application in a form determined by the Board from time to time, completed and signed by the applicant.

### **5.2. SUBSCRIPTION FEE**

An application must be accompanied by a subscription fee prescribed by the Board from time to time.

### **5.3. CONSIDERATION OF APPLICATIONS**

Applications must be considered by the President and the Executive Director or their Representatives.

### **5.4. REFUSAL OF APPLICATION**

A person whose application has been refused will have his subscription fee refunded and may not re-apply again for three months from the date of refusal. A person whose application has been refused has a right of appeal to the Board. Appeals must be in writing and made within thirty (30) days of the date of refusal of the application. The Board may uphold the refusal or admit a person as a Member.

### **5.5. NOTIFICATION OF NEW MEMBERS**

The Executive Director or his Representative must notify new Members of their Membership approval, provide them with a copy of the Constitution and a list of Support Groups which they may join.



## **5.6. MEMBERSHIP AWARDS**

Persons who have rendered valuable service to Activ may have their services recognised by an award. The awards will be recommended by the Board and confirmed at an Annual General Meeting. They are:

- 1) Certificate of Appreciation;
- 2) Honorary Life Member; and
- 3) Honorary Life Governor.

### **5.6.1. CERTIFICATE OF APPRECIATION**

#### **5.6.1.1. SERVICE REQUIREMENTS**

Persons who render five years service as a Member to Activ are eligible for a Certificate of Appreciation.

### **5.6.2. HONORARY LIFE MEMBERSHIP**

#### **5.6.2.1. SERVICE REQUIREMENTS**

Persons awarded a Certificate of Appreciation and who have rendered ten (10) years service as a Member to Activ are eligible for Honorary Life Membership.

#### **5.6.2.2. BOARD TO RECOMMEND**

The Board may recommend persons it considers warrant election as Honorary Life Members and unless the Board determines otherwise, must not recommend more than two (2) persons each Membership Year.

#### **5.6.2.3. VOTING ENTITLEMENTS AND SUBSCRIPTIONS**

Honorary Life Members have one vote at elections and meetings within Activ and are not required to pay further membership subscriptions to Activ.

### **5.6.3. HONORARY LIFE GOVERNORSHIP**

#### **5.6.3.1. SERVICE REQUIREMENTS**

Persons awarded Honorary Life Membership and who render fifteen (15) years service as a Member will be eligible for Honorary Life Governorship.

#### **5.6.3.2. MAXIMUM PER ANNUM**

Only one Honorary Life Governor may be elected each Membership Year.

#### **5.6.3.3. VOTING ENTITLEMENTS AND SUBSCRIPTIONS**

Honorary Life Governors have one vote at elections and meetings within Activ and are not required to pay membership subscriptions to Activ.

## **5.7. HONORARY MEMBERS**

### **5.7.1. BOARD TO DECLARE**

The Board may appoint Honorary Members for a period between one year and life from the following persons:

- i) A person nominated to be a Patron or Vice Patron.
- ii) A person who is rendering or who has rendered honorary professional or other services to or on behalf of Activ.



### **5.7.2. VOTING ENTITLEMENTS AND SUBSCRIPTIONS**

A person declared by resolution of the Board to be an Honorary Member does not have a vote at any meetings or elections within Activ, is not eligible for election to the Board, and is not required to pay membership subscriptions to Activ.

## **5.8. ORDINARY MEMBERS**

### **5.8.1. APPLICATION**

Any person may apply to be a Member.

### **5.8.2. VOTING ENTITLEMENTS**

Ordinary Members have one vote at meetings within Activ and one vote in elections within Activ.

## **5.9. MEMBER FOR LIFE**

### **5.9.1. METHOD OF APPOINTMENT**

A persons who gives to Activ twenty times the current annual subscription (as is determined by the Board from time to time - excluding Pensioner or Seniors Card Holders' Subscriptions), or more in one sum and who is approved by the Board, may be a Member for Life.

### **5.9.2. VOTING ENTITLEMENTS AND SUBSCRIPTIONS**

Members for Life have one vote at elections and meetings within Activ and are not required to pay membership subscriptions to Activ.

## **5.10. CORPORATE MEMBER**

### **5.10.1. APPLICATION**

A Firm, Association or Body Corporate may apply to become a Corporate Member.

### **5.10.2. NOMINEES**

Corporate Members must be represented by one person who is nominated in writing to Activ. The nominated person is the only person able to vote at elections and meetings within Activ.

### **5.10.3. VOTING ENTITLEMENTS**

Corporate Members will have one vote at meetings within Activ, and one vote in elections within Activ.

## **5.11. FAMILY MEMBER**

### **5.11.1. APPLICATION**

A family can apply to become a Family Member.

### **5.11.2. REPRESENTATION**

A Family Member may be represented by two (2) persons nominated in writing to Activ. The nominated persons are the only persons able to vote at elections and meetings within Activ.



### **5.11.3. VOTING ENTITLEMENTS**

Each family representative has one vote at meetings within Activ, and one vote in elections within Activ.

### **5.12. FAMILY MEMBER FOR LIFE**

#### **5.12.1. METHOD OF APPOINTMENT**

A family who gives to Activ twenty times the current annual subscription (as is determined by the Board from time to time - excluding Pensioners or Senior Card Holders' Subscriptions), or more in one sum and who is approved by the Board may be a Family Member for Life.

#### **5.12.2. VOTING ENTITLEMENTS, REPRESENTATION AND SUBSCRIPTIONS**

A Family Member for Life may be represented by two persons nominated in writing to Activ. Family Membership for Life is limited to the lives of the two persons nominated. Each representative of a Family Member for Life has one vote at meetings of Activ and one vote in elections within Activ. A Family Member for Life is not required to pay further membership subscriptions to Activ.

### **5.13. MEMBERSHIP SUBSCRIPTIONS**

Save as set out in this Constitution the annual membership subscriptions and entitlements for each class of Member will be from time to time determined by the Board. The Board may waive membership subscriptions in respect of Members who are experiencing financial difficulty.

All subscriptions are payable annually in advance.

### **5.14. FAILURE TO PAY SUBSCRIPTIONS**

Members for Life, Family Members for Life, Honorary Life Members and Honorary Life Governors are Members for the remainder of their lives.

A Member, from whom a membership subscription is due and payable in any year, will no longer be a Member of Activ if his membership subscription has not been paid within three (3) months of it becoming due and payable. A person excluded under this clause is eligible to re-apply for membership.

### **5.15. REGISTER OF MEMBERS**

The Executive Director or his Representative shall ensure that a register of Members is kept, showing the name and address of each Member, the date of subscription, if any, and the class of membership.

## **6. GENERAL MEETINGS**

### **6.1. NOTICES**

#### **6.1.1. DEEMED NOTICE**

Notices are deemed to have been served on any Member when delivered personally, sent by a prepaid letter or electronic means addressed to the Member at the address as shown in the register or by publication in an official publication of Activ sent to all Members. Twenty eight (28) days notice must be



given of an Annual General Meeting, Special General Meeting or Ordinary General Meeting.

#### **6.1.2. NON-DELIVERY**

The non-delivery of any notice does not invalidate the proceedings at any meeting.

### **6.2. ANNUAL GENERAL MEETING**

Annual General Meetings must be called by the Board and held within four (4) months after the end of the Financial Year and at such time and place as the Board shall determine.

### **6.3. SPECIAL GENERAL MEETING**

#### **6.3.1. NOTICE TO CONTAIN SPECIFIED BUSINESS**

A notice of a Special General Meeting must contain details of the business to be dealt with at that meeting, including the motions to be put to the meeting. No business other than that described in the notice of meeting may be conducted at a meeting, and no motions other than those contained in a notice of meeting may be put to a meeting.

#### **6.3.2. REQUIRED MAJORITY**

No motion may be passed at a Special General Meeting unless at least twenty (20) Members are present in person and take part in the voting, and at least three quarters of all votes cast (in person and by proxy) are in favour of the motion.

#### **6.3.3. SUMMONING ON THE REQUISITION OF MEMBERS**

##### **6.3.3.1. BOARD TO CALL**

The Board must, on receipt of a requisition signed by not less than fifteen (15) Members, summon a Special General Meeting of Members to be held not later than eight (8) weeks after the receipt of the requisition at the office of Activ. If the Board fails to convene the meeting within the time required, then the Members who signed the requisition or the majority of them may convene the meeting in the manner provided herein for convening general meetings.

##### **6.3.3.2. MATTERS TO BE WITHIN REQUISITION**

A requisition of the Members demanding a Special General Meeting must specify the purpose of the meeting, the particular matter or matters to be discussed, and the motions to be moved at such meeting.

##### **6.3.4. SUMMONING BY THE BOARD OR THE PRESIDENT**

The Board or the President may summon a Special General Meeting whenever they consider necessary, in the manner provided herein for convening general meetings.

### **6.4. ORDINARY GENERAL MEETING**

The Board and the President have the power to call an Ordinary General Meeting whenever either consider it necessary.



## **6.5. PROXIES**

### **6.5.1. APPOINTMENT OF PROXIES**

A Member may exercise a vote by proxy in respect of any motion before a general meeting, only when that motion has been detailed in the notice of meeting. No amendment to a motion contained in a notice of meeting is permitted at that meeting. The Member may appoint the Chairman of the meeting as a proxy, and may indicate whether the proxy vote is in favour of or opposed to the motion.

### **6.5.2. PROXY FORM**

An instrument appointing any such proxy must be deposited with the Chairman or Executive Director at least forty eight hours prior to the commencement of the meeting and must take the form as determined by the Board from time to time.

### **6.5.3. OTHER**

The proxy must be announced by the Chairman of the meeting. Proxy votes will be available at the meeting for scrutiny by Members.

## **6.6. QUORUM AT GENERAL MEETINGS**

A quorum at any general meeting is twenty (20) Members present in person.

## **6.7. LACK OF A QUORUM**

Where a quorum is not present within 15 minutes after the time appointed for a Special General Meeting called as a result of a requisition of Members, such meeting shall lapse. In the case of all other general meetings, where a quorum is not present within 15 minutes after the time appointed, the meeting must stand adjourned to the same day and time and place for the following week. If at the adjourned meeting a quorum is not present within ten (10) minutes after the time appointed, those present will be deemed a quorum.

## **6.8. CHAIRMAN**

All general meetings will be chaired by the President or if absent the Deputy. In the absence of the President and the Deputy the Chairman must be elected by the Members present and voting.

## **6.9. VOTING**

### **6.9.1. ELIGIBILITY**

Members may vote in accordance with their rights set out herein. In the case of equality of votes, the Chairman will have a casting vote in addition to his primary vote.

### **6.9.2. PECUNIARY INTEREST**

No person may vote or debate on any matter in which a personal pecuniary interest is held without the permission of the majority of the persons present and voting and subject to that person giving full disclosure of any such pecuniary interest.



## **7. GOVERNANCE**

The governance of Activ is vested in the Board.

### **7.1. BOARD COMPOSITION**

The Board consists of:

#### **7.1.1. COUNTRY AREA**

Two (2) Members elected by Members resident in the Country Area.

#### **7.1.2. METROPOLITAN AREA**

Three (3) Members elected by Members resident in the Metropolitan Area.

#### **7.1.3. APPOINTED PERSONS**

Four (4) members appointed by Activ Members at the Annual General Meeting. Persons so appointed should have skills or experience that will complement the ability of the Board to perform its functions.

#### **7.1.4. EXECUTIVE DIRECTOR**

The Executive Director or Representative may speak at Board meetings, and to move or second any motion. The Executive Director (but not his Representative) may hold one vote.

## **7.2. OFFICERS**

The Officers of Activ are the President, and Deputy.

### **7.2.1. PRESIDENT AND DEPUTY**

The Board must elect a President, and a Deputy from among its members and they will hold office so long as they remain members of the Board until the conclusion of the first meeting of the Board held after the Annual General Meeting. The election must be by secret ballot and the voting system to be used must be a preferential system. The Executive Director is not eligible for election to either of these positions.

## **7.3. STAFF AND FORMER STAFF AS BOARD MEMBERS**

Staff employed by Activ may not be elected to the Board. For the purposes of this clause, "staff" does not include a person with Developmental Disability who is in receipt of a service from Activ in respect of which a wage may be paid to that person.

A two (2) year moratorium from the date of leaving the employment of Activ applies to former staff members who are also Members before they can nominate for or be nominated for, vacant positions on the Board.

## **7.4. PROFESSIONAL ADVISORS**

The Board may appoint and dismiss professional advisors as members of the Board with the power to speak but not vote.



## **8. ELECTION, APPOINTMENT AND RETIREMENT OF BOARD MEMBERS**

### **8.1. PRIOR TO ANNUAL GENERAL MEETING**

The election of Elected Board Members must take place prior to the Annual General Meeting in any year.

The appointment of Appointed Board Members must take place at the Annual General Meeting. The appointment of individual Appointed Board Members is by a majority vote of Activ Members present and voting at the Annual General Meeting and the vote count is to include proxy votes.

If the Members present and voting at the Annual General Meeting and the vote count received from proxy votes do not endorse a recommended Appointed Board Member and voting at the Annual General Meeting including the vote count from proxy votes received, the Trustees must endorse a substitute person. This person will hold office for the duration of the term of the Board position to be filled.

Any person who has served as an Elected Board Member or Appointed Board Member (or a combination of those categories) for a period of ten (10) consecutive years as provided in clause 8.3, is not eligible for membership to the Board for a period of two (2) years.

### **8.2. TWO YEAR ROTATIONAL BASIS**

Board members must be elected/appointed annually as follows to hold office for two (2) years:

#### **8.2.1. ELECTED BOARD MEMBERS**

Two (2) Members to be elected, one (1) being elected by Members resident in the Metropolitan Area and one (1) being elected by Members resident in the Country Area. However each alternate year three (3) Members are to be elected, two (2) being elected by Members resident in the Metropolitan Area and one (1) being elected by Members resident in the Country Area; and

#### **8.2.2. APPOINTED BOARD MEMBERS**

Two (2) members to be appointed.

### **8.3. DURATION OF OFFICE**

All Board members will hold office for a period of two (2) years from the conclusion of the Annual General Meeting in the year of their election until the conclusion of the Annual General Meeting at the end of that period. A retiring member is eligible for re-election, but only up to a maximum of five (5) consecutive two (2) year terms or ten (10) consecutive years.

The term as a Board member must not exceed ten (10) consecutive years. A Board member may only change once from being an Elected Board Member to an Appointed Board Member or vice-versa during a ten (10) year term in office.

### **8.4. RETURNING OFFICER**

The Executive Director must appoint a returning officer who must call for nominations to fill Elected Board Member vacancies.



### **8.5. NOMINATIONS**

Nominations to fill vacant positions of elected members of the Board must be called for in an official publication of Activ or by any other notice within two (2) months of the close of the Financial Year and will close at 5.00 pm on the twenty first (21st) day following the distribution of the notice. Nominations must be in writing signed by the proposer, the seconder and the person nominated, all of whom must be Members. A Member may be nominated for more than one position.

Where a Member nominates for a vacant Elected Board Member position and is unopposed at the close of nominations for that position, the appointment of the Member must take place at the Annual General Meeting. The appointment of the Member is to be ratified by a majority vote of Members present and voting at the Annual General Meeting and the vote count is to include proxy votes.

If the Members present and voting at the Annual General Meeting including the vote count from proxy votes received do not endorse the Member, the Trustees must endorse a substitute person. This person will hold office for the duration of the term of the Board position to be filled.

### **8.6. ELECTION BY POSTAL VOTE**

Elected Board Members will be determined by postal vote by secret ballot. The voting system used will be a preferential system.

### **8.7. SEPARATE BALLOTS**

Separate ballots must be conducted for elections by Members resident in the Country Area and the Metropolitan Area.

### **8.8. DISTRIBUTION OF VOTING PAPERS**

The returning officer must distribute voting papers for the election of Board members within fourteen (14) days of the closing of nominations. Voting ceases at 5.00 pm on the twenty first (21st) day after the distribution of voting papers.

### **8.9. REGISTER NOT TO BE USED FOR CANVASSING**

The register of Members must not be available to, or used by, candidates canvassing for election purposes. Each candidate is entitled to one official submission in support of his candidature of such nature that it can be presented to the membership on one side of an A4 sized page. The submission will only be accepted if received by the returning officer not later than 5:00 pm on the second working day following the close of nominations, and it shall be distributed with the voting papers by the returning officer to all Members who are entitled to vote.

### **8.10. COUNTING OF VOTES**

Counting must be completed prior to the Annual General Meeting. Each candidate is entitled to nominate a representative scrutineer to be present at the counting.



### 8.11. CASUAL VACANCIES

Any vacancy on the Board caused otherwise than by the expiration of the term of office may be filled by the Board and the member so appointed will hold office for the remainder of the retired Board member's term of office, subject to the provisions of this constitution.

### 8.12. CASUAL VACANCY IF NO NOMINATION

In the event that no nomination is received in respect of a vacancy arising out of the retirement of an Elected Board Member, the retiring Board member will, subject to the provisions of this Constitution, continue in office unless the retiring Board member is not desirous of re-election in which case the vacancy may be filled by a person appointed by the Board who may hold office for the remainder of the term of that office to a maximum of five (5) consecutive terms or ten (10) consecutive years.

### 8.13. SPECIAL GENERAL MEETING MAY REMOVE BOARD

If at a Special General Meeting called by a requisition of Members, a resolution expresses a vote of no confidence in the Board all Board positions will be declared vacant and an election for all Elected Board Members on the Board must be held. The election must be conducted in accordance with the procedure for elections set out in this Constitution, and must be so arranged as to be concluded within ninety (90) days of the date of the Special General Meeting. Until the conclusion of the election, the Trustees as at the date of the Special General Meeting must assume the powers of the Board limited to:

- The filling of vacancies of the Board.
- The execution of the powers of the Board which are necessary to ensure the continued operation of Activ.
- The period of time until new Board Members are elected.

The Board members so elected shall hold office from the date of the conclusion of counting of votes for that election, for the remainder of the electoral term for that office. Of the five (5) elected Board members (three (3) Metropolitan and two (2) Country) the two (2) persons elected first in the Metropolitan Area and the one person elected first in the Country Area will serve for a two (2) year term. The person elected third and second in those respective areas shall serve for a one year term.

The elected Board members may, together with the Trustees appoint up to four (4) Appointed Board Members two (2) of whom will hold office until the conclusion of the Annual General Meeting in the year of their appointment and two (2) of whom will hold office until the conclusion of the Annual General Meeting in the following year.

### 8.14. DISQUALIFICATION FOR MEMBERSHIP OF THE BOARD

The office of member of the Board, in any capacity will become vacant :

- a) If the member submits a written resignation to the Executive Director and it is accepted by the Board at its next meeting. The Board, however, may request withdrawal of the resignation and the member may do so.



- b) If the member is convicted of an indictable offence or behaves in a manner which may reflect discreditably upon Activ and the Board declares the member's position vacant.
- c) If the member is the nominee of a Corporate Member and such nomination is cancelled either expressly or by nomination of another person by the Corporate Member.
- d) If the member fails to observe, comply with or conform to the Constitution or any by-laws.
- e) If in General Meeting a majority of not less than three fourths of the Members present and voting, resolve that the Board member must vacate the position, or
- f) If the member is absent without leave or reasonable excuse from four consecutive meetings of the Board and the Board determines that the member must vacate the position.

## **9. POWERS AND PROCEEDINGS OF THE BOARD.**

### **9.1. POWERS OF THE BOARD**

The affairs of Activ are governed by the Board which must exercise all such powers of Activ as are not, by statute or by this Constitution, required to be exercised by the Members in General Meeting. No regulation or by-law made by the Members in General Meeting will invalidate any prior act of the Board which would have been valid if that regulation or by-law had not been made.

Without in any way limiting the powers of the Board described above, the Board has the following specific powers:

#### **9.1.1. PATRONS**

To elect a Patron or Patrons and vice Patrons for a defined period.

#### **9.1.2. TO CONTROL PROPERTY**

To acquire invest, deal with and dispose of the real and personal property of Activ in such manner and subject to such conditions as it considers most beneficial for the purposes of Activ.

#### **9.1.3. UTILISATION OF ASSETS**

To ensure that the assets and income of Activ are applied solely in furtherance of its objects and no portion is distributed directly or indirectly to Members, except as compensation for services rendered or expenses incurred on behalf of Activ in good faith.

#### **9.1.4. ENTERING INTO CONTRACTS**

To enter into any contract on Activ's behalf.

#### **9.1.5. USE OF COMMON SEAL**

To authorise that the Seal of Activ be affixed to any document.

#### **9.1.6. COMMITTEES**

To appoint from amongst its Members or other suitable persons any committee or sub-committee for any purpose consistent with the objects of Activ and subject to such conditions as the Board may think fit. Any such appointment may be revoked and any committee or sub-committee may be dissolved at the



discretion of the Board. All or any of the powers of the Board may be delegated to any such committee or sub-committee.

#### **9.1.7. MAKING BY-LAWS**

To make, amend and repeal by-laws directing the governance of Activ and its affairs or as to any of the matters or things within the powers or under the control of the Board.

#### **9.1.8. LEGAL ACTION**

To take and defend all legal proceedings by or on behalf of Activ and to appoint solicitors for any such purpose.

#### **9.1.9. BANK ACCOUNTS**

To open and operate accounts at any bank or financial institution and authorise the signature and endorsement of documents thereon.

#### **9.1.10. CONTROL OF USE OF SERVICES**

To ensure that only members of Activ and their families and/or people with Developmental Disability make use of any of the services or facilities provided by Activ, and to establish fees as necessary for those services.

#### **9.1.11. AUDITORS**

To appoint an auditor to Activ for such period as the Board determines.

### **9.2. PROCEEDINGS OF THE BOARD**

#### **9.2.1. REGULAR MEETINGS**

The Board must meet together for the discharge of business at least ten (10) times in every year at intervals of not more than ninety (90) days and may adjourn and otherwise regulate their meetings as they think fit.

#### **9.2.2. QUORUM**

The quorum at Board meetings is the lowest integer which is equal to or greater than fifty percent (50%) of the number of Board members at that time, but in any event shall be not less than five (5).

#### **9.2.3. SUMMONING OF MEETINGS**

The President or any three members of the Board may at any time summon a meeting of the Board.

#### **9.2.4. NOTICE OF MEETINGS**

Notice of every meeting of the Board must be given to the members thereof in such form and in such manner as the Board determines.

#### **9.2.5. CHAIR**

Meetings of the Board must be chaired by the President or if absent the Deputy. In the absence of the President and Deputy, the chairman must be elected by the members present and voting.

#### **9.2.6. MINUTES**

The Board must cause minutes to be made of all appointments of Officers and of all proceedings at meetings of the Board, of committees of the board and of general meetings of Members.



### **9.2.7. CASTING VOTE**

Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of members of the Board present. In the event of an equality of votes, the chairman shall have a second or casting vote.

### **9.2.8. COMMITTEE RULES**

Subject to any conditions imposed on it by the Board, a committee or sub-committee may meet and adjourn as it thinks fit, and may elect its own chairman if no such chairman is appointed. Questions arising at any meeting of a committee or sub-committee must be determined by a majority of votes of the committee members present, with the chairman having a second or casting vote in the case of an equality of votes. Where the number present is less than four the chairman must not have a second or casting vote.

## **10. INDEMNITIES**

The Officers of Activ and the members of the Board must be indemnified by Activ from and against all action, suits, claims, demands, costs, damages and expenses which any Officer or Board member may incur, suffer or be liable to by reason of any contract entered into, or any act or deed done by him as such Officer or member in any way in the proper discharge of his duties or in any way relating thereto, except such as may happen through his own wilful act or default.

## **11. EXECUTIVE DIRECTOR**

### **11.1. APPOINTMENT**

The Board must appoint and or dismiss on such terms they may think fit an Executive Director who is competent to discharge all authorities and duties assigned to that position from time to time by the Board and to carry out such duties as may be prescribed by this Constitution. The appointment is subject to confirmation at the conclusion of a probationary period of six (6) months.

### **11.2. RESPONSIBILITIES**

The Executive Director is:

- a) Responsible for the management of Activ's affairs and must attend all Board meetings.
- b) Responsible for the engagement and dismissal of people to enable effective management of Activ.
- c) The custodian of the property of Activ and must hand over to the Board all such property, books, documents and money belonging to Activ within twenty four hours after the Board so directs.
- d) Responsible for the maintenance of records and the books of accounts, also the preparation and rendition of the annual audited balance sheet of assets and liabilities and statement of income and expenditure.
- e) Responsible for the maintenance and continual updating of an inventory of the furniture, fittings, goods, chattels, machines, vehicles and other property of all kinds belonging to Activ;



- f) Responsible for maintaining a list of Support Groups as approved by the Board.

## **12. ACCOUNTS**

The Board must cause proper accounts to be kept for Activ in compliance with section 25 of the Associations Incorporation Act 1987 (as amended) and submit to the Annual General Meeting a statement of income and expenditure and a balance sheet of assets and liabilities. An auditor's report on the above accounts, when available, must be distributed to Members in an official publication Activ.

### **12.1. MEMBERS ACCESS TO ACCOUNTS**

Members are entitled to receive copies of the statement of income and expenditure and the balance sheet of assets and liabilities and the auditor's report on request to the Executive Director. The Member may be required to pay a sum no greater than the cost of copying the documents if the Member has been supplied a copy on a prior occasion.

### **12.2. GIFT FUND ESTABLISHED**

A gift fund will be established and maintained to which gifts of money and property shall be made and applied to the Objects of Activ.

### **12.3. WINDING-UP OF GIFT FUND**

If the gift fund is wound up or if Activ's endorsement (if any) as a deductible give recipient is revoked, any surplus assets of the gift fund that remain after payment of liabilities attributable to it, shall be transferred to a fund, authority or institution of a like purpose to which income tax deductible gifts may be made.

## **13. COMMON SEAL**

### **13.1. AFFIXING OF COMMON SEAL**

The Seal of Activ may only be affixed to an instrument with the authority of the Board. Every instrument to which the Seal of Activ is affixed must be countersigned by any two (2) Seal Signatories and by the Executive Director or his Representative.

### **13.2. SEAL SIGNATORIES**

#### **13.2.1. APPOINTMENT**

The Board must appoint Seal Signatories as in its discretion it deems necessary, who hold office until the occurrence of any of the events specified in clause 13.2.2.

#### **13.2.2. TERMINATION**

If a Seal Signatory:

- Dies;
- Resigns office;
- Becomes bankrupt;
- Resides outside the State of Western Australia for more than twelve consecutive months;



- Becomes incapable of being a Seal Signatory; or
- Is removed by the Board

such Seal Signatory will cease to hold office as a Seal Signatory.

### **13.2.3. CUSTODY**

The Seal of Activ must be kept in the custody of the Executive Director at the Office.

## **14. TRUSTEES**

### **14.1. RESPONSIBILITIES**

If the Board comprises less than six (6) persons the Trustees together with the Board must assume the powers of the Board limited to:

- The filling of vacancies of the Board
- The execution of the powers of the Board which are necessary to ensure the continued operation of Activ
- That period of time during which the number of Board Members is less than six (6).

If the number of Trustees with the Board is insufficient to form a quorum, additional Board members must be recruited from among the Honorary Life Members of Activ. The method of such recruitment may be determined at the time.

### **14.2. APPOINTMENT**

Trustees are appointed by Members in general meeting, and hold office until the occurrence of any of the events specified in clause 14.3.

### **14.3. TERMINATION**

If a Trustee:

- Dies;
- Resigns office as Trustee;
- Resides outside the State of Western Australia for more than twelve consecutive months;
- In the opinion of the Board, becoming incapable of being a Trustee;
- Is removed as Trustee by Members in general meeting

that Trustee ceases to be a Trustee.

## **15. ALTERATION OF THE CONSTITUTION**

The Constitution may be altered, added to or repealed and new clauses made at any Annual or Special General Meeting, or by a postal ballot of all Members entitled to vote if:

- (a) A notice convening such meeting or accompanying such postal ballot documents specifies the proposed alterations, additions, repeal or new clauses; and
- (b) The alterations, additions or deletions may only be passed when at least twenty (20) Members are present in person and take part in the voting, or at least twenty (20) votes are cast in a postal ballot, and at least three



quarters of all votes cast (in person and by proxy) are in favour of the proposed change.

## **16. REFERENDA**

The Board may call for a referendum on any issue. The referendum must be in the form of a statement to which Members may reply in the affirmative or negative. All relevant information must be distributed with the statement.

## **17. DISSOLUTION, WINDING UP OR AMALGAMATION**

### **17.1. SPECIAL GENERAL MEETING NECESSARY**

Activ may be dissolved or amalgamated with another by a resolution at a Special General Meeting.

### **17.2. NOTICE REQUIRED**

Where, in any case, it is proposed that the affairs of Activ be amalgamated with those of any other institution, association, society or other body, and as a result of such amalgamation, Activ ceases to exist as a separate body, notice of the proposal must be given to the Members by post. A memorandum must accompany the notice stating:

- a) The advantages of the proposed amalgamation prepared by such Officers of the Board as are in favour, and
- b) The matters in opposition, prepared by such Officers, if any, as are adverse to the proposal.

### **17.3. DISTRIBUTION OF SURPLUS**

If on dissolution or winding up of Activ there remains, after the satisfaction of the debts and liabilities of Activ, any assets they must be distributed to either an incorporated association or for charitable purposes as resolved by the Members of Activ in General Meeting before a dissolution. In default of a resolution by the Members deciding the recipient of any remaining assets, then the distribution must be decided by the relevant Western Australian State Government Minister with portfolio control of the Associations Incorporation Act 1987 (as amended) provided always that the recipient organisation is endorsed as a Public Benevolent Institution and Deductible gift Recipient under Division 30 of the Income Tax Assessment Act 1997 or its equivalent.



**A**

Accounts

    Member Access ..... 23

    To be kept ..... 23

advance self determination ..... 10

Annual General Meeting

    when held ..... 14

Appointed Members ..... 16

Areas ..... 8

    Country ..... 8

    Metropolitan ..... 8

Assets

    Utilisation ..... 21

Associations Incorporation Act ..... 7, 10, 23, 26

Auditor ..... 21

Awards

    Honorary Life Governors - maximum per annum ..... 11

    Honorary Life Members - maximum per annum ..... 11

**B**

bank accounts ..... 21

Board

    Board of Directors ..... 7

    composition ..... 16

    Disqualification for Membership ..... 20

    Duration of Office ..... 18

    Elected/Appointed annually ..... 17

    Indemnified ..... 22

    Professional Advisors ..... 17

    Quorum ..... 22

    regular meetings ..... 22

    voting papers for election ..... 19

BOARD MEMBERS ..... 7

    Appointed Board Members ..... 7

    Elected Board Members ..... 7

by-laws ..... 21

**C**

Casting Vote ..... 22

Casual vacancy ..... 19

Casual Vacancy

    No Nomination ..... 19

Certificate of Appreciation ..... 11

Chairman ..... 15, 16

committee ..... 21

Committee

    Rules ..... 22



Common Seal	
authorised signatories.....	24
Constitution	
alteration of .....	25
Alterations .....	25
Contracts	
Power to enter into.....	21
Corporate Member .....	12
Corporate Members	
Nominees.....	12
Counting of Votes.....	19
<b>D</b>	
Definitions and Interpretation .....	7
Activ .....	7
Deputy .....	16, 17, 22
Developmental Disability.....	8, 9, 10, 17, 21
Directors	
Board of (see Board).....	16
Disability	
Other .....	8
Dissolution, Winding Up or Amalgamation.....	25
<b>E</b>	
Election	
voting papers for Board.....	19
Election, Appointment and Retirement	
Board Members .....	17
Elections	
Country Areas .....	16
Metropolitan Areas.....	16
Executive Director .....	9, 10, 11, 14, 16, 17, 18, 20, 23, 24
Appointment.....	23
Responsibilities .....	23
<b>F</b>	
Family Member.....	13
Family Member for Life.....	13
<b>G</b>	
General Meetings	
Deemed Notice .....	14
governance.....	16, 21
<b>H</b>	
Honorary Life Governorship .....	11
Honorary Life Membership .....	11
Honorary Members.....	12
<b>I</b>	
improve quality of life.....	10



Indemnified.....	22
<b>L</b>	
legal proceedings .....	21
<b>M</b>	
maximise opportunities.....	9
Meeting	
Notice.....	22
Special General .....	16
Summoning.....	22
<b>Meetings</b>	
<b>Annual General</b> .....	7, 14
Chairman.....	22
Minutes.....	22
<b>Ordinary General</b> .....	7
quorum - lack of .....	15
quorum for general meetings.....	15
<b>Special General</b> .....	7, 14
Special General - required majority .....	14
Member .....	7
Member for Life .....	12
Members	
classes .....	10
new - notification .....	11
Ordinary .....	12
members appointed.....	16
Membership	
application form.....	10
Applications, appeal if refused .....	11
Applications, consideration of .....	10
Applications, refusal of.....	10
Awards .....	11
Corporate Member.....	12
Failure to pay subscriptions .....	13
Family Member .....	13
Fee.....	10
Fees .....	10
membership subscriptions .....	13
<b>N</b>	
Nominations .....	18
<b>O</b>	
object.....	9
Objects	
to Represent Members Interests .....	9
Office .....	8
Officer.....	8, 22
Officers .....	16, 22, 25



Ordinary General Meeting .....	15
Ordinary Members.....	12
<b>P</b>	
Patron .....	21
Patrons .....	21
pecuniary interest.....	16
postal vote .....	18
Powers of the Board.....	20
preferential voting system .....	17, 18
President .....	7, 9, 10, 15, 16, 17, 22
professional advisors.....	17
promote understanding .....	9
Property	
Control.....	21
Proxies	
announced at meeting .....	15
form .....	15
votes available for scrutiny at meeting.....	15
Proxy Votes .....	15
<b>Q</b>	
Quorum	
Board.....	22
for general meetings .....	15
lack of.....	15
<b>R</b>	
Referendum	
Board may call .....	25
register of Members .....	14, 19
Representative .....	9, 11, 14, 16, 24
returning officer .....	18
<b>S</b>	
<b>Seal</b> .....	8, 21, 24
Affixing .....	24
Signatories .....	24
secret ballot .....	18
Separate ballots	
Country.....	19
Services	
Control of use of.....	21
Special General Meeting	
May Remove Board .....	19
Summoned by Members.....	14
Summoned by the Board or President.....	15
Special General Meetings	
Notice .....	14
Required majority.....	14



requisition to contain .....	15
Staff	
Former as Board Members .....	17
sub-committee .....	21
Support Groups .....	9, 11, 23
<b>T</b>	
Trustee .....	8, 25
Trustees	
Responsibilities .....	24
<b>V</b>	
Vice Patrons .....	21
Voting	
equality of votes .....	16
members power to .....	16
Proxy .....	15
<b>Y</b>	
Year	
Financial Year .....	7
<b>Membership Year</b> .....	8