



ASSOCIATIONS INCORPORATION ACT
1987

CONSTITUTION

of

AUTISM ASSOCIATION OF
WESTERN AUSTRALIA (INC.)

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1. **NAME**

The name of the Association (hereinafter called "the Association") is Autism Association of Western Australia (Inc.).

2. **REGISTERED OFFICE**

The registered office of the Association will be situated at 215 Stubbs Terrace, Shenton Park, Western Australia or at such place as the Board may from time to time determine.

3. **OBJECTS**

The objects of the Association shall be the support and promotion of the interests of autistic persons and their families and without limiting the generality of the foregoing:

- a) To promote day and residential centres for the care and education of autistic people. To help parents, particularly by arranging meetings between them where they can exchange information. To encourage research. To stimulate more understanding among the lay and medical public of these persons difficulties.
- b) To familiarise schools, kindergartens, etc. with the problems of autistic children or otherwise severely disturbed children and to advise with respect to the special skills and understanding necessary to obtain the trust and co-operation of such children.
- c) To organise classes and lectures, publish, sell and/or distribute papers, books, pamphlets and information for the purpose of stimulating interest and promoting the objects of the Association.
- d) To enter into arrangements with any Government, municipal, local or other authority or any other society or body that may seem conducive to the objects of the Association or any of them and to obtain from any such Government or authority or society or body any rights, privileges or concessions, and to carry out, exercise and comply with any such rights, privileges and concessions.
- e) To subscribe or donate to or become a member of and co-operate with any other body of persons whose objects are altogether or in part similar to those of this Association, and in particular a federation with similar bodies in Australia, and/or elsewhere.
- f) To do all such other things as are conducive or incidental to the attainment of any of the above objects.

4. **POWERS**

The Association shall have all the powers of an association granted under the Associations Act and all the powers of a natural person and without limiting the above shall have the following powers:

- a) To purchase, take on lease, or exchange, hire or otherwise acquire and ~~maintain any Real or Personal property and any rights or privileges.~~
- b) To erect, add to, improve, repair, pull down and rebuild buildings and other structures which are acquired by or vested in the Association.
- c) To sell, exchange, lease, mortgage, hire, dispose of or turn to account or otherwise deal with all or any part of the Real and Personal property of the Association.
- d) To conduct appeals for funds and to accept donations whether of Real or Personal estate and devises are bequests.

- e) To borrow or raise or secure the payments of money in such manner as the Association thinks fit with power to issue debentures, grant mortgages, charges, or any other kind of security upon or charging or any of the property real or personal both present and future of the Association and to redeem or pay off any existing future security.
- f) To invest and deal with the monies of the Association not immediately required for the purpose of the Association in such manner as may from time to time be determined.
- g) To hold any property on any trusts.
- h) To appoint, employ and pay officers and servants and to dismiss or suspend any officer or servant.
- i) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, organisations, institutions, or associations with which the Association is authorised to merge, amalgamate, convert or affiliate.

5. CLASSES OF MEMBERS

The members of the Association shall consist of Ordinary Members, Life Members, Honorary Members and Corporate Members.

6. MEMBERSHIP

6.1 Ordinary Members:

Subject to this Constitution, the following people who are 18 years and over and not currently a paid employee of the Association shall be eligible to become Ordinary Members of the Association upon payment of the annual subscription for the current financial year:

- 6.1.1 Family members of a person with an Autism Spectrum Disorder.
- 6.1.2 The legally appointed Guardian of a person with an Autism Spectrum Disorder.
- 6.1.3 Those with a professional interest in the welfare of people with an Autism Spectrum Disorder.
- 6.1.4 Individuals, at the discretion of the Board, whose skills and/or community standing are of benefit to the Association and its work on behalf of people with an Autism Spectrum disorder.

6.2 Life Members:

At the General Meeting of the Association, the members may elect as a Life Member any person nominated by the Board. Life membership shall be in recognition of special services rendered to the Association. A Life Member shall thereupon be entitled without payment to all the rights and privileges of an ordinary member.

6.3 Honorary Members:

A person making a substantial donation to the Association is entitled, at the discretion of the Board, to become an Honorary Member of the Association for the financial year in which the donation is made. Honorary members shall have all the privileges and rights of a financial member except an Honorary Member shall not have voting rights.

6.4 Corporate Members:

An educational, research or commercial body with an interest in the field of Autism will be entitled, at the discretion of the Board and upon payment of the annual

subscription, to become members of the Association. A Corporate Member will not have voting rights or be eligible for election to the Board.

7. ANNUAL SUBSCRIPTION

- a) The annual subscription for each financial year shall be determined by the membership at an Annual General Meeting.
- b) The annual subscription shall be payable in advance on the 1st day of January in each financial year after which no resignation, termination or forfeiture of membership shall exempt him or her or it from payment of the current year's subscription.
- c) Payment or tender of the annual subscription shall be made to the Secretary personal or through the post addressed to the Secretary, at the registered office of the Association.
- d) A financial member at any time is a member who is not then indebted to the Organisation in respect of annual subscription.
- e) Only those members who are financial members at the time of the close of business on the day prior to that of any annual or general meeting of the Association shall be entitled subject to the lawful procedure of the meetings to speak or vote upon any motion at such annual or general meeting of the Association.
- f) Only those members who are financial members at the time of the close of business on day prior to that of any annual or general meeting of the Association shall be entitled subject to the lawful procedure of the meetings to speak or vote upon any motion at such annual or general meeting of the Association.
- g) A member who is in arrears with his annual subscription for a period of twelve calendar months shall be deemed to have forfeited membership but the Board may reinstate membership on payment of the amount due.

8. ADMISSION AND REJECTION OF ORDINARY MEMBERS

- a) Admission to ordinary membership shall be by election of the Board or upon appeal by members. At the Board meeting next following the payment or tender to the Secretary of the annual subscription for the current financial year as provided by this Constitution, the Board shall consider the application of each applicant and shall elect or reject him or her or it as a member.
- b) Any applicant who receives a majority of votes of the members of the Board present at the meeting at which his or her or its application has been considered shall be declared elected by the Chairman as an ordinary member.
- c) Upon the election or rejection of an application for membership, the Secretary shall forthwith give to him or her or its notice in writing of such election or rejection.

9. APPEAL AGAINST REJECTION OF MEMBERSHIP

- a) A person whose application for membership has been rejected may within one month after receiving written notification of such rejection, appeal against the decision of the Board to a general meeting of the members of the Association held for the purpose of determining that appeal.

~~Notice in writing of such intention to appeal shall be given to the Secretary.~~

The Board shall convene such a general meeting so that the general meeting is held within three months of the date of receipts by the Secretary of the Notice of Appeal.

At such meeting the applicant shall be given the opportunity to fully present his case either orally or in writing or partly by one of these means and partly by the other and the Board or those members thereof who rejected the application shall subsequently likewise have the opportunity of presenting its or their case. The

appeal shall be determined by the vote of the majority of the financial members present at that meeting.

- b) Where a person whose application is rejected does not within the time prescribed by this Constitution appeal against the decision of the Board or so appeals but his or her appeal is unsuccessful, the Secretary shall refund to that person the amount of the annual subscription paid to the Secretary.

10. TERMINATION OF MEMBERSHIP

A member may resign from the Organisation at any time by giving notice in writing to the Secretary. Such resignation shall only take effect at the time when such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

If a Member:

- a) is convicted in a Court of Law of an indictable offence;
or
b) fails to comply with any of the provisions of this Constitution;
or
c) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association

the Board shall consider whether such membership shall be terminated.

The member concerned shall be given a full and fair opportunity of presenting such case and if the Board resolves to terminate that person's membership, they shall instruct the Secretary to advise the member accordingly. A member, may, within one month after receiving such written notification, appeal to a general meeting of members.

Notice in writing of such intention to appeal shall be given to the Secretary.

The Board shall convene a general meeting so that such meeting is held within three months of the date of receipt by the Secretary of a notice of intention to appeal.

At such meeting the appellant shall be given the opportunity of fully presenting his case either orally or in writing or partly by either of these means and the Board or those members thereof who intend to terminate his or her membership shall subsequently likewise have the opportunity of presenting its or their case.

The appeal shall be determined by the vote of the majority of the financial members present at that meeting.

Whereas any person whose membership the Board intends to terminate does not appeal against the decision within the time provided by this Constitution, or so appeals but such appeal is unsuccessful, the membership of that person shall thereupon be deemed to be terminated.

11. REGISTER OF MEMBERS

- a) The Board shall cause a Register to be kept in which will be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of admission.
b) Particulars shall also be entered of resignations, terminations and reinstatements of membership.

The Register of Members shall be kept at the Association's registered office at all times and shall be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for such inspection.

12. MANAGEMENT

- a) Board

The Board shall comprise no more than 9 persons and no less than 6 persons (inclusive of any co-opted member) all of whom must be Members.

The office bearers of the Association are:

- (a) the Chairperson; and
- (b) the Vice-Chairperson.

The positions of Chairperson and Vice-Chairperson shall be entitled to serve for an uninterrupted term of three years and shall be eligible for re-election. No less than two members of Board shall retire from office at each Annual General Meeting but shall be eligible for re-election. Any person retiring from the position of Chairperson or Vice-Chairperson shall be entitled to continue to serve out his/her elected term of office as a Board member.

Nominations for the position of Chairperson shall be taken from Association members who have held a position on the Board for a minimum of one year, within the previous three years.

The Board shall have the power to co-opt to membership of the Board two (2) persons (whom must be Members of the Association) to provide additional expertise in approved areas. Such appointees shall hold tenure until the following Annual General Meeting at which time the Board has the power to recommend any co-opted members for election to the Board pursuant to the clause below. The Board has the power to remove any co-opted member of the Board by a majority vote at a meeting of the Board, with the co-opted member's position to be terminated at the conclusion of the Board meeting at which such resolution was passed.

Subject to the power to co-opt members to the Board for the specified period pursuant to the clause above, each of the members of Board shall be elected by an Annual General Meeting of the Association and shall be entitled to serve for a term of up to three years subject to the conditions herein.

Any member of the Board may resign at any time from membership of the Board by notice in writing delivered to the Secretary but such resignation shall only take effect at the time when such notice is received by the Secretary unless some later date is specified in the notice when it shall take effect on that later date or he or she may be removed from office at a general meeting of the Association convened for that purpose.

b) Sub-Committees

The "Board" shall have the power to appoint Sub-Committees and co-opt suitable persons to serve on such Sub-Committees.

c) Secretary

The Board shall appoint an Executive Officer as Secretary of the Association. The Secretary shall be an ex-officio officer of the Board and all Sub-Committees appointed thereby with the right to speak but not to vote.

~~13. VACANCIES OF BOARD~~

The Board shall have power to appoint a financial member who may or may not then be a member of the Board to fill any casual vacancy on the Board until the next Annual General Meeting. Where a member of the Board is so appointed, the Board may fill the vacancy caused by such appointment by a financial member who is not then a member of the Board at such meeting.

14. FUNCTIONS OF THE BOARD

Except as otherwise provided by this Constitution subject to resolutions of the members of the Association carried at any annual or general meeting the Board:

- a) shall be responsible for policy and planning;
- b) shall be responsible for control and management of the Association;
- c) such other matters as may from time to time arise;
- d) shall have authority to interpret the meaning of the Constitution and any matter relating to the Association on which this Constitution is silent.

15. MEETINGS OF THE BOARD

- a) The Board shall meet not less than once in every two months to exercise its functions.
- b) A special meeting of the Board shall be convened by the Secretary on the requisition in writing of not less than four members of the Board which requisition shall clearly state the reason why such special meeting is being convened and the nature of the business to be transacted thereat.
- c) At every meeting of the Board four members of the Board shall constitute a quorum provided that one of such members shall be a member of the Board Executive.
- d) Subject as previously provided in this Rule, the Board may meet together and regulate its proceedings as it thinks fit.
Provided that questions arising at any meeting of the Board shall be decided by a majority of votes and in the case of equality of votes on any question or at any meeting of the Board the question shall be deemed to be decided in the negative.
- e) Not less than 7 days notice shall be given to members of the Board of any Board meeting and not less than 24 hours notice given for an emergency meeting of the Board.
- f) Any member of the Board who fails to attend three out of any four consecutive meetings of which no less than seven days notice shall have been given, will be liable, at the discretion of a general meeting, to have his or her position on the Board terminated.

16. ANNUAL GENERAL MEETING OR GENERAL MEETINGS

- a) Subject to this Constitution the Annual General Meeting shall be held within four months of the end of the financial year.
- b) The business to be transacted at every annual general meeting shall include:
 1. The receiving of the Board's report and the balance sheet and statement of accounts for the preceding financial year;
 2. The receiving of the auditor's report upon the books and accounts for the preceding financial year;
 3. The election of members of the Board;
 4. The appointment of an Independent auditor.
- c)
 1. At the annual general meeting ten members shall constitute a quorum.
 2. At any general and special meeting ten members shall constitute a quorum.
 3. At any special meeting for dissolution, this being the only item on the agenda, 25% of Autism Association membership shall constitute a quorum.

The Secretary shall convene a general meeting of members:

1. When directed to do so by the Board; or

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2. Upon being given a requisition in writing signed by not less than five members of the Board or not less than any twelve members and clearly stating the purpose of which the general meeting is desired; or
 3. Upon being given a notice in writing of appeal against the decision of the Board to reject an application for membership or of intention to terminate the membership of any person.
- d) The Secretary shall convene all annual and general meetings of the Association by giving not less than twenty-one days written notice of such meetings to all members.
- e) Unless otherwise provided by this Constitution, at every annual and general meeting:-
1. The Chairperson, or in his absence, the Vice-Chairperson shall be Chairman, but if at any meeting neither the Chairperson nor the Vice-Chairperson be present within fifteen minutes after the time appointed for holding the same, or if neither of them be willing to act as Chairman, the members of the Board present shall choose one of their number present to be Chairman, or if no member of the Board be present, or if all the members of the Board present decline to take the chair, the financial members present shall choose some financial member of the Association present to be Chairman.
 2. The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
 3. Every question, matter or resolution shall be decided by a majority of votes of the financial members present.
 4. Every financial member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote.
 5. Voting shall be by show of hands or a division of members, unless not less than half of the financial members present demand a ballot, in which event there shall be a secret ballot.
The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.
 6. The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting, annual meeting and general meeting to be entered in a register to be provided for that purpose such register to be kept at the Association's registered office at all times and to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for this inspection.

17. NOMINATIONS

Nominations for any position of office herein referred to may be submitted by any financial member of the Association and shall be counter-signed by a second financial member and shall be signed also by the candidate for election and shall be lodged with the Secretary at least fourteen days prior to the date of the meeting at which the election of officers is to take place. The nomination must be accompanied by details relied upon by the nominee to satisfy the skills and expertise required as set out in the notice to the Annual General Meeting. Upon receiving nominations the Secretary, at least seven days prior to the meeting at which the officers are to be elected, shall make available to all financial members the list of nominees and the officers to which such nominees seek election.

18. COMMON SEAL

The Board shall provide for the safe custody of the common seal of which the Association shall have the power to break, alter or change from time to time. The seal shall only be affixed to any instrument by the Authority of a resolution of the Board and in the presence of any two of the Chairperson, the vice-Chairperson and the secretary, who shall also sign every instrument to which the seal is so affixed.

19. BY LAWS

The Board may from time to time make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

20. ALTERATION OF CONSTITUTION

This Constitution may be amended from time to time by a resolution carried by a vote of three-fourths majority of the financial members present at a general meeting and provided that no less than twenty-one days' notice in writing of the proposed amendment has been given to all financial members of the Association.

21. FUNDS

- a) The income and property of the Association shall be applied solely to the promotion of its object and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to the members provided that remuneration may be paid in good faith to officers and servants of the Association or other persons in regard for services actually rendered to the Association.
- b) The funds of the Association shall be banked in the name of the Association in such bank as the Board from time to time direct.
- c) Proper books and accounts shall be kept and maintained showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- d) All moneys shall be banked as soon as practicable after receipt of them.
- e) Cheques drawn on any bank account operated by the Association shall be signed by any two of the account signatories authorised by the Board.
- f) Cheques in payment of accounts shall be crossed "Not Negotiable A/C Payee Only" except those in payment of cash wages, allowances or petty cash recoupments, which may be open.
- g) A list of accounts paid shall be presented at Board Meetings.
- h) As soon as practicable after the end of each financial year the Board shall cause to be prepared a statement of receipts and payments and income and expenditure and a balance sheet for the financial year just ended.
All such statements shall be examined by the Auditor who shall present his report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.

22. FINANCIAL YEAR

The financial year shall commence on the first day of July and end on the last day of June in the following calendar year.

23. DISSOLUTION

The Association may at any time, with the consent of a majority of 75% of the members present, at a general meeting called for the purpose, be dissolved.

If, upon the winding up or dissolution of the Association, any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to

or distributed among the Members of the Association but must be given or transferred to some other institution or institutions determined by the Members of the Association at or before the time of dissolution, which is incorporated under the Associations Act or undertakes charitable activities, and has similar objects to the Association and which has been endorsed by the Commissioner of Taxation as a tax exempt body and a deductible gift recipient for the purposes of any Commonwealth Taxation Act.

If, in the event of the endorsement of the organisation as a deductible gift recipient being revoked, and after satisfaction of all debts and liabilities of the Association, there are any surplus:

- a) gifts of money or property for the principal purpose of the Association;
- b) contributions from a fundraising event as described in item 7 or 8 of the table in section 30-15 of the Act; and
- c) moneys received by the Association because of such gifts or contributions, those assets must be given or transferred to some other institution or institutions determined by the Members of the Association which has been endorsed by the Commissioner of Taxation as a tax exempt body and a deductible gift recipient for the purposes of any Commonwealth Taxation Act.

24. PROXY VOTING

Voting by way of proxy will not be acceptable at any meeting of the Association.

25. DEFINITION

Where the context so permits, the male shall include the female, the singular shall include the plural and the individual shall include an unincorporated corporation or a body corporate.