

AUSTRALIAN SPEAK EASY INCORPORATED

CORPORATE AFFAIRS COMMISSION

ASSOCIATION INCORPORATION ACT, 1984

(CLAUSE 10)

RULES

PART I

PRELIMINARY

Interpretation

1. (1) In these Rules, except in so far as the context or subject-matter otherwise indicates or requires -

“Ordinary Member” means a member of the Council who is not an office-bearer of the Association, as referred to in Rule 13(2);

“Secretary” means -

(a) the person holding office under these Rules as Secretary of the Association; or

(b) where no such person holds that office - the Public Officer of the Association;

“special general meeting” means a general meeting of the Association other than an Annual General Meeting;

“the Act” means the Associations Incorporation Act, 1984;

“the Regulation” means the Associations Incorporation Regulation, 1985;

“the Association” means the Australian Speak Easy Association Inc.

“the Council” means the National Council.

“the Executive” means the Executive Committee.

“Association funds” includes all monies held by or due to the Association.

“Bank Account” means any account in which the Association’s funds are held.

“Speak Easy Group” shall consist of not less than four members (or such other number determined and approved by the National Council from time to time) who meet from time to time further the aim and objectives of the Association.

“Recognised Speech Treatment Program” shall be such a program or programs as are nominated by the National Council from time to time.

“State Branch” means one of the following six recognised State Branches of the Association, namely: NSW and ACT; Queensland; Victoria; Tasmania; SA & NT; Western Australia.

“State Branch Member” means any person who is a financial member of a State Branch.

“The 912 Section” means an internal division of the Association for members usually between the ages of 9 and 12 years.

“The 1318 Section” means an internal division of the Association for members usually between the ages of 13 and 18 years.

(2) In these Rules -

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act, 1897, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

(4) Where hereinafter used, words importing the masculine gender shall include the female gender, and words importing the singular number shall include the plural and vice versa unless the context shall otherwise require.

(5) Where any inconsistency exists between a Clause in this Constitution and a Clause in any State Branch Constitution the matter shall be resolved by the National Council and its decision shall be binding upon the particular State Branch involved.

PART II

MEMBERSHIP

Membership qualifications

2. A person is qualified to be a member of the Association if, but only if -

(a) the person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or

(b) the person is a natural person who -

(i) has been nominated for membership of the Association as provided by Rule 3; and

(ii) has been approved for membership of the Association by the Council of the Association.

Nomination for membership

3. (1) A nomination of a person for membership of the Association -

(a) shall be made by a member of the Association in writing in the form set out in Appendix 1 to these Rules; and

(b) shall be lodged with the Secretary of the Association.

(2) As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Council which shall determine whether to approve or to reject the nomination.

(3) Where the Council determines to approve a nomination for membership, the Secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these Rules by a member as entrance fee and annual subscription.

(4) The Secretary shall, on payment by the nominee of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Association.

Cessation of membership

4. A person ceases to be a member of the Association if the person -

(a) dies;

(b) resigns that membership; or

(c) is expelled from the Association.

Membership entitlements not transferable

5. A right, privilege or obligation which a person has by reason of being a member of the Association -

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon cessation of the person's membership.

Resignation of membership

6. (1) A member of the Association is not entitled to resign that membership except in accordance with this rule.

(2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice (being not less than 1 month or not less than such other period as the Council may determine) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

(3) Where a member of the Association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

Register of members

7. (1) The public officer of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.

(2) The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

Fees, subscriptions, etc

8. (1) A member of the Association shall, upon admission to membership, pay to the Association a fee of \$1.00 or, where some other amount is determined by the Council, of that other amount.

(2) In addition to any amount payable by the member under clause (1) and subject to Clause (3), a member of the Association shall pay to the Association an annual membership fee of \$7.00 or, where some other amount is determined by the Council, of that other amount -

(a) except as provided by paragraph (b), before 31st March in each calendar year; or

(b) where the member becomes a member on or after 31st March in any calendar year - upon becoming a member and before 30th September of the same calendar year.

(3) (a) The Association shall require annual affiliation fees to be paid by the State Branches with the amount of the fee to be calculated as set out in Clause 20 hereunder.

(b) For each financial State Branch, each State Branch shall pay to the Association a fixed amount, to be determined by the Council from time to time.

(c) The State Branches shall pay the Association the affiliation fees in respect of State Branch members at the end of each calendar month.

(d) A person must be a State Branch member to be eligible to become a member of the Association subject to the exception in Clause 23 hereunder.

(e) Where any person or organisation not residing within Australia wishes to become an Association member only the provisions of Clause 22 above shall not apply and the appropriate membership fee shall be determined by the National Council.

(f) The outgoing National Council shall make a recommendation to the ensuring year's affiliation rate.

Members' liabilities

9. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 8.

Disciplining of members

10. (1) Where the Council is of the opinion that a member of the Association -

(a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or

(b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

the Council may, by resolution -

(c) expel the member from the Association; or

(d) suspend the member from membership of the Association for a specified period.

(2) A resolution of the Council under clause (1) is of no effect unless the Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this Rule.

(3) Where the Council passes a resolution under clause (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member -

(a) setting out the resolution of the Council and the grounds on which it is based;

(b) stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;

(c) stating the date, place and time of that meeting; and

(d) informing the member that the member may do either or both of the following: -

(i) attend and speak at that meeting;

(ii) submit to the Council at or prior to the date of that meeting written representations relating to the resolution.

(4) At a meeting of the Council held as referred to in clause (3), the Council shall -

- (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representation submitted to the Council by the member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Council confirms a resolution under clause (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Rule 11.
- (6) A resolution confirmed by the Council under clause (4) does not take effect -
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to Rule 11 (4).

Right of appeal of disciplined member

11. (1) A member may appeal to the Association in general meeting against a resolution of the Council which is confirmed under Rule 10 (4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under clause (1), the Secretary shall notify the Council which shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (3) At a general meeting of the Association convened under clause (2) -
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Council and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III

THE COUNCIL

Powers, etc., of Council

12. The Council shall be called the National Council of the Association and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in general meeting -

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

Constitution

13. (1) Subject in the case of the first members of the Council to section 21 of the Act, from the Ordinary Members there shall be selected a National Council consisting of twelve (12) delegates with two delegates being nominated by and selected from each State Branch in accordance with Clauses 13A(1) and (2) together with one qualified Speech Pathologist eligible for membership of the Australian Association of Speech and Hearing, to be the Australian National Speech Pathology Adviser and any Life Member(s) of the Association who biennially submit(s) their nomination(s) in that regard and whose nomination is accepted by the National Council.

The office-bearers of the Association shall be -

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer; and
- (d) the Secretary.

Each member of the Council shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

(2) Once nominated by their respective State Branches the National Council members shall internally determine the allotment of the following positions and offices:

President Vice-President Treasurer Secretary Editor
Membership Secretary

If the above mentioned allotment cannot be determined by mutual agreement then the preferential voting system shall apply with each member of the Council casting one vote.

(3) Members of the Council referred to in paragraph 2 above shall hold office for a period of two years with the remaining non-office bearing Council members being subject to annual re-selection by State Branches.

(4) In the event of a casual vacancy occurring in the membership of the Council, the Council may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

Selection of National Council

13A. (1) At each biennial Annual General Meeting every State Branch shall nominate two persons to become members of the new Council with the new National Council replacing the outgoing Council which shall retire at the end of the meeting.

(2) The procedure for making nominations for the National Council shall be as follows:

(i) Each State Branch may submit two nominations except where a State Branch declines or is unable to submit a nominee in which case that State Branch shall select and allow another State Branch to submit a further nominee on its behalf.

(ii) Where a third or subsequent nominee is proposed from the one State Branch that nominee has a particular obligation to also look after the affairs and concerns of the State Branch which has allowed him to be nominated.

(iii) All nominations must be ratified by the respective State Branch Management Committees and forwarded in writing to the National Secretary no later than one month prior to the Annual General Meeting.

(iv) On receipt of any such proposal the Secretary shall advise the nominee of it and shall append to the proposal evidence of either the agreement or the refusal of the nominee to be a nominee.

(v) The President shall submit all such proposals to the Chairman conducting the Annual General Meeting.

(3) Each National Council member selected pursuant to Clause 34 and 15 herein must be:

(i) a current ordinary Member of a State Branch; and

(ii) a current or past member of a State Branch Management Committee.

(4) Any member may appoint any other person, who need not be a member, to act as his proxy in any business conducted during the Annual General Meeting. Prior to the commencement of the meeting the proxy shall submit in writing satisfactory "authorisation" to the Chairman appointed by the meeting. The member may issue to the proxy specific voting instructions; if this is done, the instructions shall be in a form that can be used as a ballot paper and shall be used as such.

(5) A vacancy on the Council occurring for whatsoever reason during the two year term of the Council shall be filled by the particular State Branch from which the retiring committee member came, renominating a substitute to serve until the next designated biennial Annual General Meeting.

The office of a member on the Council shall be vacated if:

- (a) he ceases to be a member of the Association;
- (b) he becomes unfinancial;

- (c) he submits his resignation from the Council in writing to the Secretary;

- (d) his office is declared vacant by a resolution of the Council.

- (6) The National Council may appoint a sub-committee to handle any matters requiring special consideration. At least one of the members of each sub-committee shall be a member of the National Council of the Association.

Membership

14. (1) Membership shall be open to all persons subscribing to the aim and objectives of the Association.

(2) The following categories of membership shall be established:

- (a) ORDINARY MEMBER - An Ordinary Member shall be a person who has received and/or whose membership has been approved by the Council.

- (b) ASSOCIATE MEMBER - An Associate Member shall be a person who is in sympathy with the aim and objectives of the Association, and whose membership has been approved by the Council. Associate Members may participate in all activities of the Association but shall not be entitled to be elected to the Council.

- (c) JUNIOR MEMBER - A Junior Member is an Ordinary Member who is under the age of sixteen years. Junior Members shall have the same rights and privileges as Ordinary Members except insofar as they cannot be selected as National Council Members.

- (d) LIFE MEMBER - In appreciation of meritorious service rendered to the Association, a person may be elected to Life Membership by resolution moved by any member, regional Speak Easy Group or State Branch and passed at an Annual General Meeting or National Council Meeting. Life Members shall not be liable to pay annual affiliation fees but shall enjoy the same privileges as financial Ordinary Members. Not more than one Life Member shall be elected at any Annual General Meeting or National Council Meeting.

(3) The Association shall not become affiliated or associated with any political or religious organisation body or sect. However, nothing in the foregoing shall prevent the expression of political or religious beliefs by any Member providing that the Association is not thereby endangered in any way or that the expressions of the said Member are represented to be those of the Association.

(4) PATRON. The Association may, by resolution passed at an Annual General Meeting, invite a person nominated by the Council to accept the office of Patron. The Patron shall, upon his acceptance of this position, hold office until the next Annual General Meeting, and shall then be eligible for re-nomination. The Patron shall serve in an honorary capacity, and may be invited by the Council to undertake such duties as it deems appropriate.

(5) UNFINANCIAL MEMBER. Any member whose subscription is in arrears three months or more shall be deemed to be unfinancial.

Secretary

15. (1) The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

(2) It is the duty of the Secretary to keep minutes of -

- (a) all appointments of office-bearers and members of the Council;
- (b) the names of members of the Council present at a Council meeting or a general meeting;
and
- (c) all proceedings at Council meetings and general meetings.

(3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

Treasurer

16. It is the duty of the Treasurer of the Association to ensure that -

- (a) all money due to the Association is collected and received and that all payment authorized by the Association are made;
- (b) 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.

Casual Vacancies

17. For the purpose of these Rules, a casual vacancy in the office of a member of the Council occurs if the member -

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under Rule 18;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Council from all meetings of the Council held during a period of 12 months.

Removal of member

18. (1) The Association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) Where a member of the Council to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each

member of the Association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Meetings and quorum

19. (1) The Council shall meet at least once in each period of 12 months at such place and time as the Council may determine.

(2) Additional meetings of the Council may be convened by the President or by any member of the Council.

(3) Oral or written notice of a meeting of the Council shall be given by the Secretary to each member of the Council at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Council) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any 4 members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.

(6) No business shall be transacted by the Council unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

(8) At a meeting of the Council -

(a) the President or, in the President's absence, the Vice-President shall preside; or

(b) if the President and the Vice-President are absent or unwilling to act such one of the remaining members of the Council as may be chosen by the members present at the meeting shall preside.

Delegation by Council to Sub-Council

20. (1) The Council may, by instrument in writing, delegate to one or more Sub-Councils (consisting of such member or members of the Association as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:-

(a) this power of delegation; and

(b) a function which is a duty imposed on the Council by the Act or by any other law.

(2) A function the exercise of which has been delegated to a Sub-Council under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Council in accordance with the terms of the delegation.

(3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Notwithstanding any delegation under this Rule, the Council may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a Sub-Council acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Council.

(6) The Council may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

(7) A Sub-Council may meet and adjourn as it thinks proper.

Voting and decisions

21. (1) Questions arising at a meeting of the Council or of any Sub-Council appointed by the Council shall be determined by a majority of the votes of members of the Council or Sub-Council present at the meeting.

(2) Each member present at a meeting of the Council or of any Sub-Council appointed by the Council (excluding the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a casting vote.

(3) Subject to Rule 19 (5), the Council may act notwithstanding any vacancy on the Council.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a Sub-Council appointed by the Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or Sub-Council.

PART IV

GENERAL MEETINGS

Annual General Meetings - holding of

22. (1) With the exception of the first Annual General Meeting of the Association, the Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.

(2) The Association shall hold its first Annual General Meeting -

(a) within the period of 18 months after its incorporation under the Act; and

(b) within the period of 2 months after the expiration of the first financial year of the Association.

(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26 (3) of the Act.

Annual General Meetings - calling of and business at

23. (1) The Annual General Meeting of the Association shall, subject to the Act and to Rule 22, be convened on such date and at such place and time as the Council thinks fit.

(2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be -

(a) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that Meeting;

(b) to receive from the Council reports upon the activities of the Association during the last preceding financial year;

(c) to elect Office-Bearers of the Association and Ordinary Members of the Council; and

(d) to receive and consider the statement which is required to be submitted to members pursuant to section 26 (6) of the Act.

(3) An Annual General Meeting shall be specified as such in the notice convening it.

Special General Meetings - calling of

24. (1) The Council may, whenever it thinks fit, convene a Special General Meeting of the Association.

(2) The Council shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a Special General Meeting of the Association.

(3) A requisition of members for a Special General Meeting -

(a) shall state the purpose or purposes of the meeting;

(b) shall be signed by the members making the requisition;

(c) shall be lodged with the Secretary; and

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the Council fails to convene a Special General Meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

(5) A Special General Meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Council and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

Notice

25. (1) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in Clause (1) specifying, in addition to the matter required under Clause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 23 (2).

(4) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

Procedure

26. (1) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

(2) Three State branches or their delegates present in person or by proxy (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

(3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the representatives present shall constitute a quorum.

Presiding member

27. (1) The President or, in the President's absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Association.

(2) If the President and the Vice-President are absent from a General Meeting or unwilling to act, the members present shall elect one of their number to preside as Chairperson at the meeting.

Adjournment

28. (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in Clauses (1) and (2), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

Making of decisions

29. (1) A question arising at a General Meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a General Meeting of the Association, a poll may be demanded by the Chairperson or by not less than 3 members present in person or by proxy at the meeting.

(3) Where the poll is demanded at a General Meeting, the poll shall be taken -

(a) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or

(b) in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs;

and, the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

Special resolution

30. A resolution of the Association is a special resolution if -

(a) it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a General Meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or

(b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

Voting

31. (1) Upon any question arising at a General Meeting of the Association a member has one vote only.

(2) All votes shall be given personally or by proxy but no member may hold more than one proxy.

(3) In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a casting vote.

(4) A member or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

Appointment of proxies

32. (1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy shall be in the form set out in Appendix 2 to these Rules.

PART V

MISCELLANEOUS

Insurance

33. (1) The Association shall effect and maintain insurance pursuant to section 44 of the Act.

(2) In addition to the insurance required under Clause (1), the Association may effect and maintain other insurance.

Funds - source

34. (1) The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the Council determines.

(2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

(3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

Funds - management

35. (1) Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Council determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Council or employees of the Association, being members or employees authorised to do so by the Council.

Alteration of objects and Rules

36. The statement of objects and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

Common Seal

37. (1) The common seal of the Association shall be kept in the custody of the Public Officer.

(2) The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Council or of one (1) member of the Council and of the Public Officer or Secretary.

Custody of books, etc

38. Except as otherwise provided by these Rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

Inspection of books, etc

39. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

Service of notices

40. (1) For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.

(2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

Surplus property

41. (1) At the First General Meeting of the Association, the Association shall pass a special resolution nominating an incorporated Association as the Association in which is to vest its surplus property pursuant to Section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.

(2) The incorporated Association so nominated shall be one which fulfils the requirements specified in Section 53(2)(a)-(c) of the Act.

41A. No member of Committee or Council or officer of the Committee or Council or any other person of the Association shall have any power or authority either specific or implied to pledge the credit or any one or more of the members of the Association or to incur any liability of any description on their behalf and it is upon the faith of this provision that all members of the Association whether present or future shall be deemed to have joined the Association and to have submitted to this Constitution.

41B. No member or Committee or Council or officer of the Committee or Council or any other person of the Association shall have any power or authority either specific or implied to pledge the credit of the Association or to incur any liability of any description on its behalf unless they are so authorised from time to time by the Management Committee.

41C. If a State Branch or any of its members wilfully act in contravention of the National Constitution or are guilty, in the opinion of the National Council of conduct grossly detrimental to the welfare, aim or objectives of the Australian Association then the Association may withdraw recognition of the offending State Branch and its respective member(s) and may take such other steps as may be deemed necessary.

PART VI

ADDITIONAL RULES APPLICABLE TO CHARITIES

Application of Part

42. This Part applies where the Association is registered under or is exempted from registration by or under the Charitable Collections Act, 1934.

Payment etc. of office bearers and members

43. A member of the Council shall not be appointed to any salaried office of the Association or any office of the Association 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 Council except -

- (a) repayment of out-of-pocket expenses;
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and
- (c) reasonable and proper rent for premises let to the Association.

Vacation of office

44. Without limiting the operation of Rule 17, the office of a member of the Council shall become vacant if -

- (a) the member holds an office of profit in the Association; or
- (b) the member is directly or indirectly interested in any contract or proposed contract with the Association.

Surplus property

45. (1) At the first general meeting of the Association, the Association shall, notwithstanding Rule 41, pass a special resolution nominating a charity registered under the Charitable Collections Act, 1934, or exempted from registration by or under that Act, in which is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.

AIMS AND OBJECTIVES

The aim of the Association shall be to aid stutterers before and after attendance at a recognised speech treatment programme with example, moral support and maintenance of fluent speech.

The objectives of the Association shall be:

- (a) to relieve the distress, misfortune, suffering and helplessness of stutterers;
- (b) to encourage and assist each State Branch to uphold the aim and objectives of the Association and this Constitution;
- (c) to promote the Association to people who have attended a recognised speech treatment programme;
- (d) to promote publicly the ideals, aim and objectives of the Association;
- (e) to publish a quarterly national magazine and/or newsletter;
- (f) to encourage and assist tape exchanges between Association members;
- (g) to encourage, assist and promote inter-Group and inter-State visiting including debates and social activities;
- (h) to implement such other objectives as the National Council and Association members may determine from time to time;
- (i) to encourage and assist the growth and development of any internal or junior divisions of the Association;
- (j) to provide a co-ordinating role for any activities or proposals requested by State Branches.