

CONSTITUTION
of the
AUSTRALIAN *SPEAK EASY*
ASSOCIATION INC.
(NSW/ACT BRANCH)

An Association
supporting People Who Stutter and
Parents of Children Who Stutter

Founded in New South Wales
22 February 1980

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The Constitution of the Australian Speak Easy Association Inc. (NSW/ACT) Branch has been amended by resolutions passed at General Meetings held on the dates listed below. Such amendments have been included in this printing of the Constitution.

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| Inaugural General Meeting | 22 February 1980 |
| Extraordinary General Meeting | 17 July 1980 |
| Annual General Meeting | 16 February 1982 |
| Extraordinary General Meeting | 9 May 1985 |
| Annual General Meeting | 18 February 1986 |
| Annual General Meeting | 24 February 1988 |
| Annual General Meeting | 25 February 1992 |
| Annual General Meeting | 23 February 1993 |
| Extraordinary General Meeting | 12 August 2000 |
| Annual General Meeting | 27 January 2004 |
| Extraordinary General Meeting | 11 August 2007 |

PART I - NAME

Clause 1

- (a) This Association shall be called “The Australian Speak Easy Association Inc (NSW/ACT Branch)” hereinafter called “the Association”

PART II - INTERPRETATION

Clause 2

In this Constitution, unless inconsistent with the context or subject matter:

“the Association” means the Australian *Speak Easy Association* (ACT Branch)

“PWS” means *people who stutter*,

“the Committee” means the Management Committee,

“the Executive” means the Executive Committee, and

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

In the event of any conflict or inconsistencies between this Constitution and that of the Australian Speak Easy Association, the Constitution of the Australian Speak Easy Association shall take precedence.

Clause 3

In all the following, 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 requires otherwise.

PART III - AIMS

Clause 4

The aims of the Association shall be:

- (a) To aid PWS before and after attendance at a speech treatment program by example, moral support, and maintenance of fluent speech.
- (b) To support parents of children who stutter.
- (c) To contribute to community understanding of the nature of stuttering and its impact on PWS.

PART IV - OBJECTIVES

Clause 5

The objectives of the Association shall be:

- (a)
 - i. To help minimize the impact of the communication disorder for PWS.

- ii To empower PWS to achieve self-acceptance and satisfaction in careers and personal relationships.
 - iii To provide information on treatment and research to PWS and the general community.
 - iv To make available small groups, and other opportunities to practice fluency techniques in a supportive environment.
 - v To promote the Association to PWS and their families.
 - vi To publish a regular magazine and/or newsletter.
 - vii To offer guidelines for ASEA Group meetings.
 - viii To encourage and promote inter-group visiting, including debates and social activities.
- (b)
- i To provide information, including treatment information, to parents of children who stutter.
 - ii To maintain a library of resources for PWS and parents of children who stutter.
- (c)
- i To promote the Association within the community.
 - ii To man an Information Line providing information about stuttering treatment to the community.
 - iii To support a national web site providing information about the Association, stuttering and treatments available.
- (d)
- i To implement such other objectives as the Committee and Association members may determine from time to time.

PART V - STRUCTURE

Clause 6

The Association shall consist of Honorary Members, Ordinary Members, Youth Members, Family Members, and Associate Members, as provided in Clause 9. The Association may have a Patron.

Clause 7

From the Honorary, Ordinary, Associate, and Family members (aged 16 or over), there shall be elected a Committee made up of a President, Vice-President, a Secretary, and a Treasurer (who shall be called the "Executive Committee") together with several other members. These other members will act in any or all of the following capacities: Editor, Membership Secretary, Librarian, Maintenance Coordinator, Community Education Officer, Minutes Secretary, Debating and Oratory Coordinator, Group Liaison Officer and Youth Coordinator.

The retiring President (if not re-elected as President) shall have the title of Immediate Past President. If not otherwise elected to the Committee, he shall nevertheless be a member of that Committee in an “advisory” capacity only, having no formal voting rights at any Committee meeting.

The tenure of the Immediate Past President shall be equivalent to that of the President by whom he is replaced.

Clause 8

All members of the Committee shall serve in an honorary capacity.

PART VI - MEMBERSHIP

Clause 9

Membership shall be open to all persons subscribing to the aims and objectives of the Association.

(a) MEMBERSHIP:

The following categories of membership shall be established.

ORDINARY MEMBER

An Ordinary Member shall be a person who stutters, and who is sixteen (16) years of age or over, and whose membership has been approved by the Committee. Each Ordinary Member shall be liable to pay an annual subscription as set out in Part VII in order to maintain his membership.

YOUTH MEMBER

A Youth Member shall be a person who stutters and who is less than sixteen (16) years of age, and whose membership has been approved by the Committee. Each Youth Member shall be liable to pay an annual subscription as set out in Part VII in order to maintain his membership.

Youth Members may participate in all activities of the Association but shall not be entitled to vote at any General Meeting nor to be elected to the Committee.

ASSOCIATE MEMBER

An Associate Member shall be a person who is in sympathy with the aims and objectives of the Association, and whose membership has been approved by the Committee. Each Associate Member shall be liable to pay an annual subscription as set out in Part VII in order to maintain his membership.

Associate Members may participate in all activities of the Association, are entitled to vote at any General Meeting and may be elected to the Committee.

HONORARY MEMBER

In appreciation of meritorious service rendered to the Association, a person may be elected to Honorary Membership by resolution moved by any member or regional ASEA Group and passed

at an Annual General Meeting. Honorary Members shall not be liable to pay annual subscriptions but shall enjoy the same voting rights and privileges as financial Ordinary Members.

Not more than one Honorary Member shall be elected at any Annual General Meeting.

FAMILY MEMBER

A Family Membership shall consist of more than one person living in the same household consisting of any or all of the following member types, Ordinary, Associate, or Youth.

Each Family membership shall be liable to pay an annual subscription as set out in Part VII in order to maintain the membership. Persons 16 years of age and over who are part of a family membership are entitled to the same rights and privileges as Ordinary Members. Persons under 16 have the same rights and privileges as Youth Members.

(b) PATRON

The Association may, by resolution passed at an Annual General Meeting, invite a person, or persons, nominated by the Committee 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 Committee to undertake such duties as it deems appropriate.

(c) UNFINANCIAL MEMBER

Any member whose subscription is in arrears three months or more shall be deemed to be unfinancial and shall lose the right to vote. A member who is twelve months in arrears shall be deprived of membership and shall be eligible for reinstatement only upon payment of the current year's subscription and any other monies owing to the Association by him, or as determined by the Committee.

PART VII - SUBSCRIPTIONS

Clause 10

The subscriptions shall be payable in advance for the year ending 31st December, or for a period as determined by the Committee, and notwithstanding anything in this Constitution, the fees shall be subject to review at each Annual General Meeting.

Clause 11

The outgoing Committee shall make a recommendation to the Association as to the ensuing year's subscription rate.

PART VIII - MEETINGS

Clause 12

The Secretary shall issue to members, at least seven (7) days before the date fixed for the meeting, notices of all Ordinary and Extraordinary General Meetings setting out the time and place of such meetings and their agenda.

Clause 13

Every member and every visitor attending any general meeting shall sign the attendance book as a record of his attendance at that meeting.

Clause 14

Management Committee Meetings

The Committee shall meet as often as is necessary to carry out its duties at a place and time decided by it. The Committee may invite other members or interested people to attend its meeting, at its discretion.

Clause 15

Ordinary General Meetings

An Ordinary General Meeting shall be held at a time and place previously published in the official magazine of this Association. Members may bring visitors to Ordinary General Meetings, provided that such visitors have not been expelled from or refused membership of the Association.

Clause 16

Extraordinary General Meetings.

An Extraordinary General Meeting shall be convened by the Committee if it considers such a meeting necessary or if it is requested in writing to do so by not less than ten financial members of the Association. No business other than that stated in the Agenda shall be transacted at an Extraordinary General Meeting.

Clause 17

Annual General Meeting

An Annual General Meeting shall be held within two months after the end of the previous financial year. At least thirty (30) days notice prior to the fixed date of the meeting shall be given to members.

PART IX - QUORUM

Clause 18

No resolutions shall be voted upon at any meeting unless a quorum is present within thirty (30) minutes of the time appointed for the meeting. The quorum shall be:

- (a) for a Committee Meeting - five (5) Committee members,
- (b) for an Ordinary General Meeting - seven (7) financial members as at the date of the meeting, and

- (c) for an Extraordinary or Annual General Meeting – ten (10) financial members as at the date of the meeting.

Clause 19

If there is no quorum present, an Ordinary General Meeting shall lapse. An Extraordinary General or Annual General Meeting shall be re-convened within six weeks.

Clause 20

If there is no quorum at a postponed meeting, the financial members present shall be empowered to transact the business set down for that meeting.

PART X - ELECTION OF COMMITTEES

Clause 21

At each Annual General Meeting, a Committee made up as in this Constitution shall be elected to replace the outgoing Committee, which shall retire at the meeting but the members of which shall be eligible for re-election. The incoming Committee shall serve until the next Annual General Meeting, except as otherwise provided herein.

Clause 22

The procedure for making nominations for the Committee shall be as follows:

- (a) Nominations may be proposed and seconded by any two members of the Association during the period of six weeks immediately preceding the meeting. The nomination shall be submitted in writing to the Association's President. It shall name the office in respect of which the proposal is made and shall be signed by the members making it.
- (b) On receipt of any such proposal, the President 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 candidate.
- (c) The President shall submit all such proposals to the Chairman conducting the elections at the Annual General Meeting.
- (d) Nominations may be proposed orally by any member to the Chairman conducting the elections at the Annual General Meeting. All oral proposals shall be seconded by a member before they are accepted.
- (e) The Chairman conducting the elections shall accept as nominations for candidature only those proposals that have the agreement of their respective nominees.

Clause 24

The names of all the duly proposed and accepted candidates and the positions for which they are nominated shall be announced by the Chairman before the ballot takes place.

Clause 25

Any member may appoint any other person, who need not be a member, to act as his proxy in any business conducted during the elections at the Annual General Meeting. The proxy shall submit his written authority to vote to the Chairman prior to the commencement of the elections. The member's instructions to the proxy shall be in a form that can be used as a ballot paper and shall be used as such.

Election by secret ballot shall be conducted consecutively for all positions, where two or more candidates exist. The voter shall write, on the ballot slip provided, the name of the candidate for whom he/she is voting.

Where only one candidate is nominated, if he receives a seconder and accepts the nomination, that person may be elected, by a show of hands.

To conduct the ballot, the meeting shall appoint two returning officers and the Chairman shall announce the name of the member elected to the position in question when the count is completed.

Clause 26

A vacancy on the Committee occurring for whatsoever reason during the year shall be filled by a Committee vote with respect to the nominated person. If the vacancy occurs within two months of the date of the next Annual General Meeting, it shall not be filled until that meeting.

The office of a member on the Committee 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 Committee in writing to the Secretary, or
- (d) he absents himself from three consecutive Committee and/or General Meetings without leave of absence and his office is declared vacant by resolution of the Committee.

Clause 27

A General Meeting of the members or a meeting of the Committee may appoint a sub-committee to handle any matter requiring special consideration. At least one of the members of the sub-committee shall be a member of the Committee of the Association.

Clause 28

The Committee shall elect two (2) National Delegates to serve as representatives to the National Council. They shall have tenure of two years. This election shall occur in the year of the biannual Convention. At least one of the Delegates shall be a current Committee member. Both National Delegates shall agree to represent the views and policies of the Committee at National Council meetings.

PART XI - DUTIES AND POWERS OF THE MANAGEMENT COMMITTEE

Clause 29

The Committee shall arrange the main items of business for Ordinary General Meetings, receive and deal with correspondence and applications for membership, receive and pass accounts for payment, subject to the provision of Clause 38, and generally carry out the duties usually performed by the Committee of similar Associations.

Clause 30

The Committee shall have the authority to approve or reject applications for membership.

Clause 31

The Committee shall be empowered to grant any of its members leave of absence for reasons of illness, urgent private business or circumstances beyond the member's control.

Clause 33

The Committee shall implement resolutions passed by the Association and may decide to do anything deemed necessary by it to achieve the objects stated or implied by a resolution. Such action by the Committee or any of its authorised members shall be binding on the Association.

Clause 34

The Committee shall be the final authority for the interpretation of the Constitution of the Association. During the period between the retirement of the outgoing committee and the completion of the elections of the incoming committee at each Annual General Meeting, the final interpretation of the Constitution of the Association shall be decided by majority vote of the members present and represented by proxy.

Clause 35

The President shall take the chair at meetings of the Association or the Committee. However, this function may be shared by others at the discretion of the Executive. The Chairman shall see that minutes are taken at all meetings. The President has oversight of the projects undertaken by the Committee in pursuit of the Association's Objectives.

Clause 36

The Vice-President shall act as deputy for the President when necessary and assist the President in the coordination of special projects.

Clause 37

The Secretary shall manage the Association's general business within the limits imposed by this Constitution. He shall issue notices convening meetings in accordance with Clauses 12 and 17. He shall deal promptly with correspondence of a routine or minor nature and generally do such other work as is usually performed by the Secretary of similar Associations or societies.

Clause 38

The Treasurer shall keep the Association's financial books, which shall close as of December

31st annually.

At each Committee meeting he shall submit a statement of the financial position of the Association as at the end of the previous month.

At the Annual General Meeting he shall present an audited financial report consisting of a Statement of Income and Expenditure for the previous financial year and a Balance Sheet of assets and liabilities as of the close of that year.

He shall give properly endorsed receipts from a page numbered receipt book for all monies received and shall deposit such monies to the credit of the Association's bank account as soon as possible after receipt. He shall be empowered to pay accounts not exceeding three hundred dollars (\$300.00) without reference to the Committee, but shall obtain the authority of the Committee before paying accounts of more than this sum, such authority shall be recorded in the minutes of the relevant committee meeting.

However, in exceptional circumstances, a majority of the Executive Committee will be able to approve expenditure above this sum. This approval must be recorded in the minutes of the next available Committee meeting.

He shall control the issue of salable items such as badges, etc.

Clause 39

The Editor shall be responsible for publication and issue of the official newsletter of the Association and shall publish in the said official newsletter all dates of General Meetings and gatherings of the Association.

Clause 40

The Minutes Secretary shall help the Secretary wherever possible and shall be responsible for the taking of minutes.

Clause 41

The Community Education Officer shall be responsible for publicizing the aims and objectives of the Association both in the media and otherwise, but shall make no media release purporting to be on behalf of the Association unless authorised by the Committee to do so.

Clause 42

The Group Liaison Officer shall be responsible for liaising with all ASEA Groups and disseminating information to groups, assisting with meeting structure and monitoring the requirements of individuals and groups.

Clause 43

The Maintenance Coordinator shall be responsible for the coordination and organisation of maintenance days. The Maintenance Coordinator will also work in conjunction with the Group Liaison Officer.

Clause 44

The Librarian shall be responsible for the safe keeping of the Association's library and the provision of normal library services as well as improving the library collection as appropriate.

Clause 45

The Membership Secretary shall monitor the Association's growth and encourage the retention and recruitment of members. He will issue membership application and renewal forms as appropriate and maintain a listing of current members.

Clause 46

The Debating and Oratory Coordinator shall organise and coordinate the Association's competitive internal public speaking activities.

Clause 47

The Youth Coordinator shall organise and coordinate the Youth activities, and monitor and respond to people who access the Association's Youthsspeak Web site.

PART XII - FINANCE AND AUDIT

Clause 48

The Association's funds shall be used exclusively for the furtherance of the Association's aims and objectives.

Clause 49

The Association's funds shall be kept in the name of the Association with the bank account chosen by the Committee.

Clause 50

Cheques drawn on the Association's bank account shall be signed co-jointly by the Treasurer and any one of the following: President, Vice-President or Secretary.

Clause 51

An Auditor shall be appointed for the Association at each Annual General Meeting for the ensuing year. His duties shall be to provide an independent report as to the truth and fairness of the accounts and reports kept by the Treasurer during that year.

Should such an officer not be selected at an Annual General Meeting, he may be appointed at any subsequent General Meeting to hold office until the following Annual General Meeting, at which he will present his report attached to the Treasurer's report, and it shall be read aloud by the Chairman to the meeting. This officer shall then retire from office but is eligible for reelection.

PART XIII - RESOLUTIONS AND VOTING

Clause 52

People holding membership as Ordinary, Associate, Honorary or Family Members may vote at a meeting of the Association. People holding any of these four categories of membership may be elected to an office of the Association, provided they are 16 years of age or over.

Clause 53

Every motion shall be properly moved and seconded.

Clause 54

The Chairman may rule any motion out of order but shall state his reason for rejecting it. The Chairman's ruling may be dissented from if a motion to that effect is carried, in which case the rejected motion shall stand and be open for discussion.

Clause 55

The intention to conduct a vote on an issue that is a major one and affects all members shall be published in the official newsletter of the Association in the quarter prior to the General Meeting at which the vote is to be taken. Postal votes of financial members and proxy votes regarding the proposed issue shall be accepted.

Clause 56

Voting, except for the election of officers, shall be by voices or a show of hands unless a motion is passed to hold a ballot on the issue in question.

Clause 57

Decisions shall be made by a simple majority vote with the exception of the following provisions. The Chairman (providing he is a financial member) may have a deliberative (ordinary) vote. If there is an equality on votes for and against a motion, the President may exercise a casting vote which shall decide the issue.

PART XIV - AMENDMENTS TO THE CONSTITUTION

Clause 58

No addition or alteration to the provisions of this Constitution shall be made unless it is proposed by at least two financial members and the proposal forwarded in writing to the Secretary, who shall then promptly give the members due notice of the motion at least one clear month prior to the Annual General Meeting or Extraordinary General Meeting at which the motion is to be considered.

In order to be carried, such a motion shall require a majority of two thirds of the total votes cast by financial members present at the meeting or represented by proxy or postal votes.

It is further provided that the Minister of the Crown for the time being administering the Charitable Fundraising Act 1991 as amended, shall be notified of the amendment as required by this Act and such amendment will be effective as from the date of the Annual General Meeting or Extraordinary General Meeting at which the motion for the amendment was considered.

PART XV - LEGAL LIABILITY

Clause 59

No member of the Committee or officer of the Committee or any other person of the Association shall have any power or authority, either specific or implied, to pledge the credit of any one or more of the members of the Association or to incur any liability of any description on their behalf, or on behalf of the Association, unless they are so authorised in writing from time to time by the Committee.

PART XVI- DISSOLUTION OF THE ASSOCIATION

Clause 60

The Association shall be dissolved by the Committee (or the remnants of it) if an Extraordinary Meeting convened for the purpose of discussing a dissolution shall decide by vote to dissolve it. This vote shall be conducted in accordance with Clause 56. In order to be carried, such a motion shall require a majority of two-thirds of the total votes cast by financial members present at the meeting, or represented by proxy or postal vote.

Clause 61

- (a) Upon the dissolution of the Association, its assets shall be realized and the debts and liabilities satisfied. Any remaining assets shall be donated to such exempted charity or charities agreed upon by the Committee or by the meeting at which the dissolution was carried and which are public benevolent institutions under item 4.1.1. of the table in section 30-45 of the Income Tax Assessment Act 1997.
- (b) If the gift fund is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to such charity agreed upon by the committee and that is a public benevolent institution under item 4.1.1. of the table in section 30-45 of The Income Tax Assessment Act 1997.

PART XVII - GENERAL

Clause 62

On changing his residence, every member shall notify the Association's Secretary of his new address and telephone number.

Clause 63

A member wishing to resign can do so by signifying his intention in writing to the Secretary. A person who resigns shall not be entitled to any refund of any part of his subscription.

Clause 64

- (a) A member who has willfully acted in contravention of the Constitution of the Association or who, in the opinion of the Executive Committee is guilty of conduct grossly detrimental to the welfare of the Association may be summoned to the

appropriate Committee meeting to show cause why he should not be dealt with according to this clause.

- (b) At such meeting the appropriate Committee may expel the member or may suspend him for such a time as it decides. A member so dealt with may, within one (1) month, lodge a notice of appeal with the Secretary. Notice of this appeal will be given in writing to the members, and the appeal will be heard and adjudged at the next Ordinary General Meeting.

Clause 65

The income and property of the Association, however derived, shall be applied solely towards the promotion of the objectives of the Association. No portion of the income or property shall be paid or otherwise transferred directly or indirectly by way of dividend, bonus or any other way, as profit to the members of the Association. This does not prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association. It does not prevent payment of reasonable and proper rent for premises let by any member of the Association provided that no member of the Committee shall be appointed to any salaried office of the Association or any office of the Association paid by fees.

Clause 66

Every person accepting membership of the Association shall by such acceptance, agree to abide by this Constitution and all additions and amendments thereto. Each member shall be supplied with a copy of the Constitution on request.