

# CONSTITUTION

## Learning Difficulties Coalition of New South Wales Incorporated

### 1. Name & definition

- 1.1 The name of the association is Learning Difficulties Coalition of New South Wales Incorporated (referred to in these rules as “the Association”).
- 1.2 In construing this Constitution, Attention Deficit Hyperactivity Disorder (referred to in these rules as AD/HD) and Learning Difficulties or Disabilities (referred to in these rules as LD) refer to the definition of disability clause within the New South Wales Disability Discrimination Act (1992):
  - 1.2.1 a disorder or impairment that results in the person learning differently from a person without the disorder or impairment or
  - 1.2.2 a disorder, syndrome or condition that affects a person’s function,.

### 2. Objects

The objects of the Association are:

- 2.1 To provide education, support, advocacy and dissemination of information to the needs of families, with AD/HD and/or LD, and those who care for, work with and teach them
  - 2.2.1 To promote sharing of information between families, health professionals, educators, government and the community.
- 2.2 To increase community awareness and understanding of the true nature and invasive extent of AD/HD and/or LD on adults, children and their families
- 2.3 To foster and maintain links with other kindred organisations, government bodies and associations.
- 2.4 To further the relationship with relevant government bodies to influence policy development and practice relating to ADHD and Learning Difficulties.
- 2.5 To support evidence based practice
- 2.6 To raise funds as the committee decides fit for the carrying out of the objects of the Association.
- 2.7 To do all such other things, as may be incidental to these objects including all such social activities as are compatible with the foregoing

### 3. Non-profit association

- 3.1 The Association's income and assets must be used to further its objects and must not be distributed to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- 3.2 In the event that the Association is to be wound up or its incorporation otherwise ended, the amount that remains after the payment of all debts and liabilities (including the expenses of

winding up) shall be transferred to another organisation with similar purposes and which has rules which prohibit the distribution of its assets and income to its members.

#### **4. Membership**

- 4.1 Membership of the Association is open to any person or organisation that accepts the objects and rules of the Association.
- 4.2 A person or organisation desiring membership of the Association shall make an application to the committee in a form determined by the committee together with the prescribed subscription.
- 4.3 Upon receipt of the application and subscription monies as aforesaid, the applicant shall be admitted as a member of the Association and shall so remain for the duration of the membership year unless expressly rejected by the committee.
- 4.4 When an application for membership is accepted, the person's name is entered on the register of members. The person then becomes a member of the Association.
- 4.5 A person's membership will cease in the following circumstances:
  - 4.5.1 receipt by the secretary of a notice of resignation signed by the member,
  - 4.5.2 failure to pay the membership fee within 6 months of the due date, or
  - 4.5.3 the termination of membership in accordance with these rules.

#### **5. Classes of membership**

##### Individual members

- 5.1 Each individual member has the right to participate in general meetings, to exercise one vote on every matter raised for consideration and be eligible for election to the committee.

##### Organisational members

- 5.2 Organisational membership includes such incorporated and unincorporated bodies as are approved by the committee from time to time.
- 5.3 Each Organisational member has the following rights:
  - 5.3.1 to nominate a delegate to represent it,
  - 5.3.2 to have its delegate participate in general meetings and to exercise one vote on every matter raised for consideration, and
  - 5.3.3 to have its delegate eligible for election to the committee.
- 5.4 Each Organisational member is responsible for any statement, action taken, or, decision made on its behalf by its delegate.
- 5.5 Each Organisational member must provide the committee with the name and address of its delegate. This notice is to be in writing and signed by the member's public officer, secretary or equivalent.
- 5.6 A member may at any time change its delegate by notification in writing served on the secretary of the Association. The member must also advise the delegate concerned of the change.

5.7 A delegate who is also an Individual, Life or Honorary member shall be entitled to exercise all the rights of that membership in addition to all rights attaching to his/her position as a delegate.

#### Life members

5.8 The committee may grant Life membership to any person or organisation who has rendered invaluable service to the Association. Life members shall have the same rights as individual members but shall not be required to pay any membership fees.

#### Honorary members

5.9 The committee may grant Honorary membership to any person or organisation that has an interest in the Association's aims and objects. Honorary members shall have no right to vote at meetings of the Association and are not eligible for election to the committee.

### **6. Membership fees**

6.1 Each member of the Association must pay to the Association an annual membership fee determined by the committee.

6.2 The committee may determine a higher or lower fee for members who are organisational members, unemployed or otherwise disadvantaged.

6.3 The annual membership fee is due on 31st May in each calendar year.

6.4 In the case of a newly admitted member the pro rata membership fee is payable upon becoming a member and will cover membership until the next 31st May.

### **7. Members' liability**

7.1 The members of the Association have no liability to contribute towards the payment of debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association.

7.2 As between members of the Association, the liability of any member is limited to the amount of insurance for which the member is actually indemnified by any policy of insurance held by the Association.

### **8. Expulsion of members**

8.1 If the committee is of the opinion that the interests of the Association so require, it may by notice in writing invite any member to resign from the Association within a time specified in the notice. In the member does not resign within the period specified the committee shall submit the question of the expulsion of the member to a general meeting.

8.2 Prior to such meeting, the committee must give the person concerned,

8.2.1 reasonable notice of the matters alleged; and

8.2.2 a fair opportunity to answer the allegations either verbally or in writing.

8.3 If at least three quarters of the members present at the meeting vote for the member's expulsion, the member shall thereupon cease to be a member of the Association.

## **9. Resolution of internal disputes**

- 9.1 In the event of a dispute arising between members (in their capacity as members), or between a member and the Association, or between a member and the committee, the following procedure will apply.
- 9.2 Each party to the dispute must nominate a representative who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation.
- 9.3 Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute must be referred to a person mutually agreed upon for mediation.
- 9.4 In the event that no person can be agreed upon to mediate the dispute it must be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act* 1983.

## **10. Management by committee**

- 10.1 The Association's affairs are to be controlled and managed by the office bearers and other members known as the committee. The committee must act in accordance with any resolution passed by a general meeting of the Association.
- 10.2 The office bearers are the President, Vice President, Secretary and Treasurer. There may be up to nine (9) other members of the committee. (Total committee =13 members)
- 10.3 The office bearers and other members of the committee are to be elected at each Annual General Meeting. Nominations of candidates for election as office bearers or other committee members must be made at the Annual General Meeting. Any casual vacancy occurring in the committee may be filled by an eligible person appointed by the committee.
- 10.4 Each member of the committee will hold office from the date of their election or appointment until the next Annual General Meeting.
- 10.5 Retiring committee members are eligible for re-election.
- 10.6 A member of the committee will cease to hold office upon:
- 10.6.1 resignation in writing given to the committee;
  - 10.6.2 becoming bankrupt;
  - 10.6.3 cessation of membership of the Association (or ceasing to be the delegate of an organisational member); or
  - 10.6.4 absence from three consecutive meetings of the committee
- 10.7 No member of the committee can be appointed to any salaried office of the Association or any office of the Association paid by fees, and no holder of such an office can be appointed to the committee.
- 10.8 No remuneration or other benefit in money or money's worth may be paid or given by the Association to any member of the committee except for:

10.8.1 the payment of out-of-pocket expenses incurred by the committee member in the performance of a duty as a committee member;

10.8.2 payment in return for goods or services supplied to the Association in the ordinary course of business; and

any such payment can only be made if it has been approved by a resolution of the committee.

## **11. Committee meetings**

11.1 The committee must meet as often as necessary to conduct the business of the Association and not less than four (4) times each year.

11.2 The quorum for meetings of the committee five (5) committee members of which at least one must be an office bearer.

11.3 Notice of committee meetings must be given at the previous committee meeting or by such other means as the committee may decide upon.

11.4 The committee may transact any of its business

11.4.1 by the circulation of papers among all the members of the committee, and a resolution in writing by a majority of those members is to be taken to be a decision of the committee;

11.4.2 at a meeting at which members (or some members) participate by telephone, closed-circuit television or other means, but only if any member who speaks on a matter before the meeting, can be heard by the other members

11.5 A resolution approved under the above clause is to be recorded in the minutes of the meetings of the committee.

11.6 The committee may function validly provided its membership is not reduced below the quorum. Should committee numbers fall below the quorum, the remaining committee members may act only to appoint new committee members.

11.7 Questions arising at any meeting of the committee are to be decided by a simple majority. In case of an equality of votes the motion shall be declared lost.

11.8 If within half an hour of the time appointed for a committee meeting a quorum is not present the meeting lapses.

11.9 Additional meetings of the committee may be convened by the President or any two members of the committee.

11.10 The committee may, by resolution, delegate to a member of the committee or a sub-committee of a committee member and other persons, the exercise of such of the committee's powers (other than this power of delegation) as are specified in the resolution. The Association or the committee may by resolution revoke wholly or in part any such delegation.

11.11 A delegation under the above clause may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstances. Notwithstanding a delegation under the above clause, the committee may continue to exercise all or any of the powers delegated.

## **12. General meetings**

- 12.1 An Annual General Meeting of the Association must be held each year within six months from the end of the financial year of the Association.
- 12.2 In the case of the Annual General Meeting the following business must be transacted:
- 12.2.1 confirmation of the minutes of the last Annual General Meeting and any recent general meeting;
  - 12.2.2 receipt and consideration of a statement from the committee which is not misleading and gives a true and fair view for the last financial year of the Association's income and expenditure, assets and liabilities, mortgages, charges and other securities, and trust properties;
  - 12.2.3 nomination and election of office bearers and other members of the committee;
  - 12.2.4 receipt and consideration of the report of the President and any sub-committees;
  - 12.2.5 appointment of the Auditor (if required).
- 12.3 The committee may, whenever it thinks fit, convene a general meeting of the Association. A general meeting must be convened by the committee within one month of receiving a written request to do so from not less than ten (10) members or at least 10% of the financial members, whichever is the lesser, stating the purposes for which the meeting is being called.
- 12.4 At least 14 days' notice of all general meetings and notices of motion must be given to members. This notice must include details of the time, date and place of the meeting, together with details of the proposed business of the meeting. No business, other than that specified in the notice, may be transacted at the meeting. In the case of general meetings where a special resolution is to be proposed, notice must be given to members at least 21 days before the meeting.
- 12.5 A member who has an item of business for consideration at a general meeting may give written notice of the business to the secretary. The secretary must include that business in the next notice calling a general meeting.
- 12.6 The quorum for a general meeting is six (6) members present in person.
- 12.7 If a quorum is not present within half an hour after the appointed time for the commencement of a general meeting, then the meeting, if convened upon the requisition of members, is to be dissolved. In any other case, the meeting is to be adjourned to a date, time and place determined by the person chairing the meeting. Where the meeting is adjourned for 14 days or more, the secretary must 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.
- 12.8 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 members present (being not less than 3) will constitute a quorum.
- 12.9 Written notice of all general meetings must be given to members either personally, by post, facsimile or email to the member at the address shown in the register of members.

## **13. Voting**

- 13.1 Voting at general meetings is by a show of hands unless a secret ballot is demanded. Decisions are made by a simple majority vote except for those matters which must be decided by special resolution, where a three quarter majority is required.
- 13.2 On a show of hands, every eligible financial member who is present in person (this includes by their delegate) has one vote.
- 13.3 On a ballot every eligible financial member who is present in person (this includes by their delegate) or by proxy has one vote.
- 13.4 If there is an equality of votes, whether on a show of hands or on a ballot, the motion shall be deemed as lost.
- 13.5 If a ballot is not demanded, a declaration by the chairperson that a resolution has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 13.6 If a ballot is demanded, it is to be taken in the manner determined by the chairperson. The demand for a ballot may be withdrawn.
- 13.7 A document appointing a proxy may be in the common or usual form and only a financial member may be appointed as a proxy. If the document appointing a proxy specifies the manner in which the proxy is to vote, the proxy must vote in the manner specified. The document appointing a proxy must be given to the secretary at least 72 hours before the time for holding the meeting or adjourned meeting.

#### **14. Duties of office bearers**

##### President

- 14.1 The President shall have the following duties:
  - 14.1.1 to preside at all meetings of the Association and the committee;
  - 14.1.2 to represent the Association on all occasions requiring official representation and to be the Association's spokesperson on all matters relating to the activities, business and objects of the Association;
  - 14.1.3 to present to members at the Annual General Meeting a report in writing in respect of the activities and business of the Association during the preceding year;
  - 14.1.4 to be ex-officio member of all sub-committees which may be appointed; and
  - 14.1.5 where necessary for the performance of his/her duties, to delegate, with the approval of the committee, any, but not all, of his/her duties to any member of the committee.

##### Vice President

- 14.2 The Vice President shall assist the President in the discharge of his/her duties and in the absence of the President shall act in his/her place. When so acting the Vice President shall carry out the duties and may exercise all the powers of the President.

##### Secretary

- 14.3 The Secretary shall have the following duties:
  - 14.3.1 to attend and take minutes of the proceedings of all meetings of the Association and of the committee and to properly enter such minutes in a book kept for that purpose, circulate

- copies of such minutes to members of the committee and, in consultation with the President, prepare an agenda for such meetings;
- 14.3.2 to issue all such notices of meetings of the Association and the committee and such other notices as he/she may be directed to issue by the committee;
  - 14.3.3 to keep in safe keeping a copy of the constitution (as amended from time to time) and bring a copy to each committee meeting;
  - 14.3.4 to present to the committee all relevant correspondence directed to the Association which may be received by him/her and to prepare and sign all outward correspondence as he/she may be directed by the committee.
  - 14.3.5 keep and maintain a register of members in which shall be entered the full name, address, telephone number, email address, date of admission and class of every member and, where the member is an organisational member, the full name of each delegate. Such information shall be available for inspection by members. Records of membership shall be retained for no less than three (3) financial years.
  - 14.3.6 to perform such other duties as the committee may prescribe from time to time; and
  - 14.3.7 where necessary for the performance of his/her duties to delegate, with the approval of the committee, any, but not all, of his/her duties to any other member of the committee or office staff.

#### Treasurer

14.4 The Treasurer shall have the following duties:

- 14.4.1 to collect and receive all monies on behalf of the Association and to give receipts when required for the same and to deposit all such monies in banking accounts in the name of the Association at a bank approved by the committee;
- 14.4.2 to maintain to the satisfaction of the committee a proper system of accounting for all monies received and disbursed on behalf of the Association and of all properties, assets and liabilities of the Association;
- 14.4.3 to make payments of all accounts in accordance with the practice prescribed from time to time by the committee;
- 14.4.4 to prepare periodic financial statements and to present the same to the committee;
- 14.4.5 to keep all vouchers for all monies expended by the Association and all records and vouchers in respect of monies received by the Association;
- 14.4.6 to perform such other duties as the committee may prescribe from time to time; and
- 14.4.7 where necessary for the performance of his/her duties to delegate, with the approval of the committee, any, but not all, of his/her duties to any other member of the committee.
- 14.4.8 Secure storage and maintenance of employee records including payment of wages

#### **15. Register of committee members**

15.1 The Association must keep a register of members of the committee which:

- 15.1.1 contains the name and residential address of each committee member;
- 15.1.2 contains the date on which each became a member of the committee; and
- 15.1.3 is updated within one month of any change taking place.

The register must be kept at the residential address of the public officer and be available for inspection by any person, free of charge, at all reasonable hours.

#### **16. Special resolutions**

16.1 A special resolution must be passed in the following manner:

- 16.1.1 a notice must be given to all members advising that a general meeting is to be held to consider a special resolution;
  - 16.1.2 the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
  - 16.1.3 a quorum must be present at the meeting; and
  - 16.1.4 at least three-quarters of those present must vote in favour of the resolution.
- 16.2 In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Fair Trading for permission to pass the resolution in some other way.
- 17. Public officer**
- 17.1 The committee must ensure that a person is appointed as public officer.
- 17.2 The committee may at any time remove the public officer and appoint a new public officer provided the person appointed is at least 18 years of age and a resident of New South Wales.
- 17.3 The public officer is deemed to have vacated office in the following circumstances:
- 17.3.1 death;
  - 17.3.2 resignation;
  - 17.3.3 removal by the committee or at a general meeting;
  - 17.3.4 bankruptcy or financial insolvency;
  - 17.3.5 mental illness or incapacity; or
  - 17.3.6 residency outside New South Wales.
- 17.4 When a vacancy occurs in the position of public officer the committee must, within 14 days, notify the Department of Fair Trading by the prescribed form and appoint a new public officer.
- 17.5 The public officer is required to notify the Department of Fair Trading by the prescribed form of the following matters:
- 17.5.1 appointment (within 14 days);
  - 17.5.2 a change of residential address (within 14 days);
  - 17.5.3 a change in the Association's objects or rules (within one month);
  - 17.5.4 the Association's financial affairs (within one month after the Annual General Meeting);
  - 17.5.5 a change in the Association's name (within one month).
- 17.6 The public officer may be an office bearer, committee member, or any other person regarded as suitable for the position by the committee.
- 18. Auditor**
- 18.1 The association must appoint an auditor at a general meeting of the Association.
- 18.2 An auditor appointed under the above clause will hold office until death, or removal, or resignation from office.
- 18.3 If vacancy occurs in the office of the auditor during the course of the year, the committee shall appoint another Auditor within one month of the vacancy occurring and the Auditor so appointed shall hold the position until the next succeeding Annual General meeting.

- 81.4 The auditor may be removed from office by a special resolution at a meeting of the Association provided notice of the intention to move the resolution has been given to the auditor and all members not less than 21 days before the meeting at which the resolution is moved. A new auditor must be appointed at the same meeting where an auditor is removed.
- 18.5 The Association must not appoint as auditor a person who has not consented in writing to the appointment.
- 18.6 A person is not qualified to be appointed auditor of the Association if the person:
- 18.6.1 is not a qualified accountant;
  - 18.6.2 is a member or an employee of the Association; or
  - 18.6.3 is related to, or closely associated with, a member or an employee of the Association.
- 18.7 The treasurer must enable the auditor to have access to all books, accounts, and documents of the Association, and to be furnished with such information and explanation by the treasurer or any other officers as may be necessary for the performance of the duties of the auditor.
- 18.8 The auditor is entitled to attend any general meeting of the Association and to receive on request all notices and other communications relating to any general meeting which a member is entitled to receive. The auditor is also entitled to be heard at any meeting on any part of the business of the meeting of concern to the auditor.
- 18.9 The auditor shall audit the accounts of the association not less than fourteen (14) days before the Annual General Meeting.

## **19. Declaration of interest**

- 19.1 A committee member who is directly or indirectly interested in a contract or proposed contract with the Association must, as soon as practicable after the relevant facts have come to that person's attention, declare the nature of the interest at a meeting of the committee.
- 19.2 A committee member who occupies a position, or owns property, which may lead to a conflict with his or her duties or interests as a committee member, must declare the fact and the nature of the conflict at a meeting of the committee.
- 19.3 A member of the committee who has a conflict of interests shall absent him/herself from the committee's deliberations in relation to the contract or arrangement in which he/she is interested. The Secretary of the Association must record every declaration made under the above two clauses in the minutes of the meeting at which it was made and in a register of pecuniary interests.
- 19.4 A decision by the committee in relation to:
- 19.4.1 the appointment of any member of a committee member's immediate family to a position in the Association that involves material benefits, remuneration or other conditions of service, or remuneration of a person who belongs to a committee member's immediate family, or
  - 19.4.2 any proposal for the supply of goods or services by the committee member, or
  - 19.4.3 any proposal for the supply of goods or services by a person who belongs to a committee member's immediate family

is of no effect unless it has been ratified at a general meeting of the Association.

**20. Miscellaneous**

- 20.1 Service of documents on the Association is effected by serving them on the public officer or by serving them personally on two members of the committee.
- 20.2 Notices sent by post will be deemed to have been received two business days after the date of posting.
- 20.3 The Association must effect and maintain insurance as is required under the *Associations Incorporation Act* together with any other insurance which may be required by law or regarded as necessary by the Association.
- 20.4 The common seal of the Association must be kept in the custody of the secretary and may only be affixed to a document with the approval of the committee. The stamping of the common seal must be witnessed by the signatures of two members of the committee.
- 20.5 The funds of the Association may be derived from donations, grants and other sources approved by the committee.
- 20.6 The financial year of the Association will commence on 1 July and end on 30 June in the following year.