

Constitution

of

**Australasian Tuberosus
Sclerosis Society Inc.**

Part 1 – Preliminary

1. Definitions

(1) NAME:

The name of the organisation shall be known as Australasian Tuberous Sclerosis Society Incorporated, herein after called the ATSS.

ABN 20 681 174 734
Incorporation No. Y 07116-42
Registered Charity CC25313

The ATSS is a Not for Profit organisation and is exempt from GST.

In these rules:

TSC means Tuberous Sclerosis Complex.

Ordinary Member means a financial member of the ATSS.

Committee Member means a financial member who has been elected at the ATSS AGM.

Special general meeting means a general meeting of the ATSS other than an Annual General Meeting.

The Act means the *Associations Incorporation Act 2009*

The Regulation means the Associations Incorporation Regulation 2009.

(2) The provisions of the *Interpretation Act 1987* 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.

Part 2 – Membership

2. Membership qualifications

Membership is open to all persons affected by TSC, their families, friends and any interested professional who has been approved for membership by the Committee of the ATSS.

3. Application for membership

After completion of the ATSS Membership Form, approval from the ATSS Committee and payment of annual subscription fee as determined by the ATSS Committee, the applicant's contact details will be recorded on the Membership Database.

4. Cessation of membership

A person ceases to be a member of the ATSS if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) does not renew annual membership fee, or
- (d) is expelled from the ATSS.

5. Resignation of membership

A member of the ATSS can resign membership by contacting the ATSS Committee in writing.

6. Register of members

- (a) The ATSS must establish and maintain a register of members specifying the name and address of each person who is a member of the ATSS together with the date on which the person became a member.
- (b) The Membership Database must be kept and maintained by the Membership Secretary.

7. Annual Membership Fee

- (1) A member of the ATSS must pay on application for membership an amount that is determined by the ATSS Committee.
- (2) Annual Membership Fee is for a financial year from 1 July to 30 June.

8. Members Liabilities

The liability of a member of the ATSS to contribute towards the payment of the debts and liabilities of the ATSS or the costs, charges and expenses of the winding up of the ATSS is limited to the amount, if any, unpaid by the member in respect of the membership of the ATSS as required by Rule 7.

9. Resolution of internal disputes

- (a) Disputes between members (in their capacity as members) of the ATSS, and disputes between members and the ATSS, are to be referred to a Community Justice Centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (b) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

10. Disciplining of members

- (1) A complaint may be made to the ATSS Committee by any person that a member of the ATSS:
 - (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 ATSS.
- (2) On receiving such a complaint, the ATSS Committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the ATSS Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The ATSS Committee may, by resolution, expel the member from the ATSS or suspend the member from membership of the ATSS if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the ATSS Committee expels or suspends a member, the delegated Committee Member must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the ATSS Committee for having taken that action and of the member's right of appeal under Rule 11 Right of Appeal of Disciplined Member.

- (5) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the ATSS confirms the resolution under Rule 11 Right of Appeal of Disciplined Member, whichever is the latter.

11. Right of appeal of disciplined member

- (1) A member may appeal to the ATSS in general meeting against a resolution of the ATSS Committee under Rule 10 Disciplining of Members, within 7 days after notice of the resolution is served on the member, by lodging with the delegated Committee Member a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the delegated Committee Member must notify the ATSS Committee which is to convene a general meeting of the ATSS to be held within 28 days after the date on which the delegated Committee Member received the notice.
- (4) At a general meeting of the ATSS convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the ATSS Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If the general meeting of the ATSS passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 – The ATSS Committee

12. Powers of the ATSS Committee

The ATSS Committee is to be called the ATSS Committee and, subject to the Act, the Regulation and these rules and to any resolution passed by the ATSS Committee in a general meeting:

- (a) is to control and manage the affairs of the ATSS, and

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

13. Constitution and membership

- (1) Subject in the case of the first members of the ATSS Committee under Rule 14 Election of Members, the ATSS Committee is to consist of:
 - (a) the office-bearers of the ATSS, and
 - (b) up to 10 ordinary members, each of whom is to be elected at the Annual General Meeting of the ATSS under rule 14 Election of Members.
- (2) The office-bearers of the ATSS are to be:
 - (a) the President
 - (b) the Vice-President
 - (c) the Treasurer,
 - (d) the Minutes Secretary and
 - (e) the Membership Secretary.
- (3) Each member of the ATSS Committee is, subject to these rules, to hold office until the conclusion of the Annual General Meeting following the date of the Committee Member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the ATSS Committee, the ATSS Committee may appoint a member of the ATSS to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the next Annual General Meeting following the date of the appointment.

14. Election of members

- (1) Nominations of candidates for election as office-bearers of the ATSS or as ordinary members of the ATSS Committee:
 - (a) must be made prior to the Annual General Meeting must be made in writing, signed by two members of the ATSS and accompanied by the written consent of the candidate, and
- (2) If insufficient nominations are received to fill all vacancies on the ATSS Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.

- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (5) The ballot for the election of office-bearers and ordinary members of the ATSS Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the ATSS Committee may direct.
- (6) A member cannot be nominated for an executive position - President, Vice President, Membership Secretary, Minutes Secretary or Treasurer unless they have been a member for three (3) years.

15. Minutes Secretary

- (1) The Minutes Secretary of the ATSS must, as soon as practicable after being appointed as Minutes Secretary, lodge notice with the ATSS of his or her address.
- (2) It is the duty of the Minutes Secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the ATSS Committee
 - (b) the names of members of the ATSS Committee present at a ATSS Committee meeting or a General Meeting, and
 - (c) all proceedings at ATSS Committee meetings and General Meetings.
- (3) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the chairperson of the following meeting.

16. Treasurer

It is the duty of the Treasurer of the ATSS to ensure:

- (a) that all money due to the ATSS is collected and received and that all payments authorised by the ATSS are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the ATSS, including full details of all receipts and expenditure connected with the activities of the ATSS.

17. Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the ATSS Committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the ATSS, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the Minutes Secretary, or
- (e) is removed from office under Rule 19 Removal of Member, or
- (f) upon resolution being passed by two-thirds majority of a general meeting to remove them from office, or
- (g) is absent without the consent of the ATSS Committee from all meetings of the ATSS Committee held during a period of 6 months, or
- (h) if he or she holds any office of profit under the ATSS, or
- (i) if he or she is directly or indirectly interested in any contract or proposed contract with the ATSS.

18. Regional Co-ordinators

Regional co-ordinators will be appointed by the incoming ATSS Committee each year upon the recommendation of the Annual General Meeting and the consent of those appointed.

19. Removal of member

- (1) The ATSS in general meeting may by resolution remove any member of the ATSS Committee from the office of Committee Member before the expiration of the Committee 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) If a member of the ATSS Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Minutes Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the ATSS, the Minutes Secretary or the President may send a copy of the representations to each member of the ATSS or, if the representations 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.

20. Meetings and quorum

- (1) The ATSS Committee must meet at least three times in each period of 12 months at such place and time as the ATSS Committee may determine.
- (2) Additional meetings of the ATSS Committee may be convened by the President or by any member of the ATSS Committee.
- (3) Oral or written notice of a meeting of the ATSS Committee must be given by the Minutes Secretary to each member of the ATSS Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the ATSS Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.
- (5) Any four members of the ATSS Committee constitute a quorum for the transaction of the business of a meeting of the ATSS Committee.
- (6) No business is to be transacted by the ATSS Committee 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 is to stand adjourned to the same time and place within 7 days.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the ATSS Committee:
 - (a) the President or, in the President's absence, the Vice-President is to preside, or
 - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the ATSS Committee as may be chosen by the members present at the meeting is to preside.

21. Delegation by ATSS Committee to Sub-Committee

- (1) The ATSS Committee may in writing delegate to one or more sub-committees (consisting of such member or members of the ATSS as the ATSS Committee thinks fit) the exercise of such of the functions of the ATSS Committee as are specified, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the ATSS Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee 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, or as to time or circumstances, as may be specified.
- (4) Despite any delegation under this rule, the ATSS Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee 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 ATSS Committee.
- (6) The ATSS Committee may in writing revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

22. Voting and decisions

- (1) Questions arising at a meeting of the ATSS Committee or of any sub-committee appointed by the ATSS Committee are to be determined by a majority of the votes of members of the ATSS Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the ATSS Committee or of any sub-committee appointed by the ATSS Committee (including 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 second or casting vote.
- (3) Subject to rule 20 (5) Meetings and Quorums, the ATSS Committee may act despite any vacancy on the ATSS Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the ATSS Committee or by a sub-committee appointed by the

ATSS Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the ATSS Committee or sub-committee.

Part 4 – General meeting

23. Annual General Meetings – holding of

- (1) The ATSS must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the ATSS, convene an Annual General Meeting of its members.
- (2) Clause (1) effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

24. Annual General Meetings – calling of and business at

- (1) The Annual General Meeting of the ATSS is, subject to the Act and to Rule 23 Annual General Meeting – holding of, to be convened on such date and at such place and time as the ATSS Committee 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 is to include the following:
 - (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 ATSS Committee reports on the activities of the ATSS during the last preceding financial year,
 - (c) to elect office-bearers of the ATSS and ordinary members of the ATSS Committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An Annual General Meeting must be specified as such in the notice convening it.
- (4) An auditor shall be appointed at the Annual General Meeting and comply with the new tier 2 legislation.

25. Special general meetings – calling of

- (1) The ATSS Committee may, whenever it thinks fit, convene a special general meeting of the ATSS.
- (2) The ATSS Committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the ATSS.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the President, 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 ATSS Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the President, 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) must be convened as nearly as is practicable in the same manner as general meetings are convened by the ATSS Committee

26. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the ATSS, the Minutes Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the ATSS, the Minutes Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member 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 is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Rule 24 (2).

- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Minutes Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27. Procedure

- (1) No item of business is to 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) Five members present in person (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:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to 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 members present (being at least three) is to constitute a quorum.

28. Presiding member

- (1) The President or, in the President's absence, the Vice-President, is to preside as Chairperson at each general meeting of the ATSS.
- (2) If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29. Adjournment

- (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 is to be

transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a general meeting is adjourned for 14 days or more, the Minutes Secretary must give written or oral notice of the adjourned meeting to each member of the ATSS 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 given.

30. Making of decisions

- (1) A question arising at a general meeting of the ATSS is to 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 minutes book of the ATSS, 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 ATSS, a poll may be demanded by the Chairperson or by at least three members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must 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 is taken to be the resolution of the meeting on that matter.

31. Special resolution

A resolution of the ATSS is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the ATSS as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 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 Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

32. Voting

- (1) On any question arising at a general meeting of the ATSS a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than five proxies.
- (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 second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the ATSS unless all money due and payable by the member or proxy to the ATSS has been paid.

33. Appointment of Proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the Minutes 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 is to be in the form set out in Appendix 1 to these rules.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I,
(Full Name)

of
(address)

Being a member of
(name of incorporated association)

Hereby appoint
(Full name of proxy)

Of
(address)

Being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the ATSS (Annual General Meeting or special general meeting, as the case may be) to be held on the Day of The month and Year at any adjournment of that meeting.

- My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details),
- To be inserted if desired,

.....
(signature of member appointing proxy) (date)

NOTE: A proxy vote may not be given to a person who is not a member of the ATSS.

Part 5 – Miscellaneous

34. Insurance

The ATSS may effect and maintain insurance.

35. Funds – source

- (1) The funds of the ATSS are to be derived from annual subscriptions of members, donations and other sources as the ATSS Committee determines.
- (2) All money received by ATSS must be deposited as soon as practicable and without deduction to the credit of the ATSS's bank account.
- (3) The ATSS must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) All accounts should be presented and passed at an ATSS Committee meeting and be entered in the minutes.

36. Funds – Management

- (1) The funds of the ATSS are to be used in pursuance of the objects of the ATSS in such manner as the ATSS Committee determines.
- (2) All cheques, and banking transactions must be signed by the President and the Treasurer.

37. Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the ATSS at an Annual General Meeting or special general meeting.

39. Custody of books.

Except as otherwise provided by these rules, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the ATSS in accordance with New South Wales State Government Legislation.

40. Inspection of Books

The records, books and other documents of the ATSS must be open to inspection, free of charge, by a member of the ATSS.

41. Service of Notices

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by post to the address of the person, or
 - (c) by sending it by facsimile transmission or email to an address specified by the person or serving the notice.
- (2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date of which it is received by the addressee, and
 - (b) in the case of a notice sent by post, on the date when it would be delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or email, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a latter date, on that date.

42. Dissolutions

- (a) The ATSS shall be dissolved in the event of less 3 persons being member, or on a vote or 3/4th majority of members present at a special general meeting convened to consider such a resolution.
- (b) Upon the resolution being passed in accordance with paragraph (a) of this rule all assets and funds on hand after payment of all expenses and liabilities is donated to Sydney Children's Hospital Foundation TSC Account for the specific purposes of TSC facilities or research.