

Constitution

of

**Tuberous Sclerosis
Australia Inc.**

Updated 7 September 2020

Part 1 – Preliminary

1. Definitions

(1) NAME:

The name of the organisation shall be known as Tuberous Sclerosis Australia Incorporated, herein after called TSA.

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

TSA is a Not for Profit organisation.

In these rules:

TSC means Tuberous Sclerosis Complex.

A Lived Experience of TSC means an individual has been diagnosed with TSC or is a family member or friend of an individual diagnosed with TSC.

Ordinary Member means a financial member of TSA.

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

Special general meeting means a general meeting of TSA 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.

2. Objects

TSA is established to be a charity whose purpose is to advance health by:

- (1) Providing access to current information and resources on Tuberous Sclerosis Complex;
- (2) Helping families living with TSC build relationships and support networks;
- (3) Actively encouraging best practice management and care for TSC affected people in Australia.

Part 2 – Membership

3. 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 TSA.

4. Application for membership

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

5. Cessation of membership

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

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

6. Resignation of membership

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

7. Register of members

The TSA must establish and maintain a register of members specifying the name and address of each person who is a member of the TSA together with the date on which the person became a member.

8. Annual Membership Fee

- (1) A person applying for membership of the TSA must pay a fee on application
- (2) The fee is for a financial year from 1 July to 30 June.
- (3) The fee amount, if any, is determined by the TSA Committee.

9. Members Liabilities

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

10. Resolution of internal disputes

- (a) Disputes between members (in their capacity as members) of the TSA, and disputes between members and the TSA, 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.

11. Disciplining of members

- (1) A complaint may be made to the TSA Committee by any person that is a member of the TSA:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the TSA.
- (2) On receiving such a complaint, the TSA 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 TSA 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 TSA Committee may, by resolution, expel the member from the TSA or suspend the member from membership of the TSA 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 TSA 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 TSA Committee for having taken that action and of the member's right of appeal under Rule 12 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 TSA confirms the resolution under Rule 12 Right of Appeal of Disciplined Member, whichever is the latter.

12. Right of appeal of disciplined member

- (1) A member may appeal to the TSA in general meeting against a resolution of the TSA Committee under Rule 11 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 TSA Committee which is to convene a general meeting of the TSA 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 TSA convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the TSA 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 TSA passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 – The TSA Committee

13. Powers of the TSA Committee

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

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

14. Constitution and membership

- (1) Subject in the case of the first members of the TSA Committee under Rule 15 Election of Members, the TSA Committee is to consist of:
 - (a) the office-bearers of TSA, and
 - (b) up to 10 ordinary members, each of whom is to be elected at the Annual General Meeting of TSA under Rule 15 Election of Members.
- (2) The office-bearers of TSA are to be:
 - (a) the President
 - (b) the Vice-President
 - (c) the Treasurer, and
 - (d) the Secretary.
- (3) At least half of the members of the TSA Committee must have a lived experience of TSC. Either the President and/or the Vice-President should have a lived experience of TSC. However, it is not a requirement that both do.
- (4) Each member of the TSA Committee may, subject to these rules, hold office for a term of up to three years, following the date of the Committee Member's election. Committee Members are eligible for re-election, up to a period of 10 years in total. A Committee Member that meets specific eligibility criteria may have their term extended beyond 10 years, for a further period of up to three years. (The eligibility criteria are set out in the TSA Governance Policy). Election and re-election occur at the Annual General Meeting.
- (5) In the event of a casual vacancy occurring in the membership of the TSA Committee, the TSA Committee may appoint a member of TSA 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.

15. Election of members

- (1) Nominations of candidates for election as office-bearers of TSA or as ordinary members of the TSA Committee:
 - (a) Must be made prior to the Annual General Meeting must be made in writing, signed by two members of TSA and accompanied by the written consent of the candidate, and
- (2) If insufficient nominations are received to fill all vacancies on the TSA 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 TSA Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the TSA Committee may direct.
- (6) A member cannot be nominated to the position of President unless they have been a member of TSA for one (1) year.

16. Secretary

- (1) The Secretary of TSA must, as soon as practicable after being appointed as Secretary, lodge notice with TSA 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 TSA Committee
 - (b) the names of members of the TSA Committee present at a TSA Committee meeting or a General Meeting, and
 - (c) all proceedings at TSA Committee meetings and General Meetings.
- (3) Minutes of proceedings at a meeting are approved at the following meeting and put on file.

17. Treasurer

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

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

18. Casual vacancies

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

- (a) dies, or
- (b) ceases to be a member of the TSA, 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 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 TSA Committee from all meetings of the TSA Committee held during a period of 6 months, or
- (h) if he or she holds any office of profit under TSA, or
- (i) if he or she is directly or indirectly interested in any contract or proposed contract with the TSA.

19. Removal of member

- (1) The TSA in general meeting may by resolution remove any member of the TSA 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 TSA Committee 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 representation be notified to the members of the TSA, the Secretary or the President may send a copy of the representations to each member of the TSA 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 TSA Committee must meet at least three times in each period of 12 months at such place and time as the TSA Committee may determine.
- (2) Additional meetings of the TSA Committee may be convened by the President or by any member of the TSA Committee.
- (3) Oral or written notice of a meeting of the TSA Committee must be given by the Secretary to each member of the TSA Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the TSA 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 TSA Committee constitute a quorum for the transaction of the business of a meeting of the TSA Committee.
- (6) No business is to be transacted by the TSA 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 take place within 14 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 TSA 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 TSA Committee as may be chosen by the members present at the meeting is to preside.

21. Delegation by TSA Committee to Sub-Committee

- (1) The TSA Committee may in writing delegate to one or more sub-committees (consisting of such member or members of the TSA as the TSA Committee thinks fit) the exercise of such of the functions of the TSA Committee as are specified, other than:
 - (a) This power of delegation, and
 - (b) A function which is a duty imposed on the TSA 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 TSA 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 TSA Committee.
- (6) The TSA 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 TSA Committee or of any subcommittee appointed by the TSA Committee are to be determined by a majority of the votes of members of the TSA Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the TSA Committee or of any subcommittee appointed by the TSA 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 TSA Committee may act despite any vacancy on the TSA Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the TSA Committee or by a sub-committee appointed by the TSA Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the TSA Committee or sub-committee.

Part 4 – General meeting

23. Annual General Meetings – holding of

- (1) TSA must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of TSA, convene an Annual General Meeting of its members.
- (2) Clause (1) effect subject to any extension or permission granted by the Commissioner under section 37(2)(b) of the Act.

24. Annual General Meetings – calling of and business at

- (1) The Annual General Meeting of TSA 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 TSA 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 TSA Committee reports on the activities of TSA during the last preceding financial year,
 - (c) to elect office-bearers of TSA and ordinary members of the TSA Committee,
 - (d) to receive and consider the financial statements which are required to be submitted to members under Section 48 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
- (5) Regional Contacts will also be appointed, upon recommendation of the Annual General Meeting, and the consent of those appointed.

25. Special general meetings – calling of

- (1) The TSA Committee may, whenever it thinks fit, convene a special general meeting of TSA.
- (2) The TSA Committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of TSA.
- (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 TSA 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 TSA 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 TSA, the 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 TSA, the 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 (3).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the 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 or by digital means (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 take place within 14 days.
- (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 TSA.
- (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 Secretary must give written or oral notice of the adjourned meeting to each member of TSA 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 TSA 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 TSA, 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 TSA, 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 TSA is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of TSA 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 TSA 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 TSA unless all money due and payable by the member or proxy to TSA 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 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.

Part 5 – Miscellaneous

34. Insurance

TSA may effect and maintain insurance.

35. Funds – source

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

36. Funds – Management

- (1) The funds of TSA are to be used in pursuance of the objects of TSA in such manner as the TSA Committee determines.
- (2) The TSA Committee will ensure that a policy governing the management of funds is written, adhered to and regularly reviewed.
- (3) All financial transactions must be authorised by at least two individuals, be they staff members or members of the TSA Committee.
- (4) General transactions will be limited to a maximum amount as determined by the TSA Committee. Any transaction greater than the maximum amount must be authorised by the TSA Committee.

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 TSA at an Annual General Meeting or special general meeting.

38. 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 TSA in accordance with New South Wales State Government Legislation.

39. Inspection of Books

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

40. 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.

41. Dissolutions

- (a) TSA 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.

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 TSA (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 TSA.