

FRAGILE X ASSOCIATION OF AUSTRALIA
INCORPORATED

CONSTITUTION

In accordance with the
Associations Incorporation Act 2009 NSW

Amended by the Annual General Meeting of the Association

21st August 2010

Further amended by the Annual General Meeting of the Association

7th September 2013

BRUCE DONALD AM
LAWYER

82 ELIZABETH STREET

SYDNEY NSW 2000

THE ASSOCIATION:

1. The name of the Body hereby constituted is "Fragile X Association of Australia Incorporated".

DEFINITIONS:

2. In this Constitution:

"Association" means the Fragile X Association of Australia Incorporated.

"Board" means the Board of the Fragile X Association of Australia Incorporated.

"Director-General" means the Director-General of the Department of Services, Technology and Administration or the successor to that office for the purposes of the Act.

"Fragile X Syndrome" means a genetic condition related to the mutation of the FMR1 gene on the X chromosome, including full mutation and pre-mutation, causing associated conditions.

"person with Fragile X Syndrome" means a person having any condition associated with Fragile X Syndrome, including full mutation, pre-mutation, Fragile X-associated premature ovarian insufficiency (FXPOI) and Fragile X-associated tremor/ataxia syndrome (FXTAS).

"Member" means a Member of the Association who has been admitted to membership in accordance with this Constitution.

"Life Member" means a member who has been admitted to life membership under Clause 8 of this Constitution.

"the Act" means the *Associations Incorporation Act 2009 NSW*.

"the Regulation" means the *Associations Incorporation Regulation 2010 NSW*.

Wordings importing the singular or plural numbers or the masculine or feminine genders shall be read as importing the singular or plural numbers of the

feminine, masculine or neuter genders as the case may require.

OBJECTS OF THE ASSOCIATION:

3. The objects of the Association are:
 - (a) To establish and manage or provide a multi-disciplinary clinic or clinics to directly aid, care, treat, develop or otherwise relieve the sickness, suffering or distress of persons with Fragile X Syndrome through any or all of the following services:
 - (i) medical and pharmaceutical treatment;
 - (ii) diagnosis and assessment;
 - (iii) counselling;
 - (iv) speech and language therapy;
 - (v) occupational therapy and physiotherapy, assertive technology support and vocational support; and
 - (vi) case management.
 - (b) To otherwise promote the detection, relief, treatment and prevention of Fragile X Syndrome through any other means including;
 - (i) supporting intervention and other programs in relation to Fragile X Syndrome;
 - (ii) supporting research into Fragile X Syndrome;
 - (iii) promoting awareness of and education in relation to Fragile X Syndrome by the holding of lectures, meetings, classes, conferences and seminars; and
 - (iv) advising and lobbying government and other agencies.

POWERS OF THE ASSOCIATION:

4. The Association:-
 - (a) has the legal capacity and powers of an individual both in and outside New South Wales as provided by section 19(1) of the Act.
 - (b) may exercise its legal capacity and powers for the purpose of achieving the Objects of the Association.

MEMBERSHIP:

5. Membership.

The members of the Association shall consist of Members and Life Members.

6. Members

The Board may admit as a Member any person over 18 years of age whom it considers has a concern or involvement with Fragile X Syndrome including as:

- (i) a person with Fragile X Syndrome,
- (ii) a parent, guardian, carer or relative of a person with Fragile X Syndrome,
- (iii) a medical practitioner or other professional person whose practice involves Fragile X Syndrome
- (iv) a scientist, geneticist, researcher, social worker or counselor whose work is involved with Fragile X Syndrome
- (v) a person with a demonstrated commitment to advancing the objects of the Association.

7. Life Members

The Annual General Meeting of the Association, upon the recommendation of the Board, may admit any person who is qualified to be a Member to be a Life Member in recognition of meritorious service to the Association. Life Members shall not be obliged to pay any fee but shall be eligible to vote at General Meetings of the Association and shall be eligible to be a member of the Board.

8. Admission of Members

- (a) Application for membership shall be made in writing, signed by the applicant, and shall be in such form and contain such requirements as the Board from time to time prescribes.
- (b) As soon as practicable after the receipt of an application for membership it shall be considered by the Board which shall determine the admission or rejection of the applicant.

9. Register of Members

- (a) The public officer of the Association must establish and maintain a register of Members of the Association specifying the name, residential address and

address for notices of each person who is a Member of the Association together with the date on which the person became a Member.

- (b) The register of Members must be kept in New South Wales at the main premises of the Association.
- (c) The register of Members must be available for inspection, free of charge, by any Member of the Association on a reasonable basis.
- (d) A Member of the Association may obtain a copy of any part of the register on payment of a reasonable fee determined by the Board.
- (e) If a Member requests that any information contained on the register about the Member (other than the Member's name and address for notices) not be available for inspection, that information must not be made available for inspection.
- (f) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

10. Member's Rights at General Meetings

- (a) Only those persons who are paid up Members or Life Members at the relevant time shall be entitled to speak and vote upon any motion at any General Meeting of the Association.
- (b) A Member may require the Secretary to include any item of business in the notice for the next General Meeting.

11. No Liability for Members

No Member or Life Member shall have any liability to contribute towards the payment of the debts or liabilities of the Association or the costs charges and expenses on the winding up of the Association.

12. Removal from Membership

- (a) Subject to this clause the Board may remove a person from being a Member or

Life Member if it decides the person has acted contrary to the best interests of the Association.

- (b) Before making that decision the Board must first instruct the Secretary to give the person notice of the conduct being considered as the basis for removal, give the person 14 days to provide a written submission in reply and take that submission into account
- (c) Any person removed from membership may request the Secretary to include in the notice of the next General Meeting an item of business to review the decision of the Board and the person will be re-admitted to membership if a special resolution of the General Meeting so requires.

ASSOCIATION PATRON AND AFFILIATION

13. Patron

The Annual General Meeting, upon the recommendation of the Board, may appoint a Patron of the Association for a term not exceeding 5 years but who may be re-appointed for a further term, who shall have the rights of a Member but shall not be required to pay any fee.

14. Affiliation with other Organisations

The Association may enter into negotiation with other Associations, organisation or bodies, whose objects are of a similar nature to the Association, in order to form an affiliation which will it considers will further the Objects of the Association .

BOARD OF THE ASSOCIATION:

15. The Board

- (a) The Board shall consist of a President, Vice-President, Secretary, Treasurer and four other Board Members all elected and appointed according to Clause 17.
- (b) Board Members shall not be remunerated for their role on the Board but pursuant to Clause 31 (c) may otherwise receive payments.

16. Powers of the Board

- (a) The Board may exercise all such powers and do all such acts and things as are conferred upon the Association by this Constitution and are not by law or this Constitution directed or required to be exercised or done by the Association in

General Meeting or otherwise.

- (b) The Board shall determine any dispute or matter which may arise from time to time whether between Members or between a Member and the Association, including concerning the interpretation of this Constitution and the decision of the Board thereon shall be binding on all Members unless varied by a General Meeting.
- (c) The Board may appoint Members of the Association to serve on such committees, including an executive committee, as it may set up to carry out such tasks as specified by the Board in the interests of the Association. The chair of each committee shall be a nominated Member.
- (d) No statements on behalf of or in the name of the Association shall be made except by or with the authority of the President or of the Board.

17. Election of the Board and appointment of Office Bearers

- (a) Half the number of Board members shall be elected each year by the Annual General Meeting for a term beginning at the first Board meeting after the Annual General Meeting and ending at the first Board meeting after the Annual General Meeting two years later.
- (b) The President shall be eligible for re-election for one second term and the other Board members shall be eligible for re-election for three further terms.
- (c) Nominations for the Board shall be in writing and signed by a nominator and a seconder and consented to by the nominee and shall be lodged with the Secretary not less than 21 days prior to the date of the Annual General Meeting. The Secretary shall notify the Members of such nominations when giving notice of the Annual General Meeting.
- (d) If within the time prescribed the Secretary receives fewer nominations than Board members to be elected, the Board at its first meeting after the Annual General Meeting may appoint a Member or Members to the Board who shall hold office for the duration of the term for that position.
- (e) The Board at its first meeting after the Annual General Meeting, which must be held within one month, shall appoint Board members to the vacant offices of President, Vice-President, Secretary and Treasurer each for the duration of the term of that Board member.
- (f) In the case of any subsequent casual vacancy in those offices, the President shall appoint a Board member to serve in that office until the next Board meeting

which shall appoint a replacement for the remainder of the term of the vacating Board member.

18. Register of Board Members

The Association must keep a Register of Board Members which complies with the Act including being available for inspection by any person subject to section 29 of the Act.

19. Proceedings of the Board

- (a) The Board shall meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit.
- (b) Board members may be present at a meeting in person or by telecommunication.
- (c) As far as is possible the Board shall meet at least quarterly and four Board Members present shall constitute a quorum except where for any reason the Annual General Meeting has elected less than that number in which case the number elected at the first Board meeting shall be the quorum.
- (d) The President or three Board Members may call a special Board meeting by 7 days written notice to Board Members specifying the reason.
- (e) The President or a Member of the Board elected by the Meeting shall preside as Chair at Meetings of the Board.
- (f) Questions arising at any Meeting of the Board shall be decided by a majority of votes, and in the case of an equality of votes the Chair shall have a casting vote as well as a deliberative vote.
- (g) The Secretary shall cause Minutes to be kept which shall be signed by the Chair of the meeting or by the Chair of the next succeeding meeting and shall be received as conclusive evidence of the matters in them.

20. Board Vacancy

- (a) The office of a Member of the Board shall become vacant if the Member:
 - (i) resigns the office by notice in writing to the Association;
 - (ii) ceases to be a Member of the Association;
 - (iii) dies or becomes mentally incapacitated;
 - (iv) becomes bankrupt or makes any arrangement or composition with creditors;

- (v) is convicted of an act of fraud or dishonesty or is disqualified from being a director of a company under the *Corporations Act 2001 Cth*;
 - (vi) is absent for more than 3 meetings without leave of the Board;
 - (vii) is directly or indirectly interested in any contract or proposed contract with the Association, without prior disclosure of the interest to the Board.
 - (viii) is removed by a special resolution of Members present at a properly constituted General Meeting;
- (b) The Board may fill any Board vacancy by appointing another Member of the Association to that position who shall hold office until the next Annual General Meeting at which a Member shall be elected for the remainder of the term of the vacating Board member.
 - (c) Any Board Member vacating office will hand over all papers, documents and materials pertaining to or property of the Association.

21. Indemnity for the Board

The Association shall at all times indemnify each of the Members of the Board and their estates, from and against all actions, claims, demands costs, damages, charges and expenses whatsoever which may be instituted against or upon them as Members of the Board in respect of any act, matter or thing whatsoever entered into or performed by any or all of them as Members of the Board or about the execution of the powers conferred upon Members of the Board by the Constitution.

GENERAL MEETINGS OF MEMBERS:

22. Annual General Meeting

- (a) The Annual General Meeting shall be held:-
 - (i) within 6 months after the close of the association's financial year, or
 - (ii) within such later time as may be allowed by the Director-General or prescribed by the Regulation.
- (b) The business to be transacted at every Annual General Meeting shall include:
 - (i) The receipt of the Annual Report of the Board and the Balance Sheet and Income and Expenditure accounts for the preceding year;

- (ii) The receipt of the Auditor's Report of the books and accounts for the preceding year;
- (iii) The election of the President, and the Secretary, the Treasurer and Members of the Board, and the appointment of Life Members;
- (iv) The appointment of an Auditor;
- (v) Any item of business requested by a Member within sufficient time to be included in the notice of the meeting.
- (vi) Any request by a person removed from membership for a review of the decision of the Board

23. Special General Meetings

- (a) A Special General Meeting shall be convened by the Secretary upon the written request of not less than 3 Members of the Board or 10 Members or 5 per cent of the Members of the Association (whichever is greater), and shall be held within a period of one month from the date of receipt of the request.
- (b) The business in the notice convening such Special General Meeting shall include:-
 - (i) the business in the request for meeting.
 - (ii) any item of business requested by a Member within sufficient time to be included in the notice of the meeting.
 - (iii) any request by a person removed from membership for a review of the decision of the Board received within sufficient time to be included in the notice of the meeting.

24. Notice of Meetings

The Secretary shall give at least 21 days notice in writing of all General Meetings to the Members of the Association specifying the place, the day and the hour of the meeting and the general nature of the business to be dealt with at the meeting.

25. Proceedings at General Meetings

- (a) The President shall preside at all General meetings of the Association or if absent a Chair shall be elected from the Board by the Members present at such General Meeting.

- (b) Members may be present at General Meetings in person or by telecommunication under arrangements which the Board shall determine.
- (c) A Member may appoint another Member as proxy for any General Meeting by a form and subject to rules which the Board shall prescribe but proxies will not be counted for purposes of determining a quorum.
- (d) A quorum shall consist of 10 Members or 5 per cent of the Members (whichever is greater), present in person or by telecommunication, provided that if a quorum is not present within 30 minutes of the time set for an Annual General Meeting then it shall be held at the same time two weeks later at which no quorum shall be required.
- (e) Questions, matters or resolutions at any General Meeting requiring an ordinary resolution shall be decided by a simple majority of votes of the Members present in person, by telecommunication or by proxy who are eligible to vote and those requiring a special resolution shall be decided in accordance with s.39 of the Act by a special resolution of Members so present.
- (f) At any General meeting the Chair shall have a casting as well as a deliberative vote.
- (g) General Meetings shall be conducted in accordance with procedures as the Chair shall determine subject to any ordinary resolution by the Meeting or as prescribed by the Board from time to time.
- (h) The Secretary shall cause full and correct minutes of all questions, matters, resolutions and other proceedings of every General Meeting to be kept and to be available for inspection on a reasonable basis by any Member of the Association.

26. Making of Decisions

- (a) A question arising at a general meeting of the Association is to be determined by either:
 - (i) a show of hands or other open manner specified by the Chair relevant to persons present by telecommunication or by proxy, or
 - (ii) if on the motion of the Chair or if 5 or more Members present at the meeting request that the question should be determined by a written ballot—a written ballot.

- (b) If the question is to be determined under Clause 26 (a) (i), a declaration by the Chair that a resolution has been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (c) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chair.

27. Adjournment

- (a) The Chair of a General Meeting may, with the consent of the Meeting, adjourn it to a specified time and 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.
- (b) 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 the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. Otherwise notice is not required to be given.

FINANCIAL MATTERS:

28. Financial Year

The financial year of the Association shall conclude on the Thirtieth day of June in each year.

29. Fees

Annual membership fees and the time for payment shall be as determined by the Board which may exempt a Member from payment of fees.

30. Financial Records

It is the duty of the Treasurer of the Association, subject to the procedures determined by the Board, to ensure:

- (i) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (ii) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure

connected with the activities of the Association.

31. Funds

- (a) The Association may derive funds from gifts or grants of money and property from Members, the public, governments, public authorities, corporations and philanthropic organisations, and also from income producing activities conducted by or under the authority of the Association.
- (b) The income and property of the Association shall be applied solely towards the promotion of the Objects of the Association and no portion thereof shall be paid or transferred by way of dividends, bonus or otherwise however by way of profit to the Members except as provided in Clause 31 (c).
- (c) The Board may approve the payment in good faith of any reasonable and proper remuneration to any person who is also a Member or to any Member in return for any services actually rendered , or the payment of interest on money borrowed from any Member at a rate of interest not exceeding the usual bank overdraft rate, or reasonable and proper rent for premises demised or let by any Member to it.
- (d) The funds of the Association shall be deposited in the name of the Association in such a bank or institution as the Board may from time to time determine and in accordance with all legal and regulatory requirements.
- (e) The Board must determine proper procedures for the management of the funds and the approval and payment of accounts.
- (f) As soon as practicable after the end of each financial year, the Treasurer shall cause a Statement of Income and Expenditure and a Balance Sheet to be prepared for the preceding financial year which shall be audited and which shall be presented to the Annual General Meeting.

ASSOCIATION RECORDS

32. The records, books and other documents of the Association shall be open for inspection, free of charge, by a Member of the Association at any reasonable hour and by a Member of the public where required by the Act.

AMENDMENT:

33. Amendment of Constitution

- (a) Proposals for any amendment, addition or alteration to this Constitution shall be required to be passed by a special resolution of those voting at the General Meeting to which the same are submitted.
- (b) Notice of a Resolution containing any proposal for the amendments or alterations of this Constitution shall be forwarded to all Members not less than twenty one (21) days prior to the General Meeting to which the same shall be submitted.
- (c) Any amendment, addition or alteration made to this Constitution shall be notified to the Director-General and shall not be effective until the Director-General has signified approval.

DISSOLUTION

34. Dissolution

- (a) The Association shall be dissolved upon the vote of a special resolution of Members present at a Special General Meeting convened to consider such question.
- (b) Upon a resolution being passed in accordance with paragraph (a) of this Clause, all assets and funds of the Association on hand shall, after payment of all expenses and liabilities, be handed over to such registered or exempted charity or charities having objects relating to disability which are public benevolent institutions for the purposes of any Commonwealth Taxation Act as the Special General Meeting may decide.

SERVICE OF NOTICES

35. Notices

- (a) For the purpose of this Constitution, a notice may be served on or given to a person:
 - (i) by delivering it to the person personally, or
 - (ii) by sending it by pre-paid post to the address of the person, or
 - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (b) For the purpose of this Constitution, a notice is taken, unless the contrary is

proved, to have been given or served:

- (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, 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 later date, on that date.

TRANSITIONAL BOARD PROVISION resolved at the Annual General Meeting on 7th September 2013

- a) This provision is a transitional provision which is part of the Constitution of the Association and is resolved as part of the amendment of clauses 15 and 17 of the Constitution to implement election of half the Board at each Annual General Meeting.
- b) At the first Annual General Meeting following this resolution half the Board including the President shall be elected for terms expiring two years later and the other half shall be elected for terms expiring one year later. The Board members elected for terms expiring one year later shall be eligible to be re-elected from the next Annual General Meeting for a total of four terms.