

**Constitution for the Australian Aphasia Association**

**ABN 53 872 558 043**

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## **Constitution for the Australian Aphasia Association**

**ABN 53 872 558 043**

(First drafted November 2001)

### **DEFINITIONS**

#### 1. Definitions & Interpretation

1.1 In this document, these terms have these specified meanings.

- a) the **Association** means the Australian Aphasia Association Incorporated ABN 53 872 558 043
- b) the **Board** means the Management Board of the Association, and includes the Executive, the National Committee, and the Chief Executive Officer
- c) the **Executive** comprises the Chairperson, two Deputy Chairs, Secretary, and Treasurer
- d) the **National Committee** means the national representatives from all states and territories appointed or elected by the members of the Association
- e) the **Chief Executive Officer** means the person appointed by the Executive, who works in conjunction with the Executive to manage the Association
- f) the **Task Group** includes a work group or an advisory panel
- g) the **Constitution** means the Constitution of the Association
- h) **State** means the states or Territories of Australia as Queensland, New South Wales, Victoria, South Australia, Western Australia, Tasmania, Australian Capital Territory, and the Northern Territory
- i) **Aphasia** means the language impairment caused by stroke, brain tumour, head injury, or infection, which results in altered verbal and written language and communication capabilities.
- j) **People with aphasia** means adults over the age of 18 years who see themselves as having aphasia
- k) **People who live with people with aphasia** means family and friends who live literally and metaphorically with people with aphasia, and share experiences in everyday life
- l) **People who care for people with aphasia** means paid or unpaid carers and professionals who care and work with people with aphasia in everyday life
- m) **Aphasia-friendly** means that verbal and written communication materials and documents are written clearly, simply and in Plain English, so that they can be understood by people with aphasia

## NAME

2. The name of the incorporated association is the "Australian Aphasia Association Inc." This will often be shortened to *Triple A*, for ease of saying it by its primary stakeholders – people with aphasia.

## MISSION STATEMENT

3. The mission of the Association is to promote and support the participation of people with aphasia in their own communities by generating support networks for people with aphasia, providing information and counselling for people with aphasia and significant others, and reducing disability as well as attitudinal and environmental barriers.

## VISION

4. The Association:-
  - 4.1 is committed to promoting and supporting the **participation** of people with aphasia in their own communities
  - 4.2 is committed to increasing public and professional **awareness** of aphasia through education of communities
  - 4.3 acts as a national **influence** group to attract funding, media attention, and campaign for public policy change
  - 4.4 acts as an independent source of **information** for people with aphasia, families, health professionals, and the greater public
  - 4.5 facilitates the **support** for people with aphasia and their significant others through the development of local and state groups
  - 4.6 is the **national peak body** for health and disability information regarding the prevalence, incidence and lifelong disability for aphasia

## VALUES

5. The values of the Association describe what is important to the Association, and how the Association will operate:
  - 5.1 **the Association is INCLUSIVE** -> the Association encourages participation of members in all matters, and facilitates their involvement as is necessary for each person

- 5.2 **the Association is USER-SENSITIVE** to the voice and needs of its members, especially people with aphasia -> the Board will manage the Association in response to suggestions and feedback from members
- 5.3 **the Association promotes the VOICE of people with aphasia** -> people with aphasia are important stakeholders whose voice is actively supported and facilitated in all matters
- 5.4 **the Association uses CLEAR and APHASIA-FRIENDLY COMMUNICATION** -> spoken and written materials use a plain English policy and documents are supported with graphics and icons to facilitate comprehension of materials

## OBJECTS

6. The Objects of the Association are:

- a) to represent the **interests** of people with aphasia and their significant others in the greater community
- b) to facilitate the establishment of **support** networks for people with aphasia and their significant others
- c) to provide **support** to people with aphasia and others through a telephone helpline service, information days, and holistic retreats
- d) to raise the **profile** of aphasia
- e) to **educate** people with aphasia and significant others, professionals and the greater public about aphasia through distribution of information materials
- f) to support the establishment of a linked **network** of services (local groups)
- g) to be a national **influence** group to attract funding and media attention
- h) to act as a **central agency** for contact and information for a range of stakeholders
- i) to develop national **statistics** and information on aphasia in Australia, through the creation of a database or registry
- j) to support relevant **research** to develop the knowledge base on aphasia in Australia
- k) to operate as a **non-profit**, charitable organisation
- l) to operate a **Plain English** policy in all documents to assist people with aphasia
- m) to do all things which are incidental or conducive to attaining the above objects
- n) the specific activities of the Association are:
  - 1. monthly newsletter
  - 2. phone helpline (with answermachine)
  - 3. website
  - 4. annual conference
  - 5. information and resource library (brochures, books, videos)
  - 6. development of Speakers Bureau of people with aphasia (each local)
  - 7. development of Hospital Visiting Service (each local)

## **POWERS**

7. Only related to the Objects of the Association, the Association has the legal capacity and Powers of a person, including the power to:
- a) attract or encourage donations, bequests, legacies and all forms of deferred gifts from any Person
  - b) accept grants (including specific purpose grants) from any Government Authorities and semi-government Authorities, and other agencies
  - c) raise money by any authorised and legally acceptable method that is appropriate
  - d) administer, control or act as a trustee of any trust, settlement or other fund or as a nominee of any company, association or person;
  - e) subscribe to, become a member of, or co-operate with any other fund, authority or institution, or association, whether incorporated or not, whose Objects are altogether in part similar to those of the Association provided that it does not support that entity with its funds
  - f) acquire, hold, deal with and dispose of property
  - g) establish and support or aid in the establishment and support of State associations relating to the Objects of the Association
  - h) procure the Association to be recognised in any State of Australia or place outside the place of its incorporation
  - i) produce, publish and distribute any newsletters, leaflets, books, videos, websites or any other means of communication
  - j) take over the funds and other assets and liabilities of the present unincorporated association known as the "Australian Aphasia Association"
  - k) charge for services and facilities provided to other Organisational bodies by the Association and its members
  - l) hold or arrange raffles and competitions provided that no members of the Association shall receive any prize or award of monetary value, except if the member wins the raffle or competition held by the Association

## **INCOME & PROPERTY**

### **(non-profit clause and gift fund clause)**

- 8.1 The income and property of the Association must only be used for the promotion of the Objects of the Association.
- 8.2 No income and property can be paid or transferred directly or indirectly in any way to the members of the Association except as permitted under clause 8.3.
- 8.3 Board members or servants of the Association or any member of the Association can be remunerated in return for (1) any services rendered to the Association, or for (2) goods supplied,

or for (3) repayment for out-of-pocket expenses related to undertaking business of the Association.

- 8.4 The Association will maintain a separate Gift Fund for the principal purpose of the Association as an entity, for the purposes of receiving gifts and donations. Note the gift fund shall not contain monies from sponsorships, commercial activities, or proceeds from raffles, auctions and the like.
- 8.5 The Gift Fund will be managed in accordance with this Constitution and by the Executive. The Gift Fund can be used for the purposes of
- a) transferring money or property to the Association for current and continuing use
  - b) purchase of property or services for use by the Association
  - c) reasonable costs of managing the fund
  - d) professional services for fund raising, and
  - e) investment

## MEMBERSHIP

### 9.1 Number

- a) The membership of the Association shall consist of ordinary members of any Type in clause 9.2.
- b) There is no limit on the number of members who may be registered.
- c) A member of the previous unincorporated Association can agree in writing to become a member of the incorporated Association under the same Type and Section of membership as held previously.
- d) Members of the previous unincorporated Association who have paid an annual subscription are not liable to pay a further amount until the next annual subscription is payable.
- e) The Association has an open application process for membership, and persons requesting to join the Association must apply in writing according to the specified aphasia-friendly application.

### 9.2 Members

- a) The members shall consist of the Persons and Organisations admitted to membership by the Board.
- b) There shall be 3 TYPES of membership, being
  - i) **people with aphasia** – comprised of people who were at one point in time diagnosed with aphasia after a stroke, brain tumour, head injury, infection or any other organic cause of brain injury, and believe that they have aphasia by virtue of their language and communication (**Aphasic Member**)
  - ii) **people who live with people with aphasia** – comprised of any immediate or extended relatives of a person with aphasia who may or may not be registered with the Association, or comprised of people who share experiences in everyday life with a person

with aphasia who may or may not be registered with the Association (**Family or Friend Member**)

- iii) **people who care for people with aphasia** – comprised of people who care for, or provide advice, assistance and services to people with aphasia (**Carer or Professional Member**)
- c) People must apply in writing to become a member of the Association, and apply using the Association application form.
- d) There are 3 sections of paid membership of the Association as follows:
  - e) **Individual:** - any individual person
  - f) **Family:-** comprises the couple with one spouse with aphasia; OR daughter/son/parents and any other family members as well as the person with aphasia
  - g) **Organisation/Corporate:-** comprises an organisation or a department or a recognised group of persons wishing to hold membership with the Association
- h) Members' names will be entered on a Register of names held by the Association.
- i) Membership is subject to the terms and conditions and for the period of time determined by the Board.
- j) Members of the Association will pay a financial membership and receive voting rights and other privileges.
- k) Members which are Organisations or Incorporated Persons may be classified and reclassified by the Board from time to time as Local, State, or National. The Board at any time determines the rights, duties and privileges attaching to Local, State and National members and may differentiate between those classes of members.
- l) Members at a general meeting will determine the annual subscription fees for membership of the Association.

### 9.3 Application for and Admission of Associate Members

- a) any Person or Organisation who is not eligible under Section 6.2 and does not wish to pay financial membership may be admitted to the Association as an Associate Member
- b) Associate Members have no voting rights at meetings of the Association.
- c) Associate membership is subject to the terms and conditions and for the period of time determined by the Board.

### 9.4 Life Members

- a) if a Person or Organisation has rendered outstanding service to the Association or in service of its Objects, the Board can recommend and admit that Person as a Life Member to the Association
- b) Life Members are not required to pay annual membership fees for the Association
- c) Nominations for Life Members can be received through the Executive and the National Committee

#### 9.5 Rejection of applications

- a) The Board can accept or refuse any application for membership and may decide any application on any grounds it considers appropriate in the interests of the Association
- b) The Board is not required to give any reason for the rejection of an application for membership
- c) The Board will consider applications for membership at the next meeting after it receives the written application and the appropriate membership fee.
- d) The Board will decide at that meeting to accept or reject the application.
- e) The secretary of the Association will give the applicant a written notice of the decision made by the Board, as soon as practicable after the Board has made the decision.

### **CESSATION AND SUSPENSION OF MEMBERSHIP (i.e. WHEN MEMBERSHIP ENDS)**

#### 10.1 Non-payment

- a) Financial membership will cease if fees are not paid within 2 months of the due date.
- b) the Secretary must give notice to the member that fees were owing and unpaid
- c) the Board can reinstate the member on payment of the monies owing
- a) The Association may endeavour to recover, as debt, all amounts owing to it by a member or by a former member as at the date the member ceased to be a member of the Association.

#### 10.2 Resignation

- a) a member may resign from the Association at any time
- b) a member must give notice in writing to resign to the Secretary of the Association
- c) a member shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his or her resignation and for all other monies due by him or her to the Association
- d) the member's resignation takes effect on either the day and at the time the notice is received by the Secretary, or, if a later day is stated in the notice, the later day.

#### 10.3 Expulsion of members

- a) The Board can terminate a member's membership if the member is : convicted of an indictable offence; does not comply with the provisions of these rules; conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association
- b) the Board must give the member 14 days notice that they wish to terminate the membership
- c) the member can give defence and explanation as to why they should not be removed from membership
- d) this defence and explanation must be made within the 14 days
- e) at least 75% of the Board must agree to terminate the member from the Association

## **APPEAL AGAINST REJECTION AND TERMINATION OF MEMBERSHIP**

11. The conditions relating to the appeal process against rejection and termination of membership are as follows:

- a) A Member can appeal against their membership being terminated
- b) the Member must write to the Secretary within 1 month after their membership was terminated
- c) Then the Secretary must call a general meeting within 2 months of receiving a letter from a Member
- d) the Association shall determine an appeal at its first general meeting after the appeal is lodged
- e) the Member and the Board must both be given the time to present their case
- f) an appeal must be decided by a vote of the members of the Association present at the meeting
- g) the Secretary must return the membership fee to the member if the membership is terminated and the appeal is not successful for the member. This will occur within 1 month.

## **REGISTER OF MEMBERS**

12.1 The Board will keep a register of members of the Association, with the following information (in accordance with privacy legislation requirements)

- a) the full name and residential address of the member
- b) the date of admission as a member
- c) the date of death or resignation of the member
- d) details about the termination or reinstatement of membership
- e) details regarding the member's affiliation or membership of other associations, such as a local or state groups of people with aphasia
- f) any other particulars that are decided by the Board or the members at a general meeting

12.2 The Board shall decide which sections of the register are available for public inspection by other Association members, and which sections may remain private and confidential to the Board only, in accordance with privacy legislation requirements.

12.3 Sections of the register will be open for inspection at all reasonable times by members of the Association, providing that the member has applied to the Secretary to inspect the register.

## **STATE BRANCHES**

13.1 The Association shall have a national focus, reflecting the national issues and priorities of members of the Association. The Association anticipates the development of state aphasia associations, unincorporated or incorporated, and looks to support and facilitate the establishment of state based associations for people with aphasia.

13.2 The relationship between the current national Association and any existing or future state based aphasia associations is explained as follows:

- a) The Association may establish or facilitate the establishment of State Branches of the Association in any one or more of the States of Australia.
- b) State Branches may be unincorporated or incorporated
- c) State Branches may or may not require annual subscription fees for membership of state associations
- d) Members who pay annual subscription fees to existing or future state associations may be eligible to pay a reduced fee amount to full members' subscription specified in this Constitution.
- e) Details relating to this section are to be discussed with members and clarified at the first annual general meeting of the Association.

## **MANAGEMENT OF THE ASSOCIATION**

14.1 The management of the Association will be undertaken by the Executive and the National Committee, which together constitute the Board.

- a) The Executive of the Association consists of a Chairperson, two Deputy Chairs, treasurer, and secretary which are appointed or elected at a general meeting.
- b) A Chief Executive Officer is appointed to work with the Executive and the National Committee of the Association, and holds a paid position.
- c) The Chairperson, and Deputy Chairs must be members of the Association.
- d) The Treasurer and the Secretary may or may not be members of the Association.
- e) The National Committee consists of State representatives, who must be members of the Association.
- f) There is a limited number of positions on the National Committee, set at no more than 3 people from each State, thus 24 in total (6 states and 2 territories)
- g) The membership of the Executive and the National Committee will be evenly balanced with no more than two-thirds of members being non-aphasic members.

## **ELECTING THE EXECUTIVE AND NATIONAL COMMITTEE**

15.1 Candidates can nominate themselves or be nominated by another member of the Association. People with aphasia may stand as candidates for any positions on the Executive and National Committee with a recognised "buddy" support person, who may or may not be a member of the Association.

15.2 The nomination must be in writing, and be signed, and received by the secretary at least 14 days before the annual general meeting.

15.3 Nominations can be received from the floor of the meeting if there are not enough candidates nominated.

15.4 The list of nominations, accompanied by photographs and aphasia-friendly information, will be posted to members of the Association at least 7 days immediately preceding the annual general meeting to allow members time to discuss the nominees.

15.5 This list of nominations and photographs will also be provided to members attending the annual conference, at which each annual general meeting is held.

15.6 Executive officer bearers will hold office for a minimum of 2 years and a maximum of 3 years. National Committee members will hold positions for a minimum of 1 year and a maximum of 2 years.

15.7 At least 1/2 of the members of the Executive and National Committee will be people with aphasia.

## **RESIGNATION OR REMOVAL FROM THE EXECUTIVE AND NATIONAL COMMITTEE**

16.1 A member of the Executive or National Committee may resign by giving written notice of resignation to the secretary.

The resignation takes effect on

- 1) the day and time that the notice is received by the secretary OR
- 2) if a later day is stated in the notice – the later day.

16.2 A member may be removed from the Executive or National Committee at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.

16.3 Before a vote of members is taken, the member must be given a full and fair opportunity to show cause why he or she should not be removed from the position.

## **VACANCIES ON THE EXECUTIVE AND NATIONAL COMMITTEE**

17.1 If a casual vacancy happens on the Executive, the continuing members of the Executive may appoint another member of the Association to fill the vacancy until the next annual general meeting.

17.2 The continuing members of the Executive may act despite a casual vacancy.

17.3 However, if the number of remaining Executive is less three or less, the continuing Executive must replace the vacancy through election or appointment.

17.4 If a casual vacancy happens on the National Committee, the continuing members of the National Committee may appoint another State member of the Association to fill the vacancy until the next annual general meeting.

17.5 The continuing members of the National Committee may act despite a casual vacancy.

17.6 However, if the number of remaining members per State is 1, the vacancy must be replaced.

## **FUNCTIONS OF THE EXECUTIVE AND NATIONAL COMMITTEE**

18.1 The Executive has control and management of the administration of affairs, property and funds of the Association. Please note that any written documents which are signed by every member of the Executive are deemed valid and effectual as if they had been passed at a proper meeting.

18.2 The Executive also has the authority to interpret the meaning of the rules of the Association and any matter relating to the rules.

18.3 The Executive may delegate the whole or part of its powers to a subcommittee consisting of the Association members considered appropriate by the Executive.

18.4 A subcommittee may only exercise its delegated powers in the way the Executive decides.

18.5 A subcommittee may elect a chairperson of its meetings and may meet and adjourn as it considers appropriate.

18.6 A question arising at a subcommittee meeting is to be decided by majority vote. If voting is equal, then the chairperson of the meeting casts the deciding vote.

18.7 The National Committee has the function of representing State issues to the Association and disseminating information from the Association to State members.

### **MEETINGS OF THE EXECUTIVE AND NATIONAL COMMITTEE**

19.1 The Executive must meet at least 1 time each year in face AND at least once every 4 months (via alternative communication) to exercise its functions.

19.2 The Chairperson, Secretary or Chief Executive Officer may call a meeting of the Executive.

19.3 Notice of a meeting must be delivered in writing at least 14 days prior to the meeting, in a written format. This notice must contain the day, time, and place of the meeting, and the business to be conducted at the meeting.

19.4 Questions at a meeting are decided by voting. If votes are equal, the Chairperson casts the deciding vote.

19.5 Meetings must commence with a quorum of 3 executive Board members and the Chief Executive officer. If a quorum is not established within 30 minutes of the fixed starting time, for a normal general meeting, the meeting may be adjourned to: any day, time and place decided on by the Executive.

19.6 If the Chairperson is not present within 15 minutes of the fixed time for a meeting, one of the Deputy Chairs may preside over the meeting as chairperson.

19.7 Special Executive meetings can be called by at least written request of 1/3 of the executive committee, given to the secretary. The request for special meeting must state why the special meeting is being called and what business is to be conducted at the meeting.

19.8 An Executive member must not vote on any questions if the member has a conflict of interest in the issue.

19.9 It is ideal that all National Committee members meet at least 1 time per year at the annual conference, and essential that National Committee members meet together as a State group at least 1 time per year.

## **GENERAL MEETINGS**

20.1 The first general meeting will occur as the first annual meeting and will occur not more than 3 months after the day the association is incorporated.

20.2 The Executive will decide where the meeting will be held.

20.3 An auditor will be appointed at the first general meeting.

20.4 Each subsequent annual general meeting must be held at least once per 12 calendar months for all members of the Association to attend if they so desire.

20.5 The business of the annual general meeting will be:-

- to elect members of the Executive and of the National Committee by voting on nominations
- to receive the Treasurer's report and the audited financial statements for the previous year, and the financial budget for the current financial year
- to conduct any other business placed on the agenda at the meeting

20.6 The business of any meeting (general, Executive, or National Committee) will be conducted in a manner which is sensitive to the needs of people with aphasia who attend, and presentation of verbal and written information may be adapted as requested by the membership.

20.7 Notice of meetings must be given 14 days in advance of the meeting, must state the business to be conducted at the meeting, and must be written in plain English and in aphasia-friendly format.

20.8 Voting will be by show of hands or by secret ballot if the Executive unanimously decides such a ballot is necessary.

20.9 Only financial members of the Association can vote.

## **SPECIAL GENERAL MEETING**

21.1 The Chairperson, Chief Executive Officer or Secretary can call a special general meeting.

21.2 The Secretary will call a special general meeting by giving each member notice of the meeting within 14 days after

- being directed to call the meeting by the Executive OR
- Or by the number of ordinary members of the association equal to double the number of members currently on the Executive plus 1
- OR by being given a written notice of an intention of to appeal against a decision of the Executive

21.3 A request must state why the special meeting is being called and the business to be conducted at the meeting.

## **PROCEDURE AT A GENERAL MEETING**

22.1 A quorum = the number of members equal to double the number of members who are currently on the Executive committee plus 1.

- 1) A quorum must be present at a general meeting for business to be conducted.
- 2) If the quorum is not present after 30 minutes after the fixed starting time, the meeting lapses.

22.2 The chairperson may with the consent of a quorum of any general meeting, adjourn the meeting. Unfinished business must be carried over to the adjourned meeting. Adjourned meetings do not have to be noted to members, unless the adjourned meeting is more than 30 days after the original general meeting.

22.3 At each general meeting

- the chairperson will preside as chair of the meeting
- if the chairperson is not present within 15minutes of the fixed time, a deputy chair will preside as chair of the meeting
- the chairperson will conduct the meeting in a proper and orderly way
  - each question, matter, or resolution must be decided by majority votes
  - each member can have only one vote
  - a member can not vote if their membership subscription is in arrears
  - voting may be made by a show of hands or a division of members
  - at least 20% present must request a secret ballot to change voting procedure for that meeting
- the chairperson will elect 2 people to conduct the secret ballot and can decide how the secret ballot is carried out

- the result of the ballot is taken as the resolution
- a member may vote in person or by proxy-----by show of hands and in a secret ballot
- a proxy must carry a written and signed statement of authorisation from the absent member
- a proxy can be a member of the association or any other person
- written forms must be completed and yielded in voting for each separate resolution
- if the proxy is not told how to vote, the proxy may vote as the proxy considers appropriate
- each paper appointing a proxy must be given to the secretary before the start of a general meeting or an adjourned meeting.
- the secretary must keep full and accurate minutes of any meetings in a minute book. These must contain all questions, matters, resolutions, and other proceedings.
- the secretary, if aphasic, may use alternative forms of data recording (eg. tapes) to supplement recordings in the minute book at meetings.
- the secretary must bring the minute book at each general meeting and have it ready for inspection at all reasonable times by any financial member who previously applies to see the minute book

22.4 The minutes of each Executive meeting must be signed by the chairperson of that meeting OR the chairperson of the next meeting and say that they are accurate.

### **BY-LAWS & ALTERATION OF THE RULES**

23.1 The Executive can make, amend or repeal by-laws, as long as they are consistent with these constitution rules, for the internal management of the Association.

23.2 Subject to the associations Incorporation Act 1981, these constitution's rules may be amended, repealed or added to by a special resolution carried at a general meeting.

23.3 The resolution must be made by at least three-quarters of the members present at the meeting.

23.4 The Chief Executive Officer will then have to register the amendment, repeal or addition to make it valid with the appropriate authorities.

### **COMMON SEAL**

24.1 The Executive will purchase a common seal for the Association.

24.2 The common seal will be kept securely by the Board committee, and will be used only under the authority of the Executive.

24.3 Each instrument or paper, which is stamped with the common seal, must be signed by a member of the Executive AND countersigned by: either the secretary, another member of the Executive, or someone appointed by the Executive.

## **FUNDS AND ACCOUNTS**

25.1 The funds of the Association must be kept in an account in the name of the Association in the financial institution decided by the Executive.

25.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

25.3 All amounts must be deposited in the financial institution as soon as practicable after receipt.

25.4 If an amount of \$100 or more is paid by cheque, the cheque must be signed by any 2 of the following: the chairperson, the treasurer, and the Chief Executive Officer. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable"

25.5 A petty cash amount can be kept on site with the Chief Executive Officer, and the Executive must decide on the amount of petty cash to be kept on site, or in an accessible account.

25.6 All expenditure must be approved or ratified at a Executive meeting.

25.7 The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:

- the income and expenditure for the financial year just ended
- the Association's assets and liabilities at the close of the year
- the mortgages, charges and securities affecting the property of the Association at the close of the year.

25.8 As the Association was incorporated within 3 months before the end of the Association's financial year, the section directly above does not apply for the financial year in which the Association was incorporated (2001-2002).

25.9 The auditor must examine the statement prepared under the section above and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.

25.10 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

## **DOCUMENTS**

26.1 The Executive will ensure the safe custody of books, documents, instruments/papers of title and securities of the Association.

26.2 Copies of all materials will be held in a locked filing cabinet at the head office of the Association. Treasurer's books for accounts may be stored with the Treasurer as appropriate.

## **FINANCIAL YEAR**

27. The financial year of the Association closes on 30 June in each year.

## **DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY (dissolution clause)**

28.1 This section applies if the Association is wound-up under part 10 of the Act, and it has surplus assets. In this section, "surplus assets" has the meaning given by section 92 (3) of the Act.

28.2 The surplus assets will not be distributed for the purposes of profit or gain to individual members of the Association.

28.3 The surplus assets will be given to another entity or Association in Australia that has similar objects to the Association's objects and must ensure that this new entity has rules which prohibit the distribution of income and assets to its members also.

28.4 If the Gift Fund is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to another fund, authority or institution in Australia to which income tax deductible gifts can be made.

## **ROLES OF THE EXECUTIVE**

### **29.1 The Chairperson**

- will chair Executive, general, and annual general meetings
- will not have a personal deliberative vote but will have casting vote if votes are equal
- together with the Secretary and the Chief Executive Officer will prepare the agenda for Executive meetings and any meetings
- liaise with the Chief Executive Officer
- will act as a spokesperson as the face of the Association and will make statements that agree with Association policy and values

### **29.2 Deputy Chairs**

- will have authority to sign cheques and sign documents on behalf of the Board
- will act as representation of specific and significant stakeholder groups, such as the CommClub in Brisbane and the TalkBack Groups in South Australia

### **29.3 Secretary**

- shall ensure that notice of meetings is given as this Constitution has specified
- shall ensure that records are kept of the Association (including Constitution, policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submission or reports by or on behalf of the Association)
- another member may act as minute secretary if the Secretary is absent at a meeting
- and any other duties of this position that have already been mentioned in this Constitution

In relation to the position of Secretary on the Executive,

- a) If the event of a vacancy in the position of the office of Secretary, the Executive will appoint or elect a Secretary for the Association within 1 month after the vacancy happens.
- b) The Secretary must be an individual residing in Queensland, or in another state, but not more than 65 km of the Qld border who is:
  - h) a member of the association elected by the Association as Secretary OR
  - ii) any of the following persons appointed by the Executive – a member of the Association's Board; a member of the Association; another person.
- c) The Executive may appoint and remove the secretary at any time.

### **29.4 Treasurer**

- will ensure that all monies received are paid into an account authorised by the Executive
- will ensure that records are kept of all receipts and payments and other financial transactions

- will ensure that financial budgets and statements are prepared and will submit a report on the finances to each Executive meeting
- will ensure that annual financial statements comprising either (1) an account of receipts and payments, and a statement of assets and liabilities OR (2) an account of income and expenditure and a balance sheet, will be prepared following the end of the Association's financial year
- will arrange for the annual financial statements to be audited before they are presented to the Annual general meeting (through an independent auditor)
- will facilitate contacting the auditor who will be appointed by the Executive

**Chief Executive Officer**

- will act as the Public Officer for the Association involved in incorporation, public and legal matters
- will facilitate the communication between Executive, National Committee and Association members
- will organise Executive meetings, National Committee and the Annual General Meeting with the Board
- will act in accordance with the Objects of the Association in any manner that is appropriate

In relation to the position of Chief Executive Officer on the Management Board of the Association,

- a) the Chief Executive Officer must be an individual residing in Queensland, or in another state, but not more than 65 km of the Qld border.

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Date: \_\_/\_\_/\_\_

Certified by Letitia Wiggins, Secretary, Australian Aphasia Association Incorporated.