

# The Australasian Mastocytosis Society Inc.

## Constitution

Originally Registered with NSW Fair Trading: 24<sup>th</sup> January 2012

### Background

The Australasian Mastocytosis Society Incorporated aims to;

- Provide a network of support for patients living with Mastocytosis or a Mast Cell Activation Syndrome (MCAS) and their carers
- Connect patients to medical practitioners and specialists with knowledge of Mastocytosis and MCAS
- Link together with similar associations worldwide to collectively gather research data, share resources and knowledge in the hope of greater understanding, treatment practices, medications and overall improved health outcomes for those living with Mastocytosis or MCAS.

### *Education, Advocacy, Support, Research*

### Overview

#### What are Mast Cell Disorders?

Mast cell disorders are caused by the proliferation and accumulation of genetically altered mast cells and/or the inappropriate release of mast cell mediators, creating symptoms in multiple organ systems. The two major forms of mast cell disorders are Mastocytosis and mast cell activation syndromes (MCAS). Mast cell disorders can cause tremendous suffering and disability due to symptomatology from daily mast cell mediator release, and/or symptoms arising from infiltration and accumulation of mast cells in major organ systems. Although systemic Mastocytosis is a rare disease, those suffering with MCAS have recently been increasingly recognized and diagnosed. As a result, patients with MCAS appear to represent a growing proportion of the mast cell disorder patient population. It is important to note that the *process* of mast cell activation can occur in anyone, even without a mast cell disorder, as well as in patients with both Mastocytosis and MCAS. (1)

### Mastocytosis

#### Definition

Mastocytosis has been defined in the literature as an abnormal accumulation of mast cells in one or more organ systems. Previously classified by the World Health Organization (WHO) as a myeloproliferative neoplasm, Mastocytosis is now classified in its own category under myeloid neoplasms. Broadly separated into three categories, Cutaneous Mastocytosis (CM), Systemic Mastocytosis (SM) and mast cell sarcoma these diseases occur in both children and adults. (2)

**NOTE:** The entity called The Australasian Mastocytosis Society Incorporated to which this constitution applies will be referred to throughout this constitution document from here forth as the 'Association'.

## Part 1 – Membership

- 1) A person is eligible to be a member of the association if;
  - a) The person is a natural person and,
  - b) The person has been nominated and approved for membership of the association in accordance with the membership application process (see [www.mastocytosis.org.au/membership](http://www.mastocytosis.org.au/membership))
  - c) The person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for membership of the association was made and the associated fee for membership has been paid.
- 2) An application for membership of the association by a person
  - a) Must be made in writing via the specific membership application form and,
  - b) Must be lodged either via post or electronically with the Membership Director and/or secretary of the association.
- 3) As soon as practicable after receiving the application, the membership director will
  - a) liaise with the treasurer or committee, to ensure payment has also been received to match the application and
  - b) notify the applicant, in writing, that their application has been received, receipted and a letter of welcome, including their membership registration number be sent to the new member.
  - c) Enter or cause to be entered, the applicant's name and contact details in the membership register. On doing such, the applicant becomes a member of the association for the period of one (1) financial year, or part thereof, dependent upon the time of the application.
  - d) Should payment not be received upon application, either by accompanying cheque, payment into the bank account or via Pay Pal, the membership Director or secretary will contact the applicant via the details from the application form and request payment of the application fee to complete the application process. If the applicant fails to make payment of the membership application fee, the committee can decide to reject the application for membership. However, upon majority agreement by committee members, the committee may decide to waive the membership fee should sufficient evidence warrant this decision.
- 4) Cessation of Membership

A person ceases to be a member of the association if the person;

  - a) Dies, or
  - b) Resigns membership, or
  - c) Is expelled from the association, or
  - d) Fails to pay the annual membership fee within 3 months after the fee is due.
- 5) **Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the association;

  - a) Is not capable of being transferred or transmitted to another person, and
  - b) Terminates on cessation of the person's membership
- 6) **Period of membership:** The period of membership is one (1) year in line with the financial year; that being commencing 1<sup>st</sup> July and ending 30<sup>th</sup> June the following calendar year. Subscriptions from new members, received after 30 April, will be treated as payment for the following full year, with the period until the 30 June considered as an introductory grace period.
- 7) Resignation of membership
  - a) A member of the association may resign from membership of the association by first giving to the secretary, written notice of at least one (1) month (or such other period as the committee may determine) of the member's intention to resign and, on expiration of the period of notice, the member ceases to be a member.

- b) If a member of the association ceases to be a member under sub clause 7a), and in every other case where a member ceases to hold membership, the membership director or secretary must make appropriate entry into the register of members recording the date on which the member ceased to be a member.

#### **8) Right to Terminate membership**

- a) The committee has the right to terminate the membership of any person if that person is deemed, with sufficient evidence, to be acting in a defamatory, abusive or unethical manner that puts the reputation of the association in jeopardy or this action is deemed liable or if the member behaves in a manner that negatively affects the other members.
- b) The decision to terminate membership of a person must be made by the majority of the committee and be based on reasonable evidence to justify the decision.

#### **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 and postal or residential address 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 NSW;
  - At the main premises of the association or,
  - If the association has no premises, at the association's official address.
- c) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour. For reasons of privacy, only the names and state of residence of the members will be accessible to members other than the committee.
- d) The information about a member obtained from the register must not be used to contact or send material to the person, other than for
  - 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
  - Any other purpose necessary to comply with a requirement of the Act or the Regulation

#### **10) Fees and subscriptions**

- a) A member of the association must, on admission to membership, pay to the association a fee determined and agreed to by the committee
- b) In addition to this amount payable under sub clause (a), a member of the association must pay to the association an annual membership fee which has been determined by the committee on becoming a member and before July 1 in each succeeding calendar year
- c) A member is not entitled to a refund of the remaining portion of their annual subscription if they resign or their membership is terminated.

#### **11) Members' liabilities**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 10.

#### **12) Resolution of Disputes**

- A dispute between a member and another member of the association (in their capacity as members), or a dispute between a member or several members and the association, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

### **13) Disciplining of members**

A complaint may be made to the committee by any member that a member of the association:

- has refused or neglected to comply with a provision or provisions of this constitution, or
- has wilfully acted in a manner prejudicial to the interests of the association.

The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

If the committee decides to deal with the complaint, the 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 committee in connection with the complaint, and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

The committee may, by resolution, expel the member from the association or suspend the member from membership of the association 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 and the expulsion or suspension is warranted in the circumstances.

If the committee expels or suspends a member, the secretary 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 committee for having taken that action and of the member's right of appeal under clause 14.

The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 14 whichever is the later.

### **14) Right of appeal of disciplined member**

A member may appeal to the association in general meeting against a resolution of the committee under clause 13, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

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.

On receipt of a notice from a member, the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

At a general meeting of the association:

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the 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.

The appeal is to be determined by a simple majority of votes cast by members of the association.

## Part 2 The committee

### 15) Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:

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

### 16) Composition and membership of committee

(1) The committee is to consist of:

- (a) the office-bearers of the association, and
- (b) at least 3 ordinary committee members,

each of whom is to be elected at the annual general meeting of the association.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

(2) The total number of committee members is to be 7.

(3) The office-bearers of the association are as follows:

- (a) the president or chairperson,
- (b) the vice-president or vice-chair
- (c) the treasurer,
- (d) the secretary

(4) A committee member may hold up to 2 offices (other than both the offices of chair and vice-chair).

(5) There is no maximum number of consecutive terms for which a committee member may hold office.

Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

(6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the next annual general meeting following the date of the member's election and is eligible for re-election, unless that person ceases to be eligible in the intervening period.

### 17) Election of committee members

(1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:

- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

## **18) Secretary**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the committee, and
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## **19) Treasurer**

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) 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.

## **20) Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the next annual general meeting following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or

- (c) is or 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 clause 21
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

## **21) Removal of committee members**

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the 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 committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association 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.

## **22) Committee meetings and quorum**

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the chairperson or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (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 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (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 committee:
  - (a) the chairperson or, in the chairperson's absence, the vice-chairperson is to preside, or

(b) if the chairperson and the vice-chairperson are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

**23) Appointment of association members as committee members to constitute quorum**

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 20 applies.

**24) Use of technology at committee meetings**

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**25) Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of a member or members of the association that the committee thinks fit, the exercise of any of the functions of the committee that are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the 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 clause 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 clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the 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 clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

**26) Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the 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 clause 22 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

### **Part 3 General meetings**

#### **27) Annual general meetings - holding of**

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act

#### **28) Annual general meetings - calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the 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 committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

#### **29) Special general meetings - calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and
  - (d) must be lodged with the secretary, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, 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 subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **30) Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, 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 the association, 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 subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (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 clause 26 (2).
- (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.

### **31) Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members—is to be dissolved, and
  - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

### **32) Presiding member**

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

### **33) 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 the association 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 subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **34) Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, 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 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.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **35) Special resolutions**

A special resolution may only be passed by the association in accordance with section 39 of the Act.

### **36) Voting**

- (1) On any question arising at a general meeting of the association, a member has one vote only.
- (2) 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.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

### **37) Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

### **38) Postal or electronic ballots**

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 14).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **39) Use of technology at general meetings**

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **Part 4 Miscellaneous**

### **40) Insurance**

The association may affect and maintain insurance.

### **41) Funds—source**

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **42) Funds—management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes, bank transfers or bills paid and other negotiable instruments must be signed by 2 authorised signatories and reported in the treasurer's report to committee meetings.

### **43) Association is non-profit**

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

This rule 41 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution.

#### **Note.**

Section 5 of the Act defines *pecuniary gain* for the purpose of this clause.

#### **44) Establishment and operation of Gift Fund**

The association must at all times maintain a management account (Gift Fund) to identify and record

- a) Gifts of money or property, and
- b) Any money received by the company because of those gifts

#### **45) Loss of DGR status**

If the association ceases to be endorsed as a deductible gift recipient under Subdivision 30-BA of the ITA A97, any surplus assets of the Gift Fund must be transferred to an institution, as decided by the Committee

- a) That is charitable at law
- b) Whose constitution prohibits distribution or payments to its members and directors (if any) and

To which gifts can be deducted under Division 30 of the ITA A97 characterised as a health promotion charity.

#### **46) Distribution of property on winding up of association**

If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- \* gifts of money or property for the principal purpose of the organisation
- \* contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- \* money received by the organisation because of such gifts and contributions

Additionally,

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

#### **Note.**

Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

#### **47) Change of name, objects and constitution**

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

#### **48) Custody of books etc**

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

#### **49) Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records, books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

#### **50) Service of notices**

- (1) For the purpose of this constitution, 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 pre-paid post to the address of the person, or
  - (c) 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.
- (2) For the purpose of this constitution, 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 on which it is received by the addressee, and
  - (b) 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
  - (c) 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.

#### **51) Financial year**

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

#### **Notes.**

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.

2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.
3. The definitions (1) and (2) have been sourced from [www.mastocytosis.org.au](http://www.mastocytosis.org.au)
4. Membership application can be accessed from the website [www.mastocytosis.org.au/membership](http://www.mastocytosis.org.au/membership) or by contacting the Secretary through the association's email contact.
5. Further information pertaining to the Act and Regulations can be accessed from the NSW Fair Trading website [www.fairtrading.nsw.gov.au/associations-and-co-operatives/associations/association-laws](http://www.fairtrading.nsw.gov.au/associations-and-co-operatives/associations/association-laws)