The Australian Mastocytosis Society (TAMS)

ABN 36 160 974 235

An incorporated association established under the *Associations Incorporation Act 2009* (NSW)

Date of constitution: 9 October 2024

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Objects

The Australasian Mastocytosis Society (TAMS) aims to:

- provide a network for individuals with Mast Cell Activation Disorders (MCADs), primarily Mastocytosis and Mast Cell Activation Syndrome (MCAS), along with associated parents and carers;
- connect patients to medical practitioners and specialists with knowledge of MCADs; and
- 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 the aforementioned MCADs.

TAMS's activities focus around four central pillars: advocacy, education, research and support.

Overview - Mast Cell Activation Disorders (MCADs)

MCADs can be classified as primary, secondary or idiopathic in aetiology.

Primary MCADs are a heterogenous group of disorders, including, cutaneous mastocytosis, systemic mastocytosis, mastocytoma, mast cell leukaemia and monoclonal mast cell activation syndromes (MMAS) which occur due to defective mast cell progenitors, resulting in clonally increased numbers or increased function of mast cells.

Symptoms in patients with primary MCADs relate to effects of the mediators and include flushing, hypotension, gastrointestinal cramping, vomiting, diarrhoea and tachycardia. Contrasting with secondary MCAD, chronic urticaria and angioedema are not common in primary MCAD (including systemic mastocytosis).

Secondary MCADs involve normal mast cell numbers but increased sensitivity to environmental triggers, leading to an exaggerated response to external stimuli. Secondary MCADs include mast cell activation syndrome, diagnosed when tests show normal mast cell numbers but elevated mast cell mediators, or a positive response to relevant treatments, after excluding primary mast cell activation disorders and idiopathic anaphylaxis.

Whether patients are pursuing a diagnosis or management of MCAD, TAMS acknowledges that detecting increases in mast cell mediators can be challenging due to various internal and environmental factors. [1, 2]

Part 1 Preliminary

1. Definitions and interpretations

(1) In this Constitution, unless expressed or implied to the contrary:

association means The Australasian Mastocytosis Society (ABN 36 160 974 235) and otherwise known as “TAMS”.

business day means a day other than a Saturday, Sunday, or a New South Wales or National public holiday, excluding any shut-down period as determined in advance by the association.

committee member means an office-bearer or ordinary committee member.

Committee Skills Matrix means the skills matrix referred to in clause 20

constitution means this constitution, including any amendments.

days means calendar days unless business days are specified.

digital platform means any digital or virtual medium used for communication with or under the supervision of the association, including but not limited to online portals, virtual teleconferencing tools and social media platforms.

exercise a function includes perform a duty.

function includes a power, authority or duty.

general member means a person who has applied for membership, been approved, and paid the association’s annual subscription fee but is not a committee member.

Gift Fund means the gift fund referred to in clause 50.

member means any member of the association.

ordinary committee member means a committee member who is not an office-bearer.

public officer is both the official point of contact for an incorporated association and one of the authorised signatories.

register of members means the register of members maintained under clause 4.

secretary, of the association, means:

(a) the person holding office under this constitution as secretary, or

(b) if no person holds that office the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

special resolution a resolution that has been passed by at least three quarters of the votes cast by members entitled to vote on the resolution, in accordance with section 39 of the Act.

subcommittee means a subcommittee established under clause 24.

surplus property means any property of the association that remains after all liabilities and obligations have been met and is not required for the association's ongoing operations (as set out in section 65 of the Act)

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*.

Note: The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

(2) The Interpretation Act 1987 applies to this constitution as if it were an instrument made under the Act.

Note: The Act, Part 4 deals with various matters relating to the management of associations.

Part 2 Members of Association

2. Membership (general)

(1) An individual is taken to be a general member if:

(a) the person applied to be a member under clause 3(1) and the application has been approved;

(b) the person was 1 of those on whose behalf the application for the association's registration was submitted under clause 6(1)(a); or

(c) the person was:

(i) a member of an unincorporated body or registrable corporation that is, or will be, registered as the association in the future, immediately before the association's registration, or

(ii) they were a member of an association that is, or will be, amalgamated with the association in the future, immediately before the amalgamation.

(2) A person who is not an individual is not eligible to be a member.

3. Membership applications

(1) An application by a person to be a general member must be:

(a) made in writing;

(b) in the form determined by the committee; and

(c) lodged with the association.

(2) The committee may determine that an application may be made or lodged by email or other electronic means.

(3) The secretary, or suitably appointed committee delegate, must refer a membership application to the committee as soon as practicable after receiving the application.

(4) The committee must approve or reject the application but is not required to provide reasons for its decision.

(5) As soon as practicable after the committee has determined the outcome of the application, the secretary, or suitably appointed committee delegate, must:

(a) give the applicant written notice of the decision, via email or other electronic means as determined by the committee; and

(b) if the application is approved - inform the applicant of the requirement to pay the annual subscription fee specified in clause 5 within 28 days of receiving the notice.

(6) The applicant's name will be entered into the register of members upon payment of the annual subscription fee in accordance with clause 3(5)(b).The applicant becomes a member once the applicant's name is entered in the register.

4. Register of members

(1) The Secretary, or suitably appointed committee delegate, must maintain the register of members.

(2) The register:

(a) may be in written or electronic form;

(b) must include, for each member:

(i) the member's full name;

(ii) a residential, postal or email address;

(iii) the date on which the person became a member; and

(iv) if the person ceases to be a member - the date on which the person ceased to be a member; and

(c) must be kept in New South Wales:

(i) at the association's main premises; or

(ii) if the association has no premises - at the association's official address, and

(d) must be available for inspection, free of charge, by members at a reasonable time; and

(e) if kept in electronic form - must be able to be converted to hard copy.

(3) If the register is kept in electronic form, the requirements in clauses 4(2)(c) and 4(2)(d) apply as if a reference to the register is a reference to a current hard copy of the register.

(4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than $1, as determined by the committee, for each page copied.

(5) If a member requests that any information about them (other than first name) not be available for inspection or general member access, it must not be disclosed. This request can be made upon becoming a member for the first time, or when notified of a request for access to the register.

(6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:

(a) the information is used to send the member:

(i) a newsletter;

(ii) a notice for a meeting or other event relating to the association;

(iii) other material relating to the association; or

(iv) it is necessary to comply with a requirement of the Act or the Regulation.

5. Fees and subscriptions

(1) The entrance fee to be paid to the association by a person whose application to be a member has been approved is:

(a) $1; or

(b) another amount determined by the committee.

(2) A member must pay to the association an annual subscription fee of $2, or another amount determined by the committee:

(a) if the member becomes a member on or after the first day of the financial year of the association in a calendar year:

(i) in accordance with clause 3(5)(b); and

(ii) before the first day of the financial year of the association in each subsequent calendar year, or

(b) otherwise - before the first day of the financial year of the association in each calendar year.

(3) The association does not provide members full or partial refunds of their annual subscription if they resign or their membership is terminated prior to the expiry of the then-current membership term.

6. Members' liabilities

(1) The liability of a member to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 5:

(a) the debts and liabilities of the association,

(b) the costs, charges and expenses of the winding up of the association.

7. Member complaints

(1) A member may make a complaint to the committee that another member has:

(a) failed to comply with a provision of this constitution; or

(b) wilfully engaged in conduct detrimental to the interests or optimal functioning of the association, or taken actions which would reasonably be considered to have adverse effects on the association.

(2) The committee may refuse to address a complaint if it considers the complaint to be trivial, vexatious or defamatory. If such a determination is made, the committee is not required to outline the decision-making process to the complainant.

(3) If the committee decides to deal with the complaint, the committee must:

(a) serve notice of the complaint on the member about whom the complaint is made; and

(b) give that member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint; and

(c) consider any submissions made by that member.

(4) The committee may, by resolution, suspend that member's membership for a period of time to be decided by the committee, or expel that member from the association after considering the complaint, if the committee is satisfied that:

(a) the facts alleged in the complaint have been proved; and

(b) the suspension or expulsion is warranted.

(5) If the committee expels or suspends the member, the secretary, or suitably appointed committee delegate, must, within 7 days of that action being taken, give the member written notice of:

(a) the action taken;

(b) the reasons given by the committee for taking the action; and

(c) the member's right of appeal under clause 8.

(6) The expulsion or suspension does not take effect until the later of the following:

(a) the day the period within which the member is entitled to exercise the member's right of appeal expires; or

(b) if the member exercises the member's right of appeal within the period - the day the association confirms the resolution under clause 8.

8. Right to appeal complaint outcomes

(1) A member may appeal against a resolution of the committee under clause 7 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.

(2) The member may include, with the notice of appeal, a statement of the constitutional grounds on which the member intends to rely for the purposes of the appeal.

(3) The secretary must notify the committee that the secretary has received a notice of appeal.

(4) If notified that a notice has been received, the committee must call a general meeting of the association to be held within 28 days of the day the notice was received.

(5) At the general meeting:

(a) no business other than the question of the appeal is to be transacted; and

(b) the member must be given the opportunity to state their case orally or in writing, or both. Information in the statement must:

(i) strictly be confined to the matter being appealed;

(ii) not breach confidentiality agreements or implied confidences that could reasonably harm the association or its business associations; or

(iii) not be personally or commercially defamatory, including defamation of individuals, government entities, industry representatives, or the association itself.

(c) The committee must be given the opportunity to state its case orally or in writing, or both, presenting only facts related to breaches of the constitution or detriment to the association's standard business operations.

(d) The members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(e) If the committee, by a simple majority, deems a member's defence to extend beyond the parameters of the case and its facts:

(i) the committee may issue a warning; and

(ii) if the behaviour persists after the warning, the committee may terminate the meeting without further notice.

(f) The outcome of the appeal is to be determined by a majority of votes cast by the members.

9. Right to terminate membership

(1) The committee has the authority to terminate the membership of any member if, after review, there is sufficient evidence that the member is:

(a) acting in a defamatory, abusive, or unethical manner;

(b) jeopardising or likely to jeopardise the reputation of the association;

(c) engaging in conduct prejudicial to the association's effective operation;

(d) using the association's standing, digital platforms, or its community to address matters beyond its scope or for purposes not aligned with its objectives;

(e) negatively affecting other members; or

(f) the action is deemed liable.

(2) The decision to terminate a membership must be made by a special majority of the committee and be based on reasonable evidence that justifies such action.

10. Resolution of internal disputes

(1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* (NSW) for mediation:

(a) a dispute between two or more members, in their capacity as members, related to constitutional matters or the general functions of the association; or

(b) a dispute between 1 or more members and the association.

(2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.

(3) The *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration.

11. Membership entitlements not transferable

(1) A right, privilege or obligation that a person has because the person is a member:

(a) cannot be transferred to another person; and

(b) terminates once the person ceases to be a member.

12. Membership entitlements not transferable

(1) A right, privilege or obligation that a person has because the person is a:

(a) cannot be transferred to another person; and

(b) terminates once the person ceases to be a member.

13. Member resignation

(1) A general member may, without notice, resign from being a member by giving the secretary written notice of the intention to resign.

(2) A general member's resignation takes effect immediately. Within 7 days of the resignation the association must remove the former member from the register.

14. Cessation of membership

(1) A person ceases to be a member if the person:

(a) dies;

(b) resigns from being a member;

(c) is expel from the association; or

(d) fails to pay the annual subscription fee payable under clause 5(2) within 3 months of the due date.

Part 3 Committee

Division 1: Constitution

15. Functions of committee

(1) 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;

(b) may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in general meeting; and

(c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.

16. Composition of committee

(1) The committee must have 7 members, as elected in accordance with clause 17, consisting of:

(a) the following office-bearers:

(i) the chair;

(ii) the vice-chair;

(iii) the secretary;

(iv) the treasurer; and

(b) at least 3 ordinary committee members.

Note - The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.

(2) An office-bearer may hold up to 2 offices, other than both the offices of chair and vice-chair.

17. Election of committee members

(1) Any member (in accordance with clause 18) may be nominated as a candidate for election as an office-bearer or ordinary committee member.

(2) The nomination must be:

(a) made in writing to the committee with selection criteria, express conflict of interest declaration and any other documents prescribed by the committee;

(b) signed by at least 2 members, not including the candidate, and including at least 1 committee member;

(c) accompanied by the written consent of the candidate to the nomination; and

(d) given to the secretary at least 7 days before the date fixed for the annual general meeting at which the election is to take place.

(3) If insufficient nominations are received to fill all vacancies:

(a) the candidates nominated are taken to be elected; and

(b) a call for further nominations must be made at the meeting.

(4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the committee member presiding over the meeting.

(5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.

(6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.

(7) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

18. Eligibility for appointment to the committee

(1) A person is not eligible for election at a general meeting of the association unless:

(a) the person is a paid member at the time of their nomination;

(b) has not resigned or been expelled from the association within the past twelve months;

(c) has not been disqualified from involvement with not-for-profit organisations within the prior five years;

(d) the person is generally regarded as of sound mind, physically and mentally capable of performing the functions of a committee member;

(e) the committee has determined that the person:

(i) has suitable qualifications and experience which will enable them to effectively participate as a committee member; and

(ii) satisfies the skill and diversity requirements set out in the Committee Skills Matrix;

(f) the person is free from any business or other personal or political relationship or agenda that could materially interfere (or could reasonably be perceived to materially interfere) with the independent exercise of that person's judgement; and

(g) except for a person eligible for re-election (per clause 19) of a person recommended for election as a committee member by the committee, a nomination signed by the person has been lodged with the secretary at least 7 business days, but no more than 21 business days, before the meeting.

19. Terms of office

(1) Subject to this constitution, a committee member holds office from the day they are elected until immediately before the next annual general meeting.

(2) A member is eligible, if otherwise qualified per clauses 17 and 18, for re-election and there is no limit on the number of consecutive terms for which a committee member may hold office.

(3) A committee member may resign from being a committee member by giving the secretary written notice of at least 10 business days, or another period determined by the committee, of the intention to resign in which case:

(a) the committee member ceases to be a committee member on the expiration of the notice period; and

(b) in accordance with section 28(5) of the Act, the committee member must deliver all documents in their possession that belong to the association to the public officer within 14 days of vacating office, for transfer to their successor.

20. Committee Skills Matrix

(1) To ensure the committee has the right mix of qualifications, experience, expertise and diversity, the association will maintain a Committee Skills Matrix. This matrix will outline:

(a) the experience, expertise and personal attributes required or desired of committee members;

(b) the mix of qualifications, experience, expertise and diversity required for the committee as a whole.

(2) The Committee Skills Matrix will be:

(a) referred to by the committee when filling casual vacancies;

(b) referred to prior to general meetings by the committee when assessing new nominations.

(3) The Committee Skills Matrix will be reviewed by the committee for necessary updates annually, or as often as deemed necessary by the committee.

21. Vacancies in office

(1) A casual vacancy in the office of a committee member arises if the member:

(a) dies;

(b) ceases to be a member;

(c) resigns from office by written notice given to the secretary (per clause 13);

(d) is removed from office by the association under this clause;

(e) is absent from 3 consecutive meetings of the committee without the consent of the committee;

(f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);

(g) is prohibited from being a director of a company under the *Corporations Act 2001* (Cth), Part 2D.6;

(h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months; or

(i) becomes a mentally incapacitated person.

(2) The association in general meeting may, by resolution:

(a) remove a committee member from office at any time; and

(b) appoint another member to hold office for the balance of the committee member's term of office.

(3) A committee member to whom a proposed resolution referred to in clause 21(2) relates may:

(a) give a written statement, of a reasonable length, to the chair or secretary; and

(b) request that the committee send a copy of the statement to each member at least 7 days before the general meeting at which the proposed resolution will be considered.

(4) If the committee fails to send a copy of a statement received under clause 21(3)(a) to each member in accordance with a request made under clause 21(3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.

(5) The committee may appoint a member to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.

(6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

22. Secretary

(1) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the association specifying the secretary's address.

(2) The secretary must keep minutes of:

(a) all elections of committee members;

(b) the names of committee members present at a meeting of the committee or a general meeting; and

(c) all proceedings at committee meetings and general meetings.

(3) The minutes must be:

(a) kept in written or electronic form; and

(b) for minutes of proceedings at a meeting - signed, in writing or by electronic means, by:

(i) the committee member who presided at the meeting; or

(ii) the committee member presiding at the subsequent meeting.

23. Treasurer

(1) The treasurer of the association must ensure:

(a) all money owed to the association is collected;

(b) all payments authorised by the association are made; and

(c) correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities.

24. Delegation to subcommittees

(1) The committee may:

(a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions; and

(b) appoint 1 or more members to be the members of the subcommittee.

(2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:

(a) this power of delegation, or

(b) a duty imposed on the committee by the Act or another law.

Note: The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

Division 2: Procedure

25. Committee meetings

(1) The committee must meet at least three times within each 12-month period, at a location and time determined by the committee, including via suitable electronic means able to accommodate secret electronic ballots.

(2) Additional meetings of the committee may be called by any committee member.

(3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

Note: The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

26. Notice of committee meeting

(1) The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.

(2) The notice must describe the general nature of the business to be transacted at the meeting.

(3) The only business that may be transacted at the meeting is:

(a) the business described in the notice; and

(b) business that the committee members present at the meeting unanimously agree is urgent business.

27. Quorum

(1) The quorum for a meeting of the committee is 3 committee members.

(2) No business may be transacted by the committee unless a quorum is present.

(3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:

(a) to the same place; and

(b) to the same time of the same day in the following week.

(4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

(5) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members as committee members to enable the quorum to be constituted.

(6) A committee member appointed under clause 27(5) holds office, subject to this constitution, until the next annual general meeting.

(7) This clause does not apply to the filling of a casual vacancy to which clause 21 applies.

Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

28. Presiding committee member

(1) The following committee member presides at a meeting of the committee:

(a) the chair;

(b) if the chair is absent - the vice-chair; or

(c) if both the chair and vice-chair are absent - 1 of the members present at the meeting, as elected by the other members.

(2) The committee member presiding at the meeting has:

(a) a deliberative vote; and

(b) in the event of an equality of votes - a second or casting vote.

29. Voting

(1) A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee

30. Acts valid despite vacancies or defects

(1) Subject to clause 27(1), the committee may act despite there being a casual vacancy in the office of a committee member.

(2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

31. Transaction of business outside meetings or by telephone or other means

(1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.

(2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.

(3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

(4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:

(a) the approval of a resolution under clause 31(2); and

(b) a meeting held in accordance with clause 31(3).

(5) A resolution approved under clause 31(2) must be recorded in the minutes of the meetings of the committee.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

Part 4 General meetings of association

32. Annual general meetings

(1) The association must hold the association's first annual general meeting within 18 months of the day the association was registered under the Act.

(2) The association must hold subsequent annual general meetings within:

(a) 6 months of the last day of the association's financial year; or

(b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).

(3) Subject to the Act and clauses 32(1) and 32(2), the annual general meeting is to be held at the place and time determined by the committee.

(4) The business that may be transacted at an annual general meeting includes the following:

(a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting;

(b) receiving reports from the committee on the association's activities during the previous financial year;

(c) electing office-bearers and ordinary committee members; and

(d) receiving and considering financial statements or reports required to be submitted to members under the Act.

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held.

33. Special general meetings

(1) The committee may call a special general meeting whenever the committee thinks fit.

(2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.

(3) The request:

(a) must be in writing;

(b) must state the constitutional purpose of the meeting;

(c) must be signed by the members making the request;

(d) may consist of more than 1 document in a similar form signed by 1 or more members;

(e) must be lodged with the secretary; and

(f) may be in electronic form and signed and lodged by electronic means.

(4) The committee may decline a request for a special general meeting and is not required to notify members of the request on the grounds that:

(a) the request addresses issues that are political, personal or otherwise fall outside the scope of the association's constitution; or

(b) the request is determined to be:

(i) frivolous, vexatious or defamatory in nature;

(ii) based on repeated requests on issues previously addressed;

(iii) lacking relevance to matters appropriate for consideration at general meetings or otherwise not valid to be put to members; or

(iv) reasonably considered to unjustifiably damage or unduly bring into question the reputation of the association.

(5) If the committee fails to call a special general meeting within 1 month of the request being lodged without reason (per clause 33(4)) 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.

(6) A special general meeting held under clause 33(5) must be conducted, as far as practicable, in accordance with the following requirements:

(a) notice to members must be established using only the member register (per clause 4);

(b) only members are eligible to attend and vote at the meeting; and

(c) the meeting must follow the same record-keeping practices as a general meeting called by the committee, including maintaining a record of attendees and vote count.

34. Meeting request appeals

(1) Members whose requests made under clause 33(3) have been declined under clause

33(4) have the right to appeal the committee's decision.

(2) Appeals must be submitted in writing within 7 days of receiving the committee's decision and signed by all members responsible for the initial request.

(3) The committee will make a final decision within 28 days of receiving the appeal and all associated documentation.

35. Notice of general meeting

(1) The secretary must give each member notice of a general meeting:

(a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting; or

(b) otherwise - at least 14 days before the meeting.

(2) The notice must specify:

(a) the place and time at which the meeting will be held;

(b) the nature of the business to be transacted at the meeting;

(c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed; and

(d) for an annual general meeting - that the meeting to be held is an annual general meeting.

(3) The only business that may be transacted at the meeting is:

(a) the business specified in the notice; and

(b) for an annual general meeting - business referred to in clause 32(4).

(4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.

(5) If the secretary receives a notice under clause 35(4), the secretary must specify the nature of the business in the next notice calling a general meeting.

36. Quorum

(1) The quorum for a general meeting is 5 members entitled to vote under this constitution.

(2) No business may be transacted at a general meeting unless a quorum is present.

(3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:

(a) if called on the request of members - is dissolved; or

(b) otherwise - is adjourned:

(i) to the same time of the same day in the following week; and

(ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.

(4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.

37. Adjourned meetings

(1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place

(2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place

(3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:

(a) the time and place at which the adjourned meeting will be held; and

(b) the nature of the business to be transacted at the adjourned meeting.

38. Presiding member

(1) The following member presides at a general meeting:

(a) the chair;

(b) if the chair is absent - the vice-chair; or

(c) if both the chair and vice-chair are absent - 1 of the members present at the meeting, as elected by the other members.

(2) The member presiding at the meeting has:

(a) a deliberative vote; and

(b) in the event of an equality of votes - a second or casting vote.

39. Voting

(1) A member is only entitled to vote at a general meeting if they:

(a) are at least 18 years of age;

(b) have paid all money owed by the member to the association;

(c) are not suspended; and

(d) are not excluded due to a declared conflict of interest.

(2) Each member has 1 vote, except as provided by clause 38(2)(b).

(3) A question raised at the meeting must be decided by:

(a) a physical or digital show of hands;

(b) if clause 41 applies - an appropriate method as determined by the committee; or

(c) a written ballot, but only if:

(i) the member presiding at the meeting moves that the question be decided by ballot

(4) If a question is decided using a method referred to in clause 39(3)(a) or 39(3)(b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:

(a) a declaration by the member presiding at the meeting; or

(b) an entry in the association's minute book.

(5) A written ballot must be conducted in accordance with the directions of the member presiding.

(6) A member cannot cast a vote by proxy.

40. Postal, electronic or combined ballots

(1) The association may hold a postal, electronic or combined ballot, as determined by the committee, to decide any matter other than an appeal under clause 8.

(2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

41. Transaction of business outside meetings or by telephone or other means

(1) The association may transact its business by the circulation of papers, including by electronic means, among all members.

(2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.

(3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member eligible to speak on a matter can be heard by the other members.

(4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:

(a) the approval of a resolution under clause 41(2); or

(b) a meeting held in accordance with clause 41(3).

(5) A resolution approved under clause 41(2) must be recorded in the minutes of the meetings of the association.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

Part 5 Administration

42. Change of name, objects or constitution

(1) An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:

(a) the public officer; or

(b) a committee member.

43. Funds

(1) Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:

(a) the entrance fees and annual subscription fees payable by members;

(b) donations;

(c) other sources as determined by the committee.

(2) Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way that the committee determines.

(3) As soon as practicable after receiving money, the association must:

(a) deposit the money, without deduction, to the credit of the association's authorised deposit-taking institution account; and

(b) issue a receipt for the amount of money received to the person from whom the money was received.

(4) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

Note: The Act, section 36 provides for the appointment of authorised signatories.

44. Insurance

(1) The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

45. Non-profit status

(1) Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member.

Note: See the Act, section 40.

46. Service of notices

(1) For the purposes of this constitution, a notice may be given to or served on a person:

(a) by delivering the notice to the person personally;

(b) by sending the notice by pre-paid post to the address of the person; or

(c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.

(2) A notice is taken to have been given to or served on a person, unless the contrary is proved:

(a) for a notice given or served personally - on the date on which the notice is received by the person;

(b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post; or

(c) for a notice sent by electronic transmission:

(i) on the date the notice was sent; or

(ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

47. Custody of records and books

(1) 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 association's main premises, in the custody of either of the following persons, as determined by the committee:

(i) the public officer; or

(ii) a member; or

(b) if the association has no premises - at the association's official address, in the custody of the public officer.

48. Inspection of records and books

(1) The following documents must be available for inspection, free of charge, by members at a reasonable time:

(a) this constitution;

(b) minutes of committee meetings and general meetings of the association; and

(c) records, books and other documents relating to the association.

(2) A member may inspect a document referred to in clause 48(1):

(a) in hard copy; or

(b) in electronic form, if available.

(3) A member may obtain a hard copy of a document referred to in clause 48(1) on payment of a fee of not more than $1, as determined by the committee, for each page copied.

(4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause 48:

(a) that relates to confidential, personal, commercial, employment or legal matters; or

(b) if the committee considers it would be prejudicial to the interests of the association for the member to do so.

49. Financial year

(1) The association's financial year is:

(a) the period 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, commencing on 1 July and ending on the following 30 June.

Note: The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the Associations Incorporation Act 1984.

50. Gift Fund operation

(1) 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 association because of those gifts.

51. Deductible Gift Recipient revocation

(1) If the association ceases to be endorsed as a deductible gift recipient under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) (**ITAA97**), 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

(c) to which gifts can be deducted under Division 30 of the ITAA97 characterised as a health promotion charity.

52. Distribution of property on winding up

(1) Subject to the Act and the Regulation and clause 51, in a winding up of the association, the surplus property of the association must be transferred to another organisation:

(a) with similar objects; and

(b) which is not carried on for the profit or gain of the organisation's members.

References:

1. The Australasian Mastocytosis Society. Available at: www.mastocytosis.org.au
2. Australasian Society of Clinical Immunology and Allergy. "Testing for Mast Cell Activation Disorders and Syndrome" (April 2024). Available at: https://www.allergy.org.au/hp/papers/testing-for-mast-cell-activation-disorders-and-syndrome