

**ASSOCIATION FOR
THE BLIND OF WA (INC.)**

CONSTITUTION

Endorsed by Members of the Association for the Blind
at a Special General Meeting held 4 May 2000.

1. NAME

The name of the incorporated Association shall be:

Association for the Blind of Western Australia (Incorporated)

herein referred to as "the Association" and being the amalgamation of two former organisations namely Braille Society for the Blind of Western Australia (Incorporated) and the Guide Dogs for the Blind Association (Incorporated).

2. OBJECTS

2.1 The objects of the Association are to maximise the quality of life of West Australians who are blind or vision impaired, by:

- (a) establishing, financing and maintaining facilities and services to enable blind and vision impaired persons in Western Australia to maximise their quality of life as members of the general community of Western Australia;
- (b) providing services which develop skills, promote well being, independence and community participation, and which facilitate access to services and information for people who are blind or vision impaired; and
- (c) conducting community education and advocacy programs in consultation with consumers and with or independently of government and other organisations designed to create an environment free of social, attitudinal, institutional and physical barriers for people with vision impairments.
- (d) promoting a policy of affirmative action for people who are blind or vision impaired.

3. POWERS

3.1 Solely for furthering the objects of the Association the Association shall have power.

- (a) to purchase, take on lease, exchange, hire, or otherwise acquire any lands, buildings, easements or property, real and personal, or any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Association;

- (b) to subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of this Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property amongst its Members to an extent at least as great as imposed on the Association under or by virtue of the Association's Rules;
- (c) to buy, sell or deal in any kinds of articles, commodities and services, in accordance with State or Federal legislative requirements
- (d) to charge for the provision of services or facilities in accordance with State or Federal legislation.
- (e) subject to approval by not less than a 2/3 majority of the Members of the Board, to charge for the provision of services or facilities used directly by consumers not prescribed by State or Federal legislation.
- (f) to enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association;
- (g) to obtain from any government or authority any rights, privileges and connections which the Association may think desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (h) to appoint, employ, remove or suspend, educate and train such employees as may be necessary or convenient for the purposes of the Association;
- (i) to construct, improve, maintain, demolish, carry out, alter or control houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute to, subsidise, or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (j) to invest, or deal with, money of the Association not immediately required in such manner as may from time to time be thought fit;
- (k) to take, or otherwise acquire, and hold shares, debentures and other security of any company or body corporate;

- (l) to give credit to any person or body corporate; to guarantee and to give guarantees or indemnities for the payment of money or performance of contracts or obligations by any person or body corporate;
- (m) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to secure any monies and further advances borrowed or to be borrowed alone or with others aforesaid by note secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, lien, charge or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay off any such security;
- (n) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (o) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with any or any part of the property and rights of the Association;
- (p) to take or hold mortgages, liens or charges, to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others;
- (q) to take any gift, bequest or property whether subject to any special trust or not for any one or more of the purposes of the Association;
- (r) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the form of donations, annual subscriptions or otherwise,
- (s) to print and publish any newspapers, periodicals, books, leaflets, video tapes or audio tapes or material on the Internet or in any other medium that the Association may think desirable for the promotion of its purposes;
- (t) to amalgamate with any one or more incorporated associations having objects together or in part similar to those of the Association and which prohibit the distribution of its or their income and the property amongst its or their Members to an

extent at least as great as that imposed upon the Association under or by virtue of the Association's Rules;

- (u) to purchase or otherwise acquire or take all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (v) to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (w) to make donations for charitable or community purposes;
- (x) to indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated association become liable to pay any amount of damages or otherwise;
- (y) to hold in the capacity of trustee agent attorney nominee or in any other capacity for or on behalf of any person firm or company corporation undertaking syndicate of persons government or any governmental public or municipal authority or body any real or personal property of any kind whatsoever and any interest or rights therein and including without limiting the generality of the foregoing shares stocks debentures debenture stocks bonds obligations notes securities book debts insurance policies choses in action land buildings mortgages charges licences annuities titles certificates deed and any reversionary or contingent interests in real or personal properties and to act as trustee agent attorney or representative for the sale or purchase of any shares stocks investments or securities in or for any other monetary or mercantile transactions;
- (z) to do all such things as are incidental or conducive to the attainment of the Association's objects and the exercise of the powers of the Association

4. MEMBERSHIP

4.1 Membership of the Association is open to:

- persons who are blind or vision impaired.
- family members of persons who are blind or vision impaired.
- individuals with specialist knowledge in the field of blindness or vision impairment.

- Other interested individuals.
- 4.2 A person becomes a member of the Association for the current year by voluntary contribution of such amount and in such manner as shall be determined from time to time by the Board.
- 4.3 A person who in the opinion of the Board has given at least ten years outstanding service to the Association may be appointed by the Board to be a Life Member. Life Members shall not be subject to a membership fee.

5. MEMBERSHIP FEES

- 5.1 Applications for new Membership must be accompanied by payment of the full Membership Fee for the current year.
- 5.2 Membership Fees Renewals shall be payable on the 1st day of July in each year.
- 5.3 Any Member whose Membership Fee is unpaid for three (3) months following the date at which it becomes payable shall cease to be a Member of the Association.

6. BOARD OF DIRECTORS

- 6.1 The affairs of the Association shall be managed by the Board of Directors constituted as provided in Rule 7 hereof.
- 6.2 The Board shall exercise the powers of the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association.
- 6.3 Subject to these Rules, the Associations Incorporation Act 1987 as amended from time to time, and the Regulations under the Act, the Board has the power to perform all such acts and things as appear to the Board to be necessary for the proper management of the business and affairs of the Association.
- 6.4 The Board may delegate its powers to the Executive Committee of the Board, and to the Chief Executive Officer and Managers for the sole purpose of carrying out the daily activities and functions of the Association.

7. COMPOSITION OF THE BOARD

- 7.1 Under normal circumstances the membership of the Board of Directors shall reflect the skills and abilities needed to effectively direct the affairs

of the Association. The Board shall consist of twelve Members of which at least two shall be persons who are blind or vision impaired.

- 7.2 The Board shall meet within one month after the Annual General Meeting each year and at that meeting elect from among its Members a President, two Vice-Presidents and a Treasurer.
- 7.3 The Board may co-opt such persons as it thinks fit to fill any casual vacancy which may occur on the Board.
- 7.4 The Board may co-opt additional persons as it thinks fit to be Members of the Board. Such co-opted Board Members shall not be entitled to vote and shall hold office for such period as determined by the Board, and if no period be determined then until the conclusion of the next Annual General Meeting.
- 7.5 The Board shall have power to appoint Committees to carry out the objects of the Association. Such Committees shall make recommendations to the Board and their delegated authority shall be defined from time to time by the Board. Committee Members shall be appointed for such periods as the Board sees fit and if no period is determined then until the conclusion of the next Annual General Meeting.

8. ELECTION OF THE BOARD

- 8.1 Nominations for election to the Board:
 - (a) may be made by any Member of the Association
 - (b) must be seconded by another Member
 - (c) must be accompanied by the assent of the nominee
 - (d) must be lodged with the Chief Executive Officer at least thirty days before the date of the Annual General Meeting.
- 8.2 Each member of the Board shall hold office for a period of three years from the date of election but in the event of a casual vacancy the Board may appoint a Member to hold office until the next Annual General Meeting. In the event that the vacating Member's term of office would have extended beyond the Annual General Meeting, an election shall be held to fill the remaining term of that Member. The number of Board Members shall not fall below seven.
- 8.3 No Member of the Board may serve more than three consecutive terms.
- 8.4 The office of Board member becomes vacant if the Board member:

- 8.4.1 dies;
- 8.4.2 resigns by notice in writing;
- 8.4.3 is convicted of any indictable offence, with the exception of a spent conviction, including offences under the Association's Incorporation Act 1987
- 8.4.4 is determined by resolution of the majority of Board Members to
 - (a) be mentally or physically incapable of performing his or her duties as a Board Member
 - (b) have been guilty of conduct unbecoming or prejudicial to the interests of the Association and his or her duties as a Board Member.
- 8.4.5 is absent for 3 consecutive meetings unless the Board has granted leave of absence.
- 8.4.6 ceases to be a member of the Association.
- 8.4.7 becomes an insolvent under administration within the meaning of the Bankruptcy Act.

9. PROCEDURES OF THE BOARD

- 9.1 The Board shall, unless otherwise determined by the Board, meet at least six (6) times in each year at such place and such times as the Board may determine.
- 9.2 Special meetings of the Board may be convened by the President or by any seven (7) Members of the Board.
- 9.3 Notice shall be given to Members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.
- 9.4 At least six (6) of the Members of the Board will be deemed to form a quorum for the transaction of the business of a meeting of the Board.
- 9.5 No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a place and time to be determined, unless the meeting was a special meeting in which case it lapses.
- 9.6 At meetings of the Board the President shall preside or if the President is absent, a Vice-President, or failing any of them for any reason, such

one of the remaining Members of the Board as may be chosen by the Members present at the Board meeting.

- 9.7 Each Board Member has a deliberative vote except for any member co-opted under the provisions of Rule 7.4.
- 9.8 A question arising at a Board Meeting shall be decided by a majority of votes but if there is an equality of votes the person presiding at the meeting shall have a deciding vote in addition to his or her deliberative vote.
- 9.9 Where any member of the Board or its committees has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of the Board, or has a conflict of interest in any matter under deliberation that member shall declare such interest or conflict of interest at the meeting and refrain from participating in any discussion or decision relating to the matter.
- 9.10 The Association shall cause to be kept minutes of the resolutions and proceedings of each meeting of the Board in books provided for that purpose together with a record of the names of persons present at each meeting.

10. ANNUAL GENERAL MEETING

- 10.1 The Association shall in each financial year convene an annual general meeting of the Members of the Association.
- 10.2 The President, or in his/her absence, one of the Vice-Presidents, shall preside at each Annual General Meeting of the Association.
- 10.3 If the President and the Vice-Presidents are absent from an Annual General Meeting, the Board Members present shall elect a Board Member to preside at the meeting, failing which the Members present shall be entitled to elect one of their Members to preside at the meeting.
- 10.4 The Annual General Meeting shall be held on such day as the Board determines within four months after the end of the financial year.
- 10.5 The Annual General Meeting of the Association shall be convened by formal notice circulated to all Members and Members of the Board at least twenty one days before the date of the meeting.
- 10.6 The business of the Annual General Meeting shall be:
 - (a) to present the Annual Report and Audited Financial Statements for the previous Financial Year

- (b) to confirm the minutes of the preceding Annual General Meeting held since that meeting.
 - (c) the election of Members of the Board
 - (d) the appointment of an Auditor for the ensuing twelve months.
 - (e) any other business requiring a resolution by the Members providing twenty one days notice has been given to the Chief Executive Officer
 - (f) any other business not requiring a resolution by the Members.
- 10.7 All Members who are present at the Annual General Meeting of the Association shall be entitled to one vote providing that their Membership Fees have been paid more than 30 days before the meeting
- 10.8 Thirty (30) Members personally present, of whom at least six (6) shall be blind or vision impaired, (being Members entitled under these Rules to vote at an Annual General Meeting) constitute a quorum for the transaction of the business of an Annual General Meeting.
- 10.9 No item of business shall be transacted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present during the time when the meeting is considering that item.
- 10.10 Postal voting shall be permitted at an Annual General Meeting on any item for which formal notice has been given pursuant to 10.6 (e) of these Rules and the Chief Executive Officer shall ensure that all members have the opportunity to exercise a postal vote if they wish to do so.
- 10.11 In the case of an equality of votes on any question at an Annual General Meeting the person presiding shall have the casting vote.
- 10.12 The Association shall cause to be kept minutes of the resolutions and proceedings of each Annual General Meeting in books provided for that purpose

11. SPECIAL GENERAL MEETINGS

- 11.1 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 11.2 All aspects of these Rules which apply to notification and conduct of Annual General Meetings shall apply to the notification and conduct of Special General Meetings.

- 11.3 A majority of Members of the Board may, whenever they think fit, convene a Special General Meeting of the Association.
- 11.4 The Board shall within 14 days of receipt of a requisition in writing signed by not less than thirty (30) Members, call for a Special General Meeting of the Association to be held, specifying the business to be transacted.

12. THE FISCAL YEAR OF THE ASSOCIATION

The financial year of the Association shall be from the first day of July to the thirtieth day of June in the succeeding year.

13. CONTROL OF PROPERTY

- 13.1 (a) Any cheque or withdrawal form drawn on the assets of the Association shall be signed by two signatories, who shall be either Members of the Board or authorised members of the Association's staff.
- (b) The Board shall determine at its first meeting following the Annual General Meeting who the authorised signatories shall be for the ensuing year. These authorities shall be recorded as part of the formal minutes of the Board.
- 13.2 All property, both real and personal, respectively, of the Association shall be vested in the Association.

14. APPLICATION OF INCOME AND PROPERTY

The income and property of the Association shall be applied solely toward the promotion of its objects. No portion of the income or property shall be distributed directly to members of the Association, provided that nothing shall prevent the payment in good faith of remuneration to an official or employee of the Association in return for services rendered in the promotion of the purposes or objects of the Association.

15. AUTHORISATION FOR FUND RAISING

No Member of the Association shall raise funds for the Association without the written authority of the President or Chief Executive Officer or the Board.

16. COMMON SEAL

The Common Seal of the Association shall be kept in the custody of the Chief Executive Officer and shall only be affixed to any document by direction of the

Board. Any two Board Members including either the President Vice Presidents or Treasurer shall countersign the affixation of the Common Seal and the Chief Executive Officer shall keep a record of all documents to which the Seal has been affixed.

17. INDEMNITY

- 17.1 This Constitution binds every Member and the Association to the same extent as if every Member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.
- 17.2 No Member of the Board, Officer of the Board, or employee of the Association shall be liable for the acts of any other Member of the Board, Officer of the Board, or employee of the Association, or for any loss or damage or expense suffered or incurred by the Association unless the same is caused by his or her own unlawful wilful act, neglect or default.
- 17.3 Every Member of the Board, Officer of the Board, and employee of the Association shall be indemnified out of the funds of the Association against any losses, costs or expenses incurred by him or her about the discharge of his or her duties, except where such losses, costs and expenses are incurred by his or her own unlawful wilful act, neglect or default.

18. AMENDMENT TO CONSTITUTION

The Constitution may be altered, added to or repealed at the Annual General Meeting or a Special General Meeting of the Members of the Association in a manner consistent with the Association's Incorporations Act through resolution passed by at least 3/4 of the Members present and voting in person or by postal vote. The Notice convening such meeting shall have specified the proposed alterations, additions or repeal of the Constitution.

19. WIND-UP OR DISSOLUTION

- 19.1 The Association may be dissolved or wound up by a special resolution passed at an Annual General Meeting or Special General Meeting.
- 19.2 If upon the dissolution or winding up of the Association there remains, after the satisfaction of all its debts and liabilities and the costs, charges and expenses of the dissolution or winding up, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the Members of the Association, but shall be distributed
- (a) to another incorporated association having objects similar to those of the Association, or

- (b) for charitable purposes, which incorporated association or purposes, as the case may be, shall be determined by resolution of the Members when authorising and directing the Board under Section 33(3) of the Associations Incorporation Act 1987 to prepare a distribution plan for the distribution of the surplus property of the Association.

20. MISCELLANEOUS

- 20.1 The Honorary Treasurer shall supervise the finances of the Association.
- 20.2 The Auditor shall audit the books and accounts of the Association and shall report and certify to the Association the result of such audit and other matters relating thereto.
- 20.3 There shall be a Chief Executive Officer who shall be an employee of the Association who shall conduct the day to day operations of the Association subject to the direction of the Board.
- 20.4 The Chief Executive Officer shall endeavour to ensure that all vision impaired members may vote at General Meetings receive communications in their preferred format.