

The Constitution of Hepatitis SA Inc

9 November 2016



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HEPATITIS SA INCORPORATED

CONSTITUTION

PART 1 - PRELIMINARY

1.0 Name

- 1.1. The name of the association shall be Hepatitis SA Incorporated.

2.0 Objects

- 2.1. The purposes for which Hepatitis SA is established are:

- (a) to provide support and referral for people affected by hepatitis B and hepatitis C in SA;
- (b) to provide information and education on viral hepatitis in order to improve health outcomes and empower people affected by hepatitis B and hepatitis C;
- (c) to provide hepatitis B & C education to organisations and groups;
- (d) to identify and monitor the needs of people affected by hepatitis B and C, and in liaison with appropriate agencies, to develop effective prevention and support strategies that reduce the spread and impact of hepatitis B and C;
- (e) to reduce discrimination and isolation of people affected by hepatitis B and C by promoting responsible community awareness activities;
- (f) to represent the interests of people affected by hepatitis B and C on relevant committees and bodies;
- (g) to encourage, assist and promote health and scientific research into the causes, prevention, treatment and cure of hepatitis B and C and related conditions;
- (h) to receive donations, grants and bequests from persons and institutions including governments, and to raise money to achieve the objects of the organisation; and
- (i) to undertake any other such activities or enter into any such arrangements as are appropriate to the achievement of the objects of the association in relation to hepatitis B and C and related conditions.

3.0 Interpretation

- 3.1. In these rules, except in so far as the context or subject matter indicates or requires:

- (a) "the Board" means the Hepatitis SA Inc. Board of Governance;

- (b) "financial year" means the year ending 30 June;
- (c) "general meeting" means the annual general meeting or a special general meeting;
- (d) "the Act" means the Associations Incorporation Act, 1985;(and amendments)
- (e) "the Regulations" means the Associations Incorporation Regulations
- (f) "Secretary" means —
 - (i) the person holding office under these rules as Secretary of Hepatitis SA
or
 - (ii) where no such person holds that office — the Public Officer of Hepatitis SA
- (g) "Executive" means the Chairperson, Secretary, Treasurer and Senior Employee of Hepatitis SA

3.2. In these rules a reference to a function includes a reference to a power, authority and duty; and a reference to the exercises of a function includes, where the function is a duty, a reference to the performance of the duty.

PART 2- MEMBERSHIP

4.0 Membership Qualifications

4.1. Membership of Hepatitis SA will be open to:

- (a) individual persons who accept and subscribe to the purposes and rules of Hepatitis SA, and
- (b) a body corporate or politic which subscribes to the objects of Hepatitis SA and whose activities, whether in whole or in part, are not inconsistent with those purposes, shall be eligible to be a member of Hepatitis SA on payment of an annual subscription payable under these rules.

4.2. A member which is a body corporate must appoint in writing an individual person as its nominee to exercise all its rights as a member under these rules for so long as he or she remains the nominee, including the right to be elected to any body or position within Hepatitis SA and its Board. A member may change a nominee but a nominee who is elected to any body or position within Hepatitis SA shall not cease to hold office because that person ceases to be a nominee.

5.0 Nomination for Membership

5.1. An application for membership of Hepatitis SA shall be:

- (a) made in writing, and

- (b) in the case of a body corporate, accompanied by the annual subscription, and
 - (c) lodged at the office of Hepatitis SA
- 5.2. A person who has complied with the previous sub-rule becomes a member of Hepatitis SA when the name of the person is entered in the register of members.

6.0 Life Membership

- 6.1. A member of Hepatitis SA may be nominated for and become a Hepatitis SA life member, entitling that person to ongoing honorary membership and full voting rights until notice of resignation or expulsion from Hepatitis SA.
- 6.2. Nominations for Life Membership
- (a) must be tabled at a Board meeting no less than 30 days prior to the annual general meeting;
 - (b) must be endorsed by a majority of those Board members present;
 - (c) and if endorsed by the Board, the passing of a motion at the annual general meeting must approve nominations.

7.0 Cessation of Membership

- 7.1. An individual person ceases to be a member of Hepatitis SA if the person:
- (a) dies;
 - (b) resigns that membership;
 - (c) is expelled from Hepatitis SA; or
 - (d) fails to inform Hepatitis SA of a change of address.
- 7.2. A member who is not an individual person ceases to be a member of Hepatitis SA if the member:
- (a) ceases to exist or is dissolved;
 - (b) resigns that membership;
 - (c) is expelled from Hepatitis SA; or
 - (d) fails to renew their fees.

8.0 Membership Entitlement Not Transferable

8.1. A right, privilege or obligation which applies by reason of being a member:

- (a) is not capable of being transferred or transmitted to another person or member; and
- (b) terminates upon cessation of the person or member's membership.

9.0 Register of Members

9.1. The Public Officer of Hepatitis SA shall establish and maintain a register of members of Hepatitis SA specifying the name and address of each person who is a member of Hepatitis SA.

9.2. The Secretary shall keep the register of members at the principal place of administration of Hepatitis SA.

10.0 Fees, Subscriptions etc

10.1. Membership Fees shall be set by the Board.

10.2. A body corporate member of Hepatitis SA shall pay to Hepatitis SA an annual membership fee.

11.0 Members' Liabilities

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

12.0 Disciplining of Members

12.1. Where the Board is of the opinion that a member of Hepatitis SA:

- (a) has refused or neglected to comply with a provision or provisions of these rules; or
- (b) has wilfully acted in a manner prejudicial to the interests of Hepatitis SA the Board may, by resolution:
 - (i) expel the member from Hepatitis SA; or
 - (ii) suspend the member from the membership for a specified period.

- 12.2. A resolution of the Board under rule 12.1 is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after the service on the member of a notice under rule 12.3, confirms the resolution in accordance with this rule.
- 12.3. Where the Board passes a resolution under the rule 12.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member;
- (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the
 - (c) service of the notice;
 - (d) stating the date, place and time of the meeting;
 - (e) informing the member that he/she may do either or both of the following —
 - (i) attend and speak at the meeting
 - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- 12.4. At a meeting of the Board held as referred to in rule 12.3, the Board shall
- (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Board by the member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- 12.5. Where the Board confirms a resolution under rule 12.4, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 13.
- 12.6. A resolution confirmed by the Board under rule 12.4 does not take effect
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 13.4.

13.0 Right of Appeal of Disciplined Member

- 13.1. A member subjected to discipline under rule 12 may appeal to Hepatitis SA in a general meeting against a resolution of the Board which is confirmed under rule 12.4, within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.

13.2. Upon receipt of a notice from a member under rule 13.1, the Secretary shall notify the Board which shall convene a general meeting of Hepatitis SA to be held within 21 days after the date on which the Secretary received the notice.

13.3. At a general meeting of Hepatitis SA convened under rule 13.2:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

13.4. If at the general meeting of Hepatitis SA passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

14.0 Resolving Disputes between Members

14.1. In the event of a dispute between members in their capacity as members, or between a member and Hepatitis SA, or between a member and the Board or sub-committee, the following procedure shall apply:

- (a) the volunteer or member can raise the matter first with his or her immediate supervisor in order to resolve the dispute informally;
- (b) if this does not resolve the issue, a formal complaint may be made. Any formal complaint must be in writing and addressed to the Chairperson of Hepatitis SA;
- (c) The Secretary shall, on receipt of a written complaint, write to the person making the complaint (the complainant) acknowledging receipt and setting out the course of action that will be followed;
- (d) The Senior Employee will then liaise with the relevant parties named in the complaint within 5 working days of receipt of the complaint. The aim of this initial contact would be to resolve the matter to the satisfaction of the complainant;
- (e) If the complaint is still not resolved by this stage the matter shall be considered at a joint meeting of the parties involved and the Executive of the Board of Hepatitis SA;
- (f) If the matter is not resolved by this stage, it will be considered at the following meeting of the Board or dealt with by a specially convened sub-committee within a further 10 working days. The decision taken by the Board or sub-committee at this stage will be the final decision of Hepatitis SA Inc.

PART 3 - THE BOARD

15.0 Powers etc of the Board

15.1. The Board shall be called the Board of Governance of Hepatitis SA, and Subject to the Act, regulations and these rules and to any resolution passed by Hepatitis SA in a general meeting:

- (a) shall control and manage the affairs of Hepatitis SA;
- (b) may exercise all such functions as may be exercised by Hepatitis SA other than those functions that are required by these rules to be exercised by a general meeting of members of Hepatitis SA, and
- (c) has power to perform all such acts and do all such things as appear to the Board, as defined in the policies and procedures, to be necessary or desirable for the proper management of the affairs of Hepatitis SA.

16.0 Board

16.1. The Board shall consist of no more than 11 members including:

- (a) The office bearers of Hepatitis SA each of whom shall be elected pursuant to rule 17; and
- (b) Up to 6 ordinary members each of whom shall be elected pursuant to rule 17; and
- (c) the Senior Employee of Hepatitis SA, or his, her nominee
- (d) the Board shall have a minimum of 3 members from the affected communities.

16.2. The office-bearers of the association shall be —

- (a) The Chairperson
- (b) The Vice Chairperson
- (c) The Secretary; and
- (d) The Treasurer

Who shall be elected by the members at the Annual General Meeting prior to the election of the remainder of the Board members or failing such election shall be chosen from its members at the next scheduled Board meeting following the Annual General Meeting.

16.3. With the exception of the Senior Employee, one half of the Board members elected or appointed following adoption of the constitution shall be chosen by consensus or by lot to retire or seek re-

nomination or re-election at the first Annual General Meeting following their appointment and thereafter the position of each elected or nominated Board member shall fall vacant on completion of a term of 2 years.

- 16.4. In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a person to fill the vacancy and the person appointed, shall hold office, subject to these rules, until the conclusion of the next Annual General Meeting following the date of the appointment.

All members of the Board shall have full voting rights except where a conflict of interest clearly exists in regard to any issue under consideration.

17.0 Election of Board

- 17.1. A notice shall be sent to all members of Hepatitis SA not later than 21 days prior to the date of the Annual General Meeting calling for nominations for election to the Board.
- 17.2. Nominations shall be in writing addressed to the Secretary and shall be signed by the candidate, the nominator and the seconder, all of whom must be members of Hepatitis SA.
- 17.3. Nominations must be lodged with the Secretary no later than 7 days prior to the date of the Annual General Meeting.
- 17.4. If the number of nominations is equal to the number of vacancies, the members nominated shall be deemed elected.
- 17.5. If the number of nominations is less than the number of vacancies, the members nominated shall be deemed elected, and further nominations will be called for at the Annual General Meeting to fill the remaining vacancies.
- 17.6. If the number of nominations is greater than the number of vacancies, an election shall be held at the Annual General Meeting.
- 17.7. If there is more than one person nominated for any executive position, an election for that position shall be held at the Annual General Meeting.
- 17.8. A member may nominate for any number of positions, but may only fill one such position.

18.0 Chairperson

- 18.1. The duties of the Chairperson shall include::

(a) assisting office bearers in their duties where appropriate;

- (b) chairing and facilitating Board meetings and general meetings of Hepatitis SA
- (c) monitoring decisions and actions made by the Board, helping to ensure such decisions and actions are accomplished

19.0 Vice Chairperson

19.1. The duties of the Vice Chairperson shall be:

- (a) to act as Chairperson during the absence or incapacity of the Chairperson;
- (b) to carry out such functions as delegated by the Chairperson.

20.0 Secretary

20.1. The duties of the Secretary shall be to ensure a record is kept of:

- (a) all appointments of office-bearers and members of the Board
- (b) the names of members of the Board present at a Board meeting
- (c) all proceedings at Board meetings and general meetings

21.0 Treasurer

21.1. The duties of the Treasurer shall be to ensure that:

- (a) all money due to Hepatitis SA is collected and received and that all payments authorised by Hepatitis SA are made;
- (b) correct books and accounts are kept showing the financial affairs of Hepatitis SA including full details of all receipts and expenditure connected with the activities of Hepatitis SA.

22.0 Casual Vacancies

22.1. For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies;
- (b) ceases to be a member of Hepatitis SA;
- (c) does not provide a National Police Check, deemed to be satisfactory by the Chairperson, (or in the case of the Chairperson, deemed to be satisfactory by the Vice Chairperson), within a reasonable time, usually 3 months, of election / appointment;

- (d) resigns office by notice in writing to the Secretary;
- (e) without the leave of the Board, is absent at or within 30 minutes of the advertised time of 3 consecutive ordinary meetings of the Board.

23.0 Removal of Board of Governance Member

- 23.1. Hepatitis SA in a general meeting may by resolution remove any member of the Board from office before the expiration of the member's term of office. Hepatitis SA may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 23.2. Where a member of the Board to whom a proposed resolution referred to in previous sub rule 23.1 makes representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of Hepatitis SA, the Secretary or Chairperson may send a copy of the representations to each member of Hepatitis SA or, if they 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.

24.0 Pecuniary Interest

- 24.1. No person who is in receipt of any fee or honorarium from the association, or who has any other pecuniary interest for services rendered to the association, shall be eligible to be a member of the Board, except for the Senior Employee and volunteers of the Board who may from time to time be paid for casual work at Hepatitis SA according to the Hepatitis SA's Volunteer Policy and for their work as part of Hepatitis SA's Positive Speaker Forum. All monies paid to any member of the Board must be declared in the financial statements at the Annual General Meeting.
- 24.2. The Senior Employee and volunteers paid by Hepatitis SA will have no voting rights regarding decisions that directly or indirectly benefit their pecuniary interests as this is a conflict of interest.

25.0 Meetings and Quorum

- 25.1. The Board shall meet at least 6 times in each financial year at such place and time as the Board may determine.
- 25.2. Any office bearer or any 3 members of the Board may convene additional meetings of the Board.
- 25.3. Written notice of ordinary meetings of the Board shall be given by the Secretary to each member of the Board at least 7 days before the time appointed for the holding of the meeting and shall include the date, time and place of the meeting.

- (a) Notice of special meetings of the Board shall be given orally or in writing to each member of the Board at least 48 hours (or such lesser period as may be unanimously agreed by the members of the Board) before the time appointed for the holding of the meeting.
- (b) Notice of a special Board meeting given under paragraph 25.3(a) shall, specify the general nature of the business to be transacted at the meeting, except business which three quarters of those Board members present at the meeting agree to treat as urgent business.

25.4. Any 5 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

25.5. No business shall be transacted by the Board 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 will be dissolved.

25.6. The Chairperson shall preside at meetings of the Board, or, if the Chairperson is absent or unwilling to preside, the Vice-Chairperson will preside.

25.7. If neither the Chairperson or the Vice Chairperson is able or willing to preside at a meeting of the Board, the Board shall elect from amongst its members who are elected members of the Board a person to chair the meeting of the Board.

26.0 Delegation by the Board to a Sub-Committee

26.1. The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such members of Hepatitis SA and other people as the Board deems fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:

- (a) this power of delegation;
- (b) a function that is a duty imposed on the Board by the Act or by any other law.

26.2. A function of the exercise which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

26.3. A delegation under this section may be made subject to such conditions or limitations as may be specified in the instrument of delegation.

26.4. Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.

26.5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.

26.6. The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.

26.7. A sub-committee may meet and adjourn, as it thinks proper.

27.0 Voting and Decisions at Board Meetings

27.1. All elected or co-opted members of the Board shall have full voting rights except where a conflict of interest exists in regard to any issue under consideration.

27.2. Questions arising at a meeting of the Board or of any sub-committee shall be determined by a consensus of members present at the Board or sub-committee and in the event that a consensus cannot be reached within a reasonable time then by the majority of the votes of members of the Board or sub-committee present at the meeting; except as provided in subrule 25.4(b).

27.3. Each member present at a meeting of the Board or any sub-committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

27.4. Provided a quorum is present the Board may act notwithstanding any vacancy on the Board.

27.5. Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

PART 4 - GENERAL MEETINGS

28.0 Annual General Meetings — Holding of

28.1. Hepatitis SA shall, at least once in each calendar year and within the period of 5 months after the end of each financial year of the association convene an Annual General Meeting of its members.

29.0 Annual General Meetings — Calling of and Business at

29.1. The Annual General Meeting of Hepatitis SA shall, subject to the Act and to the previous rule, be convened at such a time and place as the Board sees fit.

29.2. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

- (a) to confirm the minutes of the last preceding Annual General Meeting, and the business of any Special General Meeting held since that meeting;
- (b) to receive from the Board reports upon the activities of Hepatitis SA during the preceding financial year;
- (c) to receive the declaration of the election of the members of the Board; and
- (d) to receive and consider the accounts, together with the auditor's report on the accounts, the Board Statement and the Board Report which are required to be submitted to members
- (e) to appoint a person to be auditor of the association, who shall hold office until the next Annual General Meeting, when he/she is eligible for re-appointment. If an auditor is not appointed at the Annual General Meeting, the Board shall appoint an auditor for the current financial year.

29.3. An Annual General Meeting shall be specified as such in the notice convening it.

30.0 Special General Meetings — Calling of

30.1. The Board may, whenever it thinks fit, convene a Special General Meeting of Hepatitis SA.

30.2. The Board shall, on the requisition in writing of not less than 50 members or 10% of the total number of members whichever be the lesser, convene a Special General Meeting of Hepatitis SA

30.3. A requisition of members for a Special General Meeting:

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the members making the requisition;
- (c) shall be lodged at the office of Hepatitis SA; and
- (d) may consist of several documents in a similar form, each signed by one or more members making the requisition.

30.4. If the Board fails to convene a Special General Meeting to be held within 6 weeks after the date on which a requisition of members for the meeting is lodged at the office of Hepatitis SA, 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.

30.5. A Special General Meeting convened by a member or members as referred to in the previous sub rule shall be convened as nearly as practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by Hepatitis SA for any expense so incurred.

31.0 General Meetings - Notice of

- 31.1. Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of Hepatitis SA, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by post or email to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 31.2. Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of Hepatitis SA, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in the previous sub rule specifying, in addition to the matter required under that sub rule, the intention to propose the resolution as a special resolution.
- 31.3. No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business that may be transacted pursuant to rule 29.2.
- 31.4. A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

32.0 General Meetings - Procedure

- 32.1. No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 32.2. A minimum of 20 members of Hepatitis SA or 5% of the total number of members present (whichever is the lesser) such members being entitled under these rules to vote at a General Meeting, constitute a quorum for the transaction of the business of a General Meeting.
- 32.3. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the members present (being not less than 5) shall constitute a quorum.

33.0 Presiding Member at General Meeting

- 33.1. The Chairperson shall preside at each General Meeting of Hepatitis SA.
- 33.2. If the Chairperson is absent from the General Meeting or unwilling to act, the Vice Chairperson shall preside, or, if the Vice Chairperson is absent, or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

34.0 Adjournment of General Meeting

- 34.1. The Chair 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 34.2. Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of Hepatitis SA stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 34.3. Except where provided in the previous sub rule, 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.

35.0 Making Decisions

- 35.1. A question arising at a General Meeting of Hepatitis SA shall be determined on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded by the Chairperson or at least three members present in person or by proxy.
- 35.2. Where a poll is demanded at a General Meeting, the poll shall be taken:
 - (a) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of adjournment;
 - (b) in any other case, in such matters and at such time before the close of the meeting as the Chair directs.

The resolution of the poll on the matter shall be determined to be the resolution of the meeting.

36.0 Special Resolution

- 36.1. A resolution of Hepatitis SA is a special resolution if it is passed by a majority which comprises not less than three quarters of such members of Hepatitis SA as, being entitled under these rules to do so, vote in person or by proxy at a General Meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

37.0 Voting

- 37.1. Upon any question scheduled for or arising at a general meeting of Hepatitis SA, a member has one vote only.
- 37.2. A member may vote in person or by proxy:

- (a) a proxy shall be in writing and shall bear the signature of the person giving the proxy;
- (b) a member wishing to vote by proxy shall appoint the Secretary or any member entitled to vote as their proxy provided that the person appointed has not already been appointed as proxy for more than two other members;
- (c) proxies shall be lodged at the office of Hepatitis SA not later than the day before any meeting at which it is proposed to exercise such proxies and the Secretary shall keep a register of such proxies;
- (d) a proxy may specify the circumstances under which it shall be exercised and the vote shall be cast;
- (e) a person issuing a proxy may cancel it or from time to time vary the proxy by notice in writing lodged with the Secretary; and
- (f) notwithstanding that a proxy has been issued, a person may attend a meeting and exercise a personal vote provided that the person presiding at the meeting is notified prior to the casting of any such vote in which case the proxy shall not be exercised.

37.3. Except as provided in this section, no individual person being a member of Hepatitis SA shall exercise more than one vote at any general meeting or other meeting of Hepatitis SA or its committees.

37.4. In the case of an equality of votes on a question at a General Meeting, the question shall be resolved in the negative.

37.5. A body corporate 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.

PART 5 - MISCELLANEOUS

38.0 Public Officer – appointment of

38.1. The Board shall appoint a Public Officer who shall notify the Office of Consumer and Business Affairs of such appointment and who shall file such other returns and notices as shall be required by law. The Public Officer shall hold office until another person is appointed to the position by the Board of Governance

39.0 Insurance

39.1. Hepatitis SA shall effect and maintain a public liability insurance policy for not less than \$10 million.

39.2. In addition to the insurance required under the previous sub rule Hepatitis SA may effect and maintain other insurance.

40.0 Funds Source

40.1. The funds of Hepatitis SA shall be derived from annual subscriptions of body corporate members, grants and donations, and such other sources as the Board determines.

41.0 Funds Management

41.1. Subject to any resolution passed by the association in a General Meeting, the funds of Hepatitis SA shall be used in pursuance of the objects of Hepatitis SA in such manner as the Board determines.

41.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two persons being authorised to do so by the Board.

42.0 Alteration of Purpose and Rules

42.1. The statement of purposes and these rules may be altered, rescinded or added to only by a special resolution of Hepatitis SA.

43.0 Common Seal

43.1. The common seal of Hepatitis SA shall be kept by the Senior Employee in a secure place as determined by the Board.

43.2. The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two members of the Board, or one member of the Board and that of the Public Officer.

44.0 Custody of Books

44.1. Except as otherwise provided by these rules, books and other documents relating to the organisation shall be kept under the care and control of the Senior Employee in a place determined by the Executive.

45.0 Inspection of Books

45.1. The records, books and other documents of Hepatitis SA shall be open to inspection by members of Hepatitis SA except where it can be shown such inspection breaches confidentiality and legitimate needs for privacy as determined by the Board.

46.0 Service of Notices

46.1. Any notice to a member required by these rules is sufficient if posted, faxed, sent by email or delivered to the last address of that member notified in writing to the Secretary.

46.2. Notice to a member is deemed to have been received:

- (a) if sent by post, on the second working day after it was posted; and
- (b) if faxed or sent by email on a business day, at the notified time of transmission, and if not on a business day, on the first business day after transmission, unless receipt is earlier acknowledged.

47.0 Patrons

47.1. The Board shall have the power to appoint a person or persons to be patrons of Hepatitis SA Patrons, unless they are members of Hepatitis SA, shall have no voting or other rights in the organisation.

48.0 Prohibition of Distribution to Members

48.1. The income and property of Hepatitis SA must be used and applied solely to the promotion of its purposes and the exercise of its power as set out in these rules.

48.2. No portion of the income or property of Hepatitis SA may be distributed directly or indirectly to or amongst the members of Hepatitis SA.

48.3. Nothing in the rules prevents the payments in good faith to a member:

- (a) of interest on money lent to Hepatitis SA, or owing to that member;
- (b) of payment for work done by any officer or employee of Hepatitis SA;
- (c) or other person for services actually performed for Hepatitis SA;
- (d) or out of pocket expenses, money lent, reasonable and proper charges for the hire of goods by Hepatitis SA, reasonable and proper rent for premises let to Hepatitis SA or the provision

of services to the member, to which that member would be entitled in accordance with the purposes if that person were not a member.

49.0 Winding Up

49.1. If Hepatitis SA is wound up, the assets remaining after satisfying all liabilities must not be paid or distributed amongst the members, but must be transferred to an institution or institutions:

- (a) having similar purposes to those of Hepatitis SA;
- (b) which prohibits or prohibit the distribution of its or their income amongst members to an extent at least as great as is imposed on Hepatitis SA under or by virtue of this rule and the following rule;
- (c) which is determined in accordance with a special resolution at a General Meeting of Hepatitis SA, or, in the absence of such a resolution, by the Registrar of Incorporated Associations; and
- (d) which is referred to in a table in section 78(4) of the Income Tax Assessment Act 1936.

50.0 Validation of Acts of Board Committees

50.1. If it is afterwards discovered:

- (a) that there was some defect in the appointment or selection of a person as a member of the Board of Governance or sub-committee; or
- (b) that a person so appointed or elected was ineligible;

It shall be deemed that all acts done at any meeting of the Board of Governance or of a sub-committee or by any person acting as a member of the Board of Governance or sub-committee are as valid as if that person had been duly appointed or elected and was eligible to be a member of that Board or sub-committee.