CONSTITUTION

5th May 2024

CMV Association

Congenital CMV Association of Australia Incorporated

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Part 1 Preliminary

1. Name of the Association

The name of the Body hereby constituted is the “Congenital CMV Association of Australia Incorporated”.

2. Definitions

(a) In this constitution: “Act” means the Associations Incorporation Act 2009. “Association” means Congenital CMV Association of Australia Incorporated. “Director-General” means the Director-General of the Department of Services, Technology and Administration. “Ordinary committee member” means a member of the committee who is not an office-bearer of the association. “Secretary” means the person holding office under this constitution as secretary of the association, “Special general meeting” means a general meeting of the association other than an annual general meeting. “Regulation” means the Associations Incorporation Regulation 2010.

In this constitution:

(b) A reference to a function includes a reference to a power, authority and duty, and

(c) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(d) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

3. Objects of the Association

The objects of the non-profit Association are-:

(a) To administer an awareness program with the aim of ensuring information on congenital CMV prevention reaches all people in Australia.

(b) To support congenital CMV public education initiatives in Australia.

(c) To support research into Congenital CMV and to provide, either directly or indirectly, assistance to chosen institutions in Australia engaged in conducting this research.

(d) To represent the interests of people with Congenital CMV and their families.

(e) To administer an outreach program providing appropriate information and support to parents of children with congenital CMV.

(f) To take such action as may be necessary to procure the registration of the Association under any Act of Federal or State Parliament or Ordinances of Local Authorities, and to comply with any Federal, State Municipal or other Acts, Ordinances or provisions as may be necessary or considered desirable in the interests of the Association.

Part 2 Membership

4. Membership generally

(I) A person is eligible to be a member of the association if:

(a) the person is a natural person,

(b) the person has completed the Association's membership form.

(c) the person resides in Australia

(d) the person has payed the required annual membership fee of $1 to the Secretary at any General Meeting, with membership commencing at the end of the meeting at which the payment was made and remain current until the close of the first General Meeting of the following year.

(II) A person is taken to be a member of the association if:

(a) the person is a natural person, and

(b) the person was a member of that unincorporated body immediately before the registration of the association

5. Cessation of membership

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

(a) dies, or

(b) resigns membership, or

(c) is expelled from the association

6. Resignation of membership

(I) A member of the association may resign from membership of the association by written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(II) If a member of the association ceases to be a member under subclause (I), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

(I) The Secretary of the association must establish and maintain a register of members of the association specifying the name, state, country and email address of each person who is a member of the association together with the date on which the person became a member.

(II) The register of members must be kept in New South Wales at the association's official address.

(III) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

(IV) Information contained on the register about members (other than the member's name) will not be made available for inspection unless authorized by the member whose information is requested.

(V) A member must not use information about a person obtained from the register to contact or send material to the person, other than for: (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or

(VI) Any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Members' liabilities

A member of the association is not liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association.

9. Resolution of disputes

(I) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

(II) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

(III) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

10. Disciplining of members

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

(a) has refused or neglected to comply with a provision or provisions of this constitution, or

(b) has wilfully acted in a manner prejudicial to the interests of the association.

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

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

(a) must cause notice of the complaint to be served on the member concerned, and

(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

(c) must take into consideration any submissions made by the member in connection with the complaint.

(IV) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

(V) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.

(VI) The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

11. Right of appeal of disciplined member

(I) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(II) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

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

(IV) At a general meeting of the association convened under subclause (III):

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

(b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

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

Part 3 – The committee

12. Powers of the committee

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

(a) is to control and manage the affairs of the association, and

(b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and

(c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

13. Composition and membership of committee

(I) The committee is to consist of:

(a) the office-bearers of the association, and

(b) at least 2 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 14.

(II) The total number of committee members is to be 6.

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

(a) the president,

(b) the vice president,

(b) the treasurer,

(c) the secretary.

(IV) A committee member may hold up to 2 offices (other than both the president and vice president offices).

(V) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.

14. Election of committee members

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

(a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

(b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(II) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(III) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

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

(V) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(VI) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

(VII) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association and reside in Australia or New Zealand, with a minimum of 5 members residing in Australia.

15. Secretary

(I) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

(II) It is the duty of the secretary to keep minutes of:

(a) all appointments of office-bearers and members of the committee, and

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

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

(III) Minutes of proceedings at a meeting must be signed by the chairperson the next succeeding meeting.

16. Treasurer

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

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

(b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

17. Casual vacancies

(I) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

(II) A casual vacancy in the office of a member of the committee occurs if the member:

(a) dies, or

(b) ceases to be a member of the association, or

(c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or

(d) resigns office by notice in writing given to the secretary, or

(e) is removed from office under clause 18, or

(f) becomes a mentally incapacitated person, or

(g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or

(h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

(i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

18. Removal of committee members

(I) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(II) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19. Committee meetings and quorum

(I) The committee is to meet as required at such place and time as the committee determines.

(II) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

(III) Notice of a meeting given under subclause (2) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

(IV) Five members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(V) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned.

(VI) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(VII) At a meeting of the committee:

(a) the president is to preside, or

(b) if the president is absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

20. Delegation by committee to sub-committee

(I) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

(a) this power of delegation, and

(b) a function which is a duty imposed on the committee by the Act or by any other law.

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

(III) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(IV) Despite any delegation under this clause, the committee may continue to exercise any function delegated.

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

(VI) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

(VII) A sub-committee may meet and adjourn as it thinks proper.

21. Voting and decisions

(I) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

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

(III) Subject to clause 19

(IV) the committee may act despite any vacancy on the committee.

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

Part 4 – General meetings

22. Annual general meetings – holding of

(I) The association must hold its first annual general meeting within 18 months after its registration under the Act.

(II) The association must hold its annual general meetings:

(a) within 6 months after the close of the association's financial year, or

(b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

23. Annual general meetings – calling of and business at

(I) The annual general meeting of the association is, subject to the Act and to clause 22, to be convened on such date and at such place and time as the committee thinks fit.

(II) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

(b) to receive from the committee reports on the activities of the association during the last preceding financial year,

(c) to elect office-bearers of the association and ordinary committee members,

(d) to receive and consider any financial statement or report required to be submitted to members under the Act.

(III) An annual general meeting must be specified as such in the notice convening it.

24. Special general meetings – calling of

(I) The committee may, whenever it thinks fit, convene a special general meeting of the association.

(II) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.

(III) A requisition of members for a special general meeting:

(a) must state the purpose or purposes of the meeting, and

(b) must be signed by the members making the requisition, and

(c) must be lodged with the secretary, and

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(IV) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

(V) A special general meeting convened by a member or members as referred to in subclause

(VI) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

25. Notice

(I) The secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(II) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 23 (2).

(III) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

26. Quorum for general meetings

(I) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

(II) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(III) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) If convened on the requisition of members, is to be dissolved, and

(b) In any other case, is to stand adjourned to such place and time determined by those present at the meeting or communicated by the president of the association by written notice to members given before the day to which the meeting is adjourned.

(IV) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

27. Presiding member

(I) The president is to preside as chairperson at each general meeting of the association. (II) If the president is absent or unwilling to act, the members present must elect another member to preside as chairperson at the meeting.

28. Adjournment

(I) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(II) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(III) Except as provided in subclauses (I) and (II), 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.

29. Making of decisions

(I) A question arising at a general meeting of the association is to be determined by either:

(a) a show of hands, or

(b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot. (II) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(II) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

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

31. Voting

(I) On any question arising at a general meeting of the association a member has one vote only.

(II) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(III) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

(IV) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

32. Proxy votes Proxy voting can be undertaken at or in respect of a general meeting with the maximum of one proxy vote per member.

33. Postal ballots

(I) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 11).

(II) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 Miscellaneous

34. **Insurance** - The association may affect and maintain insurance as agreed by the committee.

35. Funds - Source

(I) The funds of the association are to be derived from donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

(II) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit taking institution account.

(III) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

36. Funds – Management

(I) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

(II) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee.

37. Dissolution

In the event of the winding up or dissolution of the association:

(I) all records together with any residue of assets or funds which may remain after satisfaction of all debts and liabilities, shall be given to another charitable institution having similar objects to this association and holding a Deductable Gift Recipient status from the Australian Tax Office.

(II) the transmission of any residual assets or funds must occur within 2 months of the dissolution of the association and only after the books of account have been audited. (lll) any residual assets and funds after payment of all expenses and liabilities shall not be paid to or distributed among the members.

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

39. Custody of books etc Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

40. Inspection of books etc

(I) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

(a) records, books and other financial documents of the association,

(b) this constitution,

(c) minutes of all committee meetings and general meetings of the association.

41. Service of notices

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

(a) by delivering it to the person personally, or

(b) by sending it by pre-paid post to the address of the person, or

(c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(II) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42. Financial year

The financial year of the association is:

(a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and

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