

Positive Life NSW Incorporated

THE RULES OF THE ASSOCIATION

Incorporated 21 July 1989

Registration #Y7671-14

Association's Incorporation Act, 1984.

Rules Adopted 16 March 1989,

Amended 1 May 1990, 28 November 1995, 17 May 1999, 26 October 1999, 31

October 2000, March 2002 and July 2005, November 2006 and December 2007.

THE RULES

1. NAME

The name of the association shall be Positive Life NSW Incorporated (referred to in these rules as "the Association").

2. OBJECTS

The objects of the Association shall be:

- a) To empower people living with HIV/AIDS in New South Wales with information referral and advice on all relevant AIDS issues; in particular information concerning treatment of HIV infection, information on care, support, legal reforms and life issues for those living with HIV/AIDS.
- b) To advocate on behalf of PLWH/A and lobby relevant community groups, governments and other organisations about issues of concern to PLWH/A, with the aim of ensuring the best possible levels of care, support and treatment for those living with HIV/AIDS.
- c) To promote a positive image of people living with and affected by HIV/AIDS, with the aim of eliminating prejudice, isolation, stigmatisation and discrimination arising from AIDS.
- d) To work closely with the HIV and disability sectors and other relevant organisations in the pursuit of these objectives.
- e) To receive donations, grants and bequests from persons and institutions including governments and to engage in such fund-raising activities as may achieve the objects of the Association.

3. MEMBERSHIP

Qualifications and conditions for membership of the Association shall be as follows:

(a) Membership shall be open to any person affected by AIDS in New South Wales who accepts the objects of the Association.

(b) For the purpose of membership, people affected by AIDS is defined as:

- i) people infected with HIV;
- ii) their partners;
- iii) their family members; and
- iv) people directly involved with people infected with HIV.

(c) There shall be three divisions of membership:

- i) full membership, which is available to people infected with HIV;
- ii) distinguished membership (formerly life-time membership), which is offered to people infected with HIV, whom have contributed greatly to the rights and wellbeing of people infected with HIV in NSW, as nominated unanimously by the Board; and
- iii) associate membership, which is available to people described in Rule 3 (b) (ii), (iii) and (iv). Associate members shall not have the right to vote or hold office

(d) Members shall pay such fees as are determined by the Association at a general meeting.

(e) (i) Application for membership for the Association

- (a) shall be made in writing; and
- (b) shall be lodged with the Secretary of the association

(ii) As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the Board which shall determine whether to approve or reject nomination.

(iii) The secretary shall on approval of the application for membership enter the nominee's name in the register of members and upon the name being so entered, the nominee becomes a member of the Association.

(iv) Where the Board passes a resolution to reject a nomination for membership the secretary shall, as soon as practicable, cause a notice in writing to be served upon the nominee -

- I. setting out the resolution of the Board and the grounds on which is based;

- II. stating that the nominee may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the service of notice;
- III. stating the date, place and time of that meeting; and
- IV. informing the nominee that they may do either or both of the following:
 - a) attend and speak at that meeting; and/or
 - b) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.

- V. At a meeting of the Board held as referred to in clause (IV), the Board shall give to the nominee an opportunity -
 - a) to make oral representations;
 - b) give due consideration to any written representations submitted to the Board by the nominee at or prior to the meeting; and
 - c) by resolution determine whether to confirm or to revoke the resolution.

- VI. Where the Board confirms a resolution under clause (v), the secretary shall, within 7 days after that confirmation, by notice in writing inform the nominee of the fact and of the nominee's right of appeal under rule (e) (vii).

- VII. A nominee may appeal to the association in general meeting against a resolution of the Board which is confirmed under rule (e) (ii) within 7 days after notice of the resolution is served on the nominee by lodging with the secretary a notice to that effect.

- VIII. Upon receipt of a notice from nominee under clause (vii), the secretary shall notify the Board which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice.

- IX. At a general meeting of the association convened under clause (vii):
 - a) no business other than the question of the appeal shall be transacted;
 - b) the Board and the nominee 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.

- X. If at the general meeting the association passes a resolution in favour of the confirmation of the resolution, the resolution is confirmed.

A register of members shall be kept by the Association showing name, category of membership, address and date of commencement of membership of each member. Provision for noting the date of cessation of membership shall also be contained on the register.

- f) Membership shall cease upon the resignation, expulsion, or failure to pay outstanding fees within three months of the due date.
- g) Membership fees shall fall due on the first day of each financial year of the Association. The financial year shall run from January 1 to December 31 or any such other period as determined by the Board.

4. MEMBERS' LIABILITY

The members of the Association shall have no liability to contribute towards the payments of debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

5. DISCIPLINING OF MEMBERS

The procedure for disciplining members shall be determined by the Board. Anyone who wishes to appeal against a decision expelling them from membership or otherwise disciplining them may do so at the next general meeting of the Association.

5A. INTERNAL DISPUTES

The mechanism for the resolution of disputes between members (in their capacity as members) and between members and the Association shall be determined by the Board in accordance with and in the manner of the Positive Life NSW Inc. Dispute Resolution Policy contained in its Enterprise Agreement.

6. MANAGEMENT BY BOARD

- a) The Association shall have its affairs controlled and managed by a Board, which will be comprised of those office bearers and other directors who are elected to the Board in accordance with Rule 6(c).
- b) The office bearers shall be a President, Vice President, Secretary and Treasurer.

- c) (i)The Board shall comprise the office bearers and up to four other directors, who are full members of the Association elected at the Annual General Meeting or special general meeting, and one other director who is a member of staff of the association elected by a majority vote of Positive Life NSW Inc. staff and to be know as “the staff representative”.
- (ii)Any casual vacancy occurring on the Board may be filled by a full member of the Association appointed by the Board, except in the case of the staff representative, who shall be appointed by a majority vote of the Positive Life (NSW) Inc. staff.
- d) Each member of the Board shall hold office from the date of their election or appointment until the next Annual General Meeting.
- e) Retiring Board members are eligible for re-election.
- f) The Board shall meet as often as necessary to conduct the business of the Association; not less than eight times per calendar year and at regular intervals as the Board shall determine from time to time.
- g) Five directors of the Board shall constitute a quorum. Meetings of the Board shall be chaired by the President. In the absence of the President, the Board directors present shall appoint a temporary chairperson.
- h) Each director of the Board shall have one equal vote, including the staff representative. Before voting on any issue, a director of the Board shall declare any pecuniary or other conflict of interest. The chairperson shall not have a second or casting vote and if any vote is tied the motion shall be declared lost.
- i) Notice of the Board meetings shall be given at the previous Board meeting or by such other means as the Board may decide upon.
- j) A director of the Board shall cease to hold office upon resignation in writing; removal as a member of the Association; or absence from three, successive Board meetings without approval of the Board.
- k) The Board may function validly provided its number is not reduced below the quorum. Should Board numbers fall below the quorum the remaining Board directors may act only to appoint new Board Directors.
- l) If within half an hour of the time appointed for a Board meeting a quorum is not present the meeting shall be dissolved.
- m) Additional meetings of the Board may be convened by the President or any two directors of the Board.

7. GENERAL MEETINGS

- a) An Annual General Meeting of the Association shall be held each year within six months from the end of the financial year of the Association (except the first Annual General Meeting which shall be held within two months from the end of the first financial year within 18 months of incorporation).
- b) The Board may, whenever it thinks fit, convene a special general meeting of the Association. A special general meeting must be convened by the Board within three months of receiving a written request to do so from at least five per cent of the membership of the Association.
- c) At least 14 days notice of all general meetings and notices of motion shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given at least 21 days before the meeting.
- d) In the case of the Annual General Meeting the following business shall be transacted:
- I. confirmation of the minutes of the last Annual General Meeting and recent special general meetings;
 - II. receipt of the Board's report upon the activities in the last financial year;
 - III. election of office bearers and other directors of the Board;
 - IV. receipt and consideration of a statement from the Board which is not misleading and gives a true and fair view of the last financial year of the Association:
 - income and expenditure
 - assets and liabilities
 - mortgages, charges, and other securities
 - trust properties.
- e) The quorum for a general meeting shall be five full members present in person. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.
- f) Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three-quarters majority is required. Only full members of the Association shall be entitled to vote on any question at the annual general meeting or special general meeting.
- g) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- h) In the case of an equality of votes the person appointed to chair the general meeting shall not have second or casting vote and if any vote is tied the motion shall be declared lost.

- i) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.
- j) Nominations of candidates for election as office bearers or other Board directors may be made at the Annual General Meeting or in such other ways as may be determined by the Association at a General Meeting.
- k) Written notice of all general meetings shall be given to members either personally or by post.

8. OFFICE BEARERS

- a) The President or in the President's absence, the Vice President, shall act as
- b) chairperson at each general meeting and Board meeting of the Association.
- c) If the President and Vice President are absent from the meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- d) The Secretary shall ensure that records of the business of the Association including the rules, register of members, minutes of all general and Board meetings and file of correspondence are kept. Those records shall be available for inspection of any member and shall be in the custody of the Secretary. The person seeking to view the members register shall put the reason in writing to the secretary.
- e) The Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the Board. Major or unusual expenditure shall be authorised by the Board or a general meeting.
- f) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be held at the registered office of the Association.

9. SPECIAL RESOLUTIONS

- a) A special resolution must be passed by a general meeting of the Association to effect the following changes:
 - I. a change of the Association's name;
 - II. a change of the Association's rules;
 - III. a change of the Association's objects;
 - IV. an amalgamation with another incorporated Association;
 - V. to voluntarily wind up the Association and distribute its property;
 - VI. to apply for registration as a Company or a Cooperative.

- b) A special resolution shall be passed in the following way:
- I. a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
 - II. the notice must give details of the proposed special resolution and give at least 21 days notice of a meeting;
 - III. a quorum must be present at the meeting;
 - IV. all votes shall be given personally or by proxy, but no member may hold more than 5 proxies. The resolution shall be passed by at least three quarters of such votes;
 - V. in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Corporate Affairs Commission for permission to pass the resolution in some other way.

10. PUBLIC OFFICER

- a) The Board shall ensure that a person is appointed as Public Officer.
- b) The Public Officer shall be the person who completed the application for incorporation of the Association.
- c) The Board may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- d) The Public Officer shall have deemed to have vacated their position in the following circumstances:
- I. death
 - II. resignation
 - III. removal by the Board or at a general meeting
 - IV. bankruptcy or financial insolvency
 - V. mental illness
 - VI. residency outside New South Wales.
- e) When a vacancy occurs in the position of Public Officer the Board shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
- f) The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:
- I. appointment (within 14 days)
 - II. a change of residential address (within 14 days)
 - III. a change of the Association's objects or rules (within one month)
 - IV. a change in the membership of the Board (within 14 days)
 - V. of the Association's financial affairs (within one month after the Annual General Meeting)

VI.a change in the Association's name (within one month)

g) The Public Officer may be an office bearer, Board director, or any other person regarded as suitable for the position by the Board.

11. MISCELLANEOUS

a) The Association shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Association.

b) The fund of the Association shall be derived from the fees of members, donations, grants and such other sources approved by the Association.

c) The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Board. The stamping of the Common Seal shall be witnessed by the signatures of two directors of the Board.

d) The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association shall be wound up. The distribution of surplus property shall be in accordance with section 53 of the Association Incorporation Act 1984 and shall be approved under Section 78 (1) (a) of the Income Tax Assessment Act.

e) Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two directors of the Board.

f) Notices sent by post shall be deemed to have received two days after the date of posting.

g) The income and property of the Association shall be used for promotion of the objects of the Association and shall not be paid or transferred to members by way of dividend, bonus or profit.

APPENDIX ONE

Form of appointment of proxy

I,
(NAME)

of.....
(ADDRESS)

being a member of Positive Life NSW Incorporated of Suite 5 Level 1 94 Oxford Street, Darlinghurst, New South Wales hereby appoint:

.....
(FULL NAME OF PROXY)

of
(ADDRESS)

being a member of that association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the

.....DAY OF.....200...

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details) :

(TO BE INSERTED IF DESIRED)

(SIGNATURE OF MEMBER APPOINTING PROXY)

(DATE)

NOTE: A proxy may not be given to a person who is not a member of the association.