

**THE CONSTITUTION OF  
THE AUSTRALIAN COUNCIL OF STOMA ASSOCIATIONS  
INCORPORATED**

## OBJECTS

The objects of the Australian Council of Stoma Associations Incorporated (the Council) are to:

- (1) provide a forum for the exchange of information between Member Associations, and for the development of strategies and policies relevant to the achievement of these Objects;
- (2) promote the general welfare of persons (ostomates) who have surgically constructed openings in their bodies to permit disposal of bodily wastes ("a stoma") or any illness that may result in the formation of a stoma, and persons who, having undergone surgical intervention to assist in the disposal of bodily wastes, require medical and/or pharmaceutical products for the effective management of their condition;
- (3) compile and disseminate to Member Associations information which may advance the welfare of ostomates;
- (4) promote and assist with research concerning the management of existing stomas; of all conditions (whether medical, surgical, genetic or any other; which may lead to the formation of a stoma at a later stage; and of related prosthetic equipment;
- (5) collaborate with the Federal or any State or Territory Government in the development, operation and improvement of any scheme as it affects ostomates, including the recommending of pharmaceutical preparations and stoma appliances for provision under any such scheme, provided that the Council shall not engage in the purchase, sale or distribution of such preparations and appliances;
- (6) comply with the regulations, directions and requirements of relevant Government Authorities in relation to the administration of any Scheme which affects ostomates;
- (7) cooperate with other organisations with objectives altogether or in part similar to those of the Council;
- (8) take such steps as may be deemed expedient and proper for the purpose of procuring contributions to the funds of the Council, provided that any action to procure such funds shall not be for the purpose of trading or obtaining pecuniary gain for any member of a Member Association, and shall be consistent with the requirements of Section 4 of the Act; and
- 9) apply the assets and income of the Council solely in furtherance of the above-mentioned objects and to ensure that no portion shall be distributed directly or indirectly to the members of the Council except as bona fide compensation for services rendered or expenses incurred on behalf of the Council.

# RULES

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## PART I - PRELIMINARY

### 1. Interpretation

(1) In these rules, unless a contrary intention appears:

“Act” means the *Associations Incorporations Act 1991* (A.C.T.)

“Council” means the Australian Council of Stoma Associations Inc.

“the Executive” means the Executive Committee of the Council.

“financial year” means the financial year of the Council year ending on 30<sup>th</sup> June;

"Member Association" means an association which has been accepted under these rules as a member of the Council;

“Regulations” means the *Associations Incorporations Regulations* (A.C.T)

"Secretary" means the person holding office under these rules as secretary of the Council or, where no such person holds that office, the public officer of the Council;

(2) The words and expressions used in the Rules are to be interpreted in accordance with the provisions of the *Interpretations Act 1967* (A.C.T.) and the Associations Incorporations Act as in force from time to time.

## **PART II - MEMBERSHIP**

### **2. Initial Membership**

A body which was a member of the Council immediately before the incorporation of the Council shall be a Member Association until it ceases to be a Member Association pursuant to Rule 5.

### **3. Applications for Membership**

- (1) A body which is principally based within Australia and which wholly or principally:
  - (a) acts as a support organisation for the benefit of ostomates;
  - (b) is a source of advice, comfort and support of ostomates;
  - (c) assists ostomates to obtain medical and pharmaceutical products that are necessary or desirable for the effective management of their bodily waste disposal; and
  - (d) is approved by Government to distribute stomal appliances and pharmaceuticals under the Stoma Appliance Scheme.

may apply to become a Member Association.
- (2) Applications for membership of the Council must be made to the Secretary in writing in the form set out in Appendix 1.
- (3) As soon as possible after receiving an application for membership and payment by or on behalf of the body of an entrance fee as determined under Rule 6 (7), the Secretary must refer the application to the Executive for consideration of the Council.
- (4) When an application is referred to the Executive, the Executive must recommend to the general meeting either that the application be approved or rejected.
- (5) If the Executive recommends that the application be approved, the Secretary must include the recommendation of approval on the agenda of the next general meeting of the Council.
- (6) If the Council in general meeting approves the application for membership by resolution, the Secretary must enter the details of the new Member Association in the register of members. This act officially signifies that the applicant has become a Member Association.
- (7) If the Executive recommends that the application be rejected, the Secretary must include the recommendation of rejection on the agenda of the next general meeting of the Council.
- (8) If the Council in general meeting approves the rejection of the application for membership by resolution, the Secretary must advise the applicant association of the rejection and refund the entrance fee.

#### **4. Membership Entitlements not Transferable**

A right, privilege or obligation which a body has by reason of being a Member Association:

- (1) is not capable of being transferred or transmitted to another association; and
- (2) terminates upon cessation of the membership whether by resignation or otherwise.

#### **5. Resignation or Termination of Membership**

- (1) A Member Association may resign from membership of the Council by notice in writing addressed to the Secretary.
- (2) The membership of a Member Association may be terminated by resolution of the Council in general meeting if that Member Association ceases to satisfy the criteria for membership eligibility as described under Rule 3 (1).
- (3) As soon as practicable after the resignation or termination of membership of a Member Association the Secretary must remove the Member Association from the register of members.
- (4) The Council shall retain any membership fee which has been paid by a Member Association which has resigned from the Council or which has had its membership terminated by the Council.

#### **6. Membership and Entrance Fees**

- (1) The affiliation fees due to the Council by a Member Association in any year shall be calculated by multiplying an amount determined at the Annual General Meeting held during that year by the number of Ostomates shown by Medicare as having been supplied with products by that association under the Stoma Appliance Scheme at any time during the preceding financial year ending 30 June. This method shall also provide the basis for the allocation of votes under Rule 27 (3)
- (2) As soon as practicable after the determination referred to in Rule 6 (1), the Treasurer shall advise each Member Association in writing of the membership fee so determined.
- (3) Each Member Association shall, within thirty days of receipt of the Treasurer's advice referred to in Rule 6 (2), send to the Treasurer payment for its Council membership fee.
- (4) Any Member Association which fails to comply with the requirements of Rule 6 (3) shall be considered in default and shall be liable to pay, in addition to its membership fee, interest at the overdraft rate that would be applied by the bank with which the Council's working account is carried. A certificate from a manager of the branch of the Council's bank as to that rate shall be final and binding..

- (5) The Council in general meeting may, by resolution, waive in whole or in part the annual membership fees of any Member Association which has applied for membership fees to be waived and which, in the opinion of the Council, has made full and sufficient case for those fees to be waived.
- (6) The entrance fee to be paid by an association applying to become a Member Association shall be \$1, or such other amount as may be resolved by the Council from time to time in general meeting

#### **7. Members' Liabilities**

- (1) The liability of a Member Association to contribute towards the payment of debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount, if any, unpaid by the Member Association in respect of membership of the Council as required by Rule 6.

#### **8. Disciplining of Member Associations and Right of Appeal**

- (1) The Council does not have the power to suspend, expel or discipline a Member Association other than to expel a Member Association as is provided under Rule 5 (2) in respect of a Member Association which has ceased to satisfy the criteria for membership eligibility as described in Rule 3 (1).
- (2) Where a resolution to expel a Member Association under Rule 5 (2) has been passed by Council in general meeting, the Secretary shall within 7 days of that meeting, by notice in writing, inform the Member Association of that resolution and of the Member Association's right of appeal under Rule 8
- (3) A Member Association may appeal to the Council in general meeting against a resolution of the Council, within 7 days after notice of the resolution is served on the Member Association, by lodging with the Secretary a notice to that effect.
- (4) Upon receipt of a notice under Rule 8 (3), the Secretary shall notify the Executive which shall convene a general meeting of the Council to be held within 21 days of the date on which the Secretary received the notification or as soon as possible after that date.
- (5) Subject to Section 50 of the Act, at a general meeting of the Council under Rule 8 (4):
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Member Association shall be given the opportunity to make representations in relation to the appeal orally, in writing, or both; and
  - (c) the Member Associations present shall vote by secret ballot on whether the resolution made under Rule 8 (2) should be confirmed or revoked.
- (6) If the meeting passes a special resolution in favour of the confirmation of the resolution made under Rule 8 (2), that resolution is confirmed.



**9. Unfinancial Member Association**

- (1) If a Member Association which was, at the beginning of the financial year of the Council, a Member Association of the Council, fails to pay the annual membership fees for that financial year on or before the last date for payment of those fees, that association shall immediately after the last date for payment of those fees become an Unfinancial Member Association.
- (2) An Unfinancial Member Association shall not enjoy the rights and privileges of membership and shall lose the right to vote at a general meeting but may reinstate its membership by paying the amount of the annual membership fees and penalties incurred under Rule 6 (4).

### **PART III - THE EXECUTIVE**

#### **10. Powers of the Executive**

- (1) The Executive manages and directs the affairs of the Council.
- (2) The Executive has power, subject to the Act, these Rules, and the By Laws of the Council to perform all such acts and things including the development and recommendation for adoption by the Council of any policies as appear to be necessary for the proper management of the Council.
- (3) The Executive has power, subject to the Act, to administer the Stoma Appliance Scheme on behalf of the Council and to liaise as required with the Department of Health and Ageing or such other Commonwealth Government instrumentality as may be relevant to effect such administration, and to do all things necessary to effect such organisational, administrative and financial changes as may be dictated by government policy.
- (4) The Executive may employ, at salaries approved by the Council in general meeting, a person or persons to assist in the administration of the Stoma Appliance Scheme and such other of its business as may be necessary and relevant to its responsibilities.
- (5) The Executive may exercise all the powers of the Council except those powers that:
  - (a) an Act of Parliament;
  - (b) one of these Rules; or
  - (c) a resolution of the Councilrequire the Council to exercise in general meeting.

#### **11. Constitution and Membership**

- (1) The membership of the Executive shall consist of the officers of the Council.
- (2) The officers of the Council shall be -
  - (a) the President;
  - (b) the vice President;
  - (c) the Secretary;
  - (d) the Treasurer;
- (3) No person may simultaneously hold more than one office or position on the Executive
- (4) The Council by resolution in general meeting may award a salary, an honorarium, or both to any officer of the Council.

- (5) Each member of the Executive shall, subject to these Rules, hold office until the conclusion of the second annual general meeting following the date of the officer's election or appointment, but shall be eligible for re-election.
- (6) To be eligible for nomination as an officer and member of the Executive, each nominee must:
  - (a) be either a person who has or has had a stoma, or a parent, spouse, child, partner child or carer of a person who has or has had a stoma;
  - (b) be a present or past office bearer or an appointed delegate of a Member Association; and
  - (c) not be a person who is gainfully employed in any capacity connected with the manufacture or sale of appliances or pharmaceutical preparations used for the management of stomas. This rule shall not exclude an employee of any Member Association by reason only of being an employee of that association.
  - (d) In respect of Clause (a), once a person meets the requirements of this clause he or she remains eligible for nomination as an officer and member of the Executive, notwithstanding any subsequent changes in circumstances.
- (7) Nominations of candidates for election as officers of the Council shall be:
  - (a) made in writing and signed with the authority of any Member Association;
  - (b) accompanied by the written consent of the candidate (which may be endorsed on the nomination form), together with a profile of the candidate;
  - (c) accompanied by a statement that the nominee is or has been an office bearer or an appointed delegate of a Member Association; and
  - (d) delivered to the Secretary not less than two calendar months before the date fixed for the annual general meeting at which the election is to take place or, where the election is to be held to fill vacancies under the provisions of Rule 15 (3), not less than one calendar month before the date fixed for the general meeting at which the election is to take place.
- (8) If no nominations are received for a position on the Executive by the due date nominations from Member Associations shall be called for that position at the annual general meeting at which the election is to take place.
- (9) If only one nomination is received in accordance with Rule 11 (7) (d) for any position on the Executive, the candidate nominated shall be deemed to be elected and no further nomination for that position shall be called for or accepted.
- (10) If more than one nomination is received in accordance with Rule 11 (7) (d) for any position on the Executive, a ballot shall be held for that position.

## 12. **Election of the Executive**

- (1) Officers shall hold office until the conclusion of the second annual meeting from the date of their election, except in the case of vacancies occurring as described under Rule 15 (1).
- (2) Nominations for the positions of officers which have been received by the Secretary in accordance with Rule 11 (7) (d) shall be circulated by the Secretary with the agenda for the annual or other general meeting at which elections for the respective positions are to be held.
- (3) The annual or other general meeting at which an election of officers is held shall appoint a Returning Officer and two Scrutineers.
- (4) Elections of officers shall be conducted by proportional voting in accordance with Rule 27 and by secret ballot in accordance with Rule 28.
- (5) Separate elections shall be held for the Office of President, Vice President; Secretary and Treasurer, in that order.
- (6) A candidate for any office shall be declared elected to that office if that candidate receives a simple majority of the votes cast.
- (7) Where there are more than two candidates for an office and no candidate receives a majority of the votes cast, the candidate receiving the lowest number of votes shall be deemed to have been eliminated and a further vote shall be taken between the remaining candidates. This process shall continue until there is a clear majority of the votes cast for one candidate who shall be declared elected to the position.
- (8) In the event that two or more candidates receive the same number of votes, the election shall be decided by lot conducted by the Returning Officer and two Scrutineers appointed in accordance with Rule 12 (3). The candidate whose name is first drawn shall be declared elected.

## 13. **The role of the Secretary**

- (1) The Secretary shall keep minutes of
  - (a) all elections and appointments of officers
  - (b) the names of officers present at an Executive meeting or a general meeting, and the names of delegates of Member Associations present at a general meeting.
  - (c) All proceedings at Executive meetings and general meetings.
- (2) Minutes of proceedings at any meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
- (3) The Secretary must provide copies of minutes of any meeting to each Officer of the Council, to the secretary of each Member Association, and to the appointed auditor of the Council.

#### **14. Council Finances and the role of the Treasurer**

- (1) The Treasurer is responsible for collecting and receiving all monies due to the Council;
- (2) All four officers of the Council shall be signatories for all accounts held in the name of the Council. Where payment is made by cheque or other negotiable instrument that cheque or negotiable instrument must be signed by two officers of the Council and agreed by resolution at a meeting of the Executive. No officer may sign or countersign any cheque or negotiable instrument made in that officer's favour. Alternatively, payment may be made electronically or by telephone banking ; all transactions must be secure and duly authorised by two officers of the Council other than by an officer in whose favour any payments is to be made.
- (3) Notwithstanding the requirements of clause 14 (2), a Visa or Mastercard credit card account may be maintained in the name of the Council for the purposes of paying for incidental association expenses including regular and necessary subscriptions. The account shall have a credit limit at an amount determined by the Executive. The Visa or Mastercard shall be held by the President and Treasurer. Two members of the executive, not being the cardholder, shall sign the credit card statement.
- (4) The Treasurer must ensure that proper accounts and financial records are kept for the Council.
- (5) The Treasurer shall maintain a Register of Council Assets.

#### **15. Vacancies**

- (1) For the purposes of these Rules, a vacancy in the office of an officer of the Executive occurs if the officer
  - (a) dies;
  - (b) ceases to be a member of a Member Association;
  - (c) resigns the office;
  - (d) is removed from office pursuant to Rule 16;
  - (e) becomes an insolvent under administration within the meaning of the Corporations Law under subsection 63 (2) of the Act
  - (f) is disqualified from office under subsection 63 (1) of the Act. ; or
  - (g) is absent without the consent of the Executive from all meetings of the Executive held during a period of twelve months.
- (2) If an office becomes vacant for any reason the remaining officers of the Council may appoint an eligible person as described in Rule 11 (6) to fill the vacancy until an election for that office is held at the next Annual General Meeting of the Council. Any officer so elected shall have tenure of office only until an election

of all officers is next held in accordance with Rule 12 (1). The Secretary must advise all member associations as soon as possible of the name and address of any officer appointed to fill a vacancy.

- (3) If more than one vacancy occurs at the same time, the vacancies shall be filled by a general meeting called for that purpose. The candidates shall be those nominated by Member Associations in accordance with Rule 11 (7).

#### **16. Removal of Officers**

- (1) The Council in general meeting may by resolution, subject to Section 50 of the Act, remove any officer before the expiration of that officer's term of office. An officer who is so removed from office will not be eligible for re-election to office for a period of two years.

#### **17. Executive Meetings and Quorum**

- (1) The Executive shall meet at least twice in each calendar year at such place and as the Executive may determine.
- (2) Additional meetings of the Executive may be convened as deemed necessary by the Executive.
- (3) Written notice of a meeting of the Executive shall be given by the Secretary to each member of the Executive at least 14 days (or such other period as may be unanimously agreed upon by the members of the Executive) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under Rule 17 (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the officers present at the meeting unanimously agree to accept.
- (5) The President or vice President and any one other officer constitute a quorum for the transaction of the business of a meeting of the Executive. The Executive shall transact no business unless a quorum is present. At meetings of the Executive the president or in the absence of the president, the vice-president shall preside.

#### **18. Delegation by the Executive to a Sub-Committee**

- (1) The Executive may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of Member Associations of the Council as the Executive thinks fit) the exercise of such of the functions of the Executive as are specified in the instrument, other than
  - (a) this power of delegation; and
  - (b) a function which is a function imposed on the Executive by the Act, by any other law of the Territory, or by resolution of the association in general meeting.
- (2) A function, the exercise of 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.

- (3) A delegation under this rule 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
- (4) Notwithstanding any delegation under this rule, the Executive may continue to exercise any function delegated.
- (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 Executive.
- (6) The Executive may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

#### **19. Voting and Decisions**

- (1) Questions arising at a meeting of the Executive shall be determined by a majority of the votes of members of the Executive present at the meeting.
- (2) Each officer present at a meeting of the Executive (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.
- (3) Subject to a quorum being present in accordance with Rule 17 (5), the Executive may act notwithstanding any vacancy on the Executive.
- (4) The Executive may determine that a recommendation to the Council, duly agreed by a meeting of the Executive, may be put by the Executive to the Council as a special or ordinary resolution and voted upon in Annual General Meeting or General Meeting of the Council in accordance with the provisions of Rule 26(1) of these Rules. Any such special or ordinary resolution must be advised to Member Associations in the form of a Notice of Motion in accordance with Rule 22(1) of these Rules (as amended).

## PART IV - GENERAL MEETINGS

### 20. Annual General Meetings

- (1) With the exception of the inaugural annual general meeting of the Council, the Council shall, at least once in every calendar year and within the period of five months after the expiration of each financial year of the Council, convene an annual general meeting of its Member Associations.
- (2) The Council shall hold its first annual general meeting
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of 5 months after the expiration of the first financial year of the Council.
- (3) The annual general meeting of the Council in any year, subject to the Act and to Rules 20 (1) and 20 (2), shall be convened on such date and at such place and time as the Council has agreed at the previous annual general meeting or at such other time as approved by the Executive.
- (4) The Secretary shall, at least six calendar months before the date determined for the commencement of an annual meeting, cause to be sent, to each officer of the Council and to each Member Association, a written notice which shall include the dates and place of such meeting, and which shall require each Member Association to confirm the details of its delegates
- (5) The Secretary shall ensure that the notice convening an annual general meeting is in the hands of Member Associations, together with an instruction to issue the agenda to delegates as described in Rules 22 (1) and 22 (2).
- (6) The ordinary business of the annual general meeting is:
  - (a) to confirm the minutes of the preceding annual general meeting and of any general meeting held since that meeting
  - (b) to receive from the Executive a report on the principal activities of the Council for the preceding financial year;
  - (c) to receive and consider the statement of accounts and the reports that are required to be submitted to Member Associations pursuant to subsection 73 (1) of the Act .
  - (d) to consider any resolution of which at least 28 day's written notice is given.
  - (e) to receive reports from committees and coordinators.
  - (f) to appoint an auditor who is a person who
    - (i) is not an officer of the Council; and
    - (ii) has not prepared or assisted with the preparation of the accounts of the Council.



(g) to elect officers of the Council in accordance with Rule 12.

(h) to determine the dates and the place of the next meeting

## **21. Calling of General Meetings**

(1) The Executive may, whenever it thinks fit, convene a general meeting of the Council provided that all Member Associations receive at least two months notice of that meeting.

(2) The Executive shall, on the requisition in writing of not less than three Member Associations, convene a general meeting of the Council.

(3) A requisition of Member Associations for a general meeting:

(a) shall state the purpose or purposes of the meeting;

(b) shall be signed by the secretary of the Member Association making the requisition;

(c) shall be lodged with the Secretary; and

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

(4) If the Executive fails to convene a general meeting of the Council within two months after the date on which a requisition of member associations for the meeting is lodged with the Secretary, any one or more of the Member Associations who made the requisition may convene a meeting. This meeting shall be held not more than three months after that date.

(5) A general meeting convened by Member Associations referred to in Rule 21 (2) shall be convened as nearly as is practicable in the same manner as are those general meetings convened by the Executive.

## **22. Notice of a General Meeting**

(1) A Member Association or, when acting in accordance with Rule 19(4) of these Rules, the Executive, 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 Association or the Executive, as the case may be.

(2) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the Secretary of the Council shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each Member Association at the 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.

- (3) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the Secretary shall, at least 42 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member Association in the manner provided in Rule 22 (2) specifying, in addition to the matter required under that Rule, the intention to propose the resolution as a special resolution.
- (4) In accordance with Section 70 of the Act a special resolution of the Council must be passed by at least three-quarters of the votes of those Member Associations which, being entitled to vote, vote through their delegates in person or vote by proxy at the meeting.
- (5) No resolution other than those resolutions specified in the notice convening a general meeting shall be put to the meeting unless by unanimous consent of those Member Associations which, being entitled to vote, vote through their delegates in person or vote by proxy at the meeting.

### **23. Quorum**

- (1) No item of business shall be transacted at a general meeting unless a quorum as described in Rule 23 (2) is present during the time the meeting is considering that item.
- (2) A quorum at a general meeting shall comprise delegations representing at least half the number of Member Associations other than Unfinancial Member Associations as described in Rule 9.

### **24. Adjournment**

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of delegations 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.
- (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 Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting
- (3) Except when a special resolution of the Council is to be dealt with as provided in Rule 22 (3), 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.
- (4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, whether convened by the Executive or upon the requisition of the delegates, shall be dissolved and shall be reconvened at a later date to be advised by the Executive, due notice of the reconvened meeting being given in accordance with Rule 22 (2).
- (5) If at a reconvened meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the delegates present (being not less than the delegates of eight member associations), shall constitute a quorum.

## **25. Presiding Member**

- (1) The President, or in the absence of the President, the vice President, shall preside at each general meeting of the Council.
- (2) If both the President and the vice President are absent from a general meeting, the delegates present shall elect one of their number to preside at the meeting.

## **26. Voting**

- (1) No person shall be entitled to vote at a general meeting other than as a delegate of a Member Association and on behalf of that association.
- (2) Each Member Association shall be entitled to appoint two delegates who will comprise the delegation of that association.
- (3) Each delegation will be entitled to cast only one vote on behalf of the Member Association it represents except where a proportional vote is taken according to Rule 27, when the delegation shall be entitled to exercise the number of votes allotted to that association.
- (4) Other than when a proportional vote is demanded or required as described in Rule 27, a question arising at a general meeting of the Council shall be determined on a show of hands by a simple majority and unless a poll is demanded, a declaration by the person presiding 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.
- (5) Where proportional voting is demanded under Rule 27 (1), such a vote may be taken either before, after or instead of voting by show of hands at the discretion of the delegation demanding the proportional vote.
- (6) All votes shall be given personally by delegates or by proxy but no Member Association may hold more than 5 proxies.
- (7) A Member Association or proxy is not entitled to vote at any general meeting of the Council unless all money due and payable by the member association or proxy to the Council has been paid.

## **27. Proportional Voting**

- (1) A proportional vote may be demanded on any question arising at a general meeting of Council by the delegation of any Member Association present in person or by proxy at the meeting.
- (2) Any ballot taken for the election of officers of the Council shall be by proportional vote.

- (3) For the purposes of proportional voting, each Member Association shall be entitled to one vote for every five hundred ostomates (or part thereof) as determined in accordance with clause 6(1).

## **28. Secret Ballot**

- (1) Any ballot taken for the election of officers of the Council shall be by secret ballot.
- (2) A secret ballot may be demanded on any question by the delegations of not less than five Member Associations present at the meeting.
- (3) For each secret ballot, the Council shall appoint a Returning Officer and two Scrutineers.
- (4) Following the declaration of the ballot, the person presiding shall call for a resolution that the ballot material be destroyed.

## **29. Conduct of Urgent Business by Postal Ballot**

- (1) If a matter (other than a matter requiring a special resolution) needing decision by the Council as a body arises between meetings, and in the opinion of the Executive is of such urgency that it cannot be delayed until a general meeting of the Council can be called, the Secretary shall arrange for a postal ballot to be taken by Member Associations in order to resolve the matter.
- (2) Any matter to be decided by postal ballot, which may be lodged either by conventional mail or by electronic means (including email or facsimile), shall be put to Member Associations in the form of a resolution which shall be so framed as to enable a simple vote in either the affirmative or negative to be taken.
- (3) Any matter which requires a special resolution shall not be decided by postal ballot.

## **30. Appointment of Proxies**

- (1) Each Member Association shall be entitled to appoint another Member Association as proxy by notice given to the secretary prior to the commencement of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2.

## **PART V - MISCELLANEOUS**

### **31. Source of Funds**

- (1) The funds of the Council shall be derived from membership fees, handling fees or charges, gifts and bequests, interest from any financial institution in which Council funds are deposited, and, subject to any resolution passed by a general meeting and subject to Section 114 of the Act , such other sources as the Executive may from time to time determine.
- (2) All money received by the Council shall be deposited as soon as practicable and without deduction to the Council's bank account.
- (3) The Council shall, as soon as practicable after receiving any money, issue an appropriate receipt in accordance with acceptable accounting practices.

### **32. Alteration of Name, Objects and Rules**

The name, Objects and Rules of the Council shall not be altered, amended or added to except by special resolution in accordance with Sections 30 and 33 of the Act and with Rule 21 of these Rules.

### **33. By-Laws**

- (1) The Council may enact By-Laws which are not inconsistent with the Act or with these Rules. By-Laws so enacted shall have the same force and effect as these Rules.
- (2) By Laws may be approved, amended or deleted by resolution of the Council in general meeting.

### **34. Autonomy of Member Associations**

Each Member Association of the Council shall be autonomous in respect of its own affairs. Each Member Association shall have the right to determine its policies and to exercise governance in accordance with its own Constitution and By Laws, and to make such decisions and perform such actions as its Committee of Management may from time to time determine.

### **35. Common Seal**

- (1) The common seal of the Council shall be kept in the custody of the Secretary or such other officer as the Executive designates.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal shall be attested by the signatures of two officers of the Council.

### **36. Custody of Books**

Subject to the Act, the Regulations and these Rules, the Secretary of the Council shall keep in his or her custody or under his or her control all records, books and other documents relating to the Council not being records, books and other documents that the Treasurer is required to keep in accordance with Rule 14.

### 37. **Inspection of Books**

The records, books and other documents of the Council shall be open to inspection by arrangement with the Secretary and/or Treasurer of the Council, free of charge, by any member of the Executive or of a Member Association at any reasonable hour.

### 38. **Service of Notices**

- (1) For the purposes of these Rules, a notice may be served by or on behalf of the Council upon any Member Association either personally or by sending it by prepaid post to the Member Association at the address shown in the register of Member Associations.
- (2) Where a document is sent to a Member Association person by properly addressing prepaying and posting to the association a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the Member Association at the time at which the letter would have been delivered in the ordinary course of the post.

### 39. **Disputes**

- (1) The procedure set out in this rule applies to disputes between:
  - (a) A Member Association and another Member Association;
  - (b) A Member Association and the Council.
- (2) The parties to the dispute must meet and discuss the matter in dispute and attempt to resolve it as soon as possible after the matter comes to the attention of all parties.
- (3) If the parties are unable to resolve the dispute on their own, the parties may then agree to hold a meeting in the presence of a mediator.
- (4) The mediator must be agreeable to both parties.
- (5) A member of the Council or of a Member Association can be a mediator. However, the mediator cannot be a member who is a party to the dispute.
- (6) The mediator is unable to determine the dispute. A mediator is only able to guide the parties toward settling their dispute.
- (7) This rule does not deprive the parties of their right to resolve their dispute in accordance with the Act or otherwise at law.

#### **40. Dissolution and Surplus Property**

- (1) Pursuant to the provisions of Section 92 (1) (ii) of the Act, on the dissolution or the completion of the winding up of the Australian Council of Stoma Associations Incorporated, any surplus property of the Council shall, subject to any trust affecting the property or part of it, be taken to vest in those associations (whether or not those associations are incorporated) which were Member Associations of the Council on the day immediately prior to its dissolution or winding up and which comply with the requirements of subsection 91(2) of the Act and the requirements of the *Income Tax Assessment Act* with regard to charitable and non profit organisations.
- (2) Any surplus property of the Council shall be taken to vest in each Member Association of the Council which qualifies in terms of the requirements of Rule 40 (1) in accordance with the ratio which the ostomate members of that Member association bears to the sum of the ostomate members of all Member Associations which so qualify.
- (3) If none of the nominated associations meet the requirements of Rule 40 (1) and no other association meeting the requirements is validly nominated before dissolution, then the surplus property shall be vested in such association or associations, nominated by a court of competent jurisdiction or other competent authority, which do meet those requirements.

#### **41. Public Officer**

- (1) The Public Officer of the Council shall be an officer of the Council who resides in the Australian Capital Territory and who is from time to time designated by the Executive as the Public Officer of the Council.
- (2) Should there be no officer of the Council who is a resident of the Australian Capital Territory the Executive shall designate a suitable person who is resident in the Australian Capital Territory as the Public Officer of the Council.

**APPLICATION FOR MEMBERSHIP**

The Secretary,  
Australian Council of Stoma Associations Incorporated

On behalf of the

(Full name of association)

(Full address of the association)

I hereby apply for admission as a Member Association of the Australian Council of Stoma Associations Incorporated. In support of this application, the following information is provided:

1. The association is/is not registered with the Australian Taxation Office as a Public Benevolent Institution.
2. The association has been authorised to supply stomal appliances and pharmaceuticals under the Stoma Appliance Scheme.
3. The association is incorporated in

(State or Territory)

OR

The association is not incorporated

4. The objectives of the association are stated in its Constitution or Objectives and Rules. A copy of the document is enclosed.
5. The Statement of Affairs of the association for the last financial year is enclosed. The accounts were/were not audited.
6. The names and addresses of the officers of the association are

**President**

**Vice President**

**Secretary**

**Treasurer**

6. The association has an ostomate membership of                      Members

For and on behalf of the

Association

Signed

/

Secretary

Date /



**FORM OF APPOINTMENT AS PROXY**

I, .....  
(Full Name)

of .....  
(Address)

being an authorised officer of the ..... association.

A Member Association of the Australian Council of Stoma Associations incorporated

hereby appoint .....  
Full name of association

as proxy to vote for the above member association at the general meeting of the Council (annual general meeting or other general meeting, as the case may be)

to be held on the .....day of ..... 19..... and at any adjournment of that meeting.

\*The proxy is authorised to vote in favour of or against all resolutions; or

\*The following resolution(s) only.

..... /  
(Signature of member appointing proxy) (Office)

..... /  
(Date)