

Rules of Association of Orthopaedic Outreach Fund incorporated 2020

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OBJECTS OF THE ASSOCIATION

The overall object of the association, as a charitable institution, is to provide medical facilities, clinical services and education to communities in need within Australia and to those countries declared by the Minister of Foreign Affairs and Trade to be developing countries.

In furthering these objects the association may undertake the following:

- As a non-government organisation, in conjunction with other non-government organisations as well as those receiving direct government funding, to partner in the provision of clinical-based education and capacity building strategies to medical, nursing and allied health services, with a focus on orthopaedic and rehabilitative medicine; including the screening of populations; clinical reviews, primary assessment and treatment of patients; provision of specialized orthopaedic surgical services; and the training of health professionals to increase the medical capacity of local communities;
- Aim to improve the well-being of local communities with no influence or discrimination with respect to gender, race, culture, religion or political persuasion;
- Provide financial support for medical visits to those communities, which may include contributions towards the costs of medical supplies and equipment, travel, accommodation, meals and other associated costs;
- Implement development programs to improve training and networks of health personnel within local communities;
- Solicit financial and non-financial support for the objects and activities of the association from industry and members of the general public in the form of donations, fundraising, membership, sponsorship or patronage.

1 Definitions

- (1) In these rules, words and phrases have the meaning set out below:

Association means the Orthopaedic Outreach Fund Incorporated, being the incorporated association described in Rule 2.

ACNC means the Australian Charities and Not-for-profits Commission.

ACNC Act means Australian Charities and Not-for-profits Commission Act 2012 (Cth) as amended from time to time.

AGM means annual general meeting.

Committee and **committee member(s)** means the association's committee of management and the members of the committee of management respectively (refer Rule 15).

Committee meeting means the convening of those voted in as members of the executive management committee for the purpose of governing the association.

Director-General means the Director-General of the Department of Fair Trading.

General meeting means the meetings of members of the association as described in PART 4 – GENERAL MEETINGS, consisting of AGMs and special general meetings.

Purposes means the charitable purposes of the association as described in Rule 2.

Registered charities means charities registered with the ACNC.

Secretary means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) if no person holds that office – the public officer of the association.

Special General Meeting means a general meeting of the association other than an annual general meeting.

Special resolution means a resolution of members: of which at least 21 days' notice of the meeting at which it will be considered has been given to members.

the Act means the Associations Incorporation Act 2009.

the Regulation means the Associations Incorporation Regulation 2016

- (2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of a duty; and
- (c) a reference to a statute, statutory provision or regulation includes all amendments, consolidations or replacements thereof.

- (3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner of those provisions would apply if these rules were an instrument made under the Act.

- (4) These rules are intended to be binding on members of the association and enforceable by courts in NSW. Members must agree to support the purpose of the association and be bound by these rules upon joining.

2 Charitable and not-for-profit status

- (1) The Association is incorporated under the Associations Incorporation ACT 2009.
- (2) The Association is established to be, and continues as, a charitable institution whose purpose is to advance health care available to communities in need within Australia and developing countries by providing specialised surgical services and training to local medical and other health care professionals, particularly in the fields of orthopaedic and rehabilitative medicine.
- (3) The Association may undertake all things that will help it to achieve these purposes, including those activities detailed under the Association Objects in this document, in accordance with these rules.
- (4) The Association is registered as a charity with the Australian Charities and Not-for-profit Commission (ACNC) and is endorsed by the Australian Taxation Office as a Deductible Gift Recipient (DGR).
- (5) The Association will pursue the objects as stated within this document in accordance with these rules and all legal requirements consistent with maintaining its status as a registered charity.

3 Classes of membership

- (1) The membership of the association may consist of any of the following classes of members:
 - (a) Ordinary Member: a person who supports the association objects as stated in these rules; agrees to abide by the rules; completes and sign a membership application/renewal form as prescribed by the Committee; pays an annual membership fee and/or subscription as fixed by the Committee at the time of application lodgement, and annually thereafter.
 - (b) Corporate Member: an organisation and/or member of the orthopaedic industry or other industry who provide financial or in-kind support towards the works of the Association.
 - (c) Life Member: a member of the Association who has given long and faithful service to the Association and whose nomination as a Life Member has been approved by the Committee in accordance with these rules.
 - (d) Honorary Member: a person recognised by the association for their contributions to the works of the Association and whose nomination as an Honorary Member has been approved by the Committee in accordance with these rules.
- (2) The committee decides the process for receiving and approving or rejecting membership applications.
- (3) Unless otherwise resolved by the Committee, a Member is an Ordinary Member.
- (4) The number of Ordinary Members is unlimited.

4 Membership

- (1) A person who, on the day of adoption of these rules, was a member of the association and who, on or before a day fixed by the committee, pays the admission and annual fees as decided by the committee, must be admitted by the committee to the same class of membership of the association as the member held before the adoption of these rules, otherwise a person is qualified to be a member of the association if, but only if:
 - (a) the person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after the incorporation of the association under the Act,
or
 - (b) the person is a natural person (and cannot be a corporation), who has applied for membership of the association as provided by Rule 6(2), has been approved for membership of the association by the committee of the association, supports the purposes of the association, and has read these rules and agrees to be bound by these rules.
 - (c) the person is a minimum of 18 years of age.

5 Membership fees

- (1) The admission and annual membership fees for each class of membership:
 - (a) Is the amount decided by the committee from time to time; and
 - (b) Is payable when, and in the way, the committee decides.

6 Application for membership

- (1) An application by a person for membership of the association:
 - (a) must be made by the prospective member in writing in the form set out in Appendix 1 to these rules, and
 - (c) must be lodged with the secretary of the association.
- (2) Within 28 days of lodging an application for membership, the applicant must pay to the association the sum payable under these rules by a member as an entrance fee and annual membership fee/subscription.
- (3) Should the secretary consider it necessary, or if requested to do so by the committee, the secretary may refer an application to the committee to determine whether the application should be approved or rejected. The committee shall not be required to give any reason for rejection of any application.
- (4) The secretary must:
 - (a) on payment by the applicant of the sum payable under subclause 6(2) and within the period referred to in that provision, and
 - (b) subject to the committee not having determined to reject the application in accordance with subclause 6(3),

enter the applicant's name in the register of members and, on the name being entered, the applicant shall become a member of the association.
- (5) Should the committee have determined to reject an application in accordance with subclause 6(3), the secretary must:
 - (a) notify the applicant accordingly,
 - (b) refund any money that the applicant may have already paid to the association as required under subclause 6(2), and
 - (c) remove the applicants name from the register of members.
- (6) With respect to subclause 6(5)(a), the association is not required to provide reasons for rejection of an application.

7 Cessation of membership

- (1) A person ceases to become a member of the association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or whose membership has been suspended, or
 - (e) has membership fees in arrears for a period of 3 calendar months.

8 Membership entitlements not transferable

- (1) A right, privilege or obligation which a person has by reason of being a member of the association:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

9 Resignation of membership

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect to the member's membership may resign from the membership of the association first by giving to the secretary 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.
- (3) If a member of the association ceases to become a member under Rule 7, 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 in which the member ceased to be a member.
- (4) If a member resigns, the association is not required to refund any joining and membership fees already paid.

10 Register of members

- (1) The secretary of the association must establish and maintain a register of members of the association (whether in written or electronic form) containing their name and contact details (an email address is sufficient in lieu of physical address, as approved by the committee) of each person who is a member of the association together with the date on which the person became a member. A person becomes a member when their name is entered on the register.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour, by prearranged appointment.
- (3) If the register is maintained in electronic form:
 - (a) It must be convertible to hard copy, and
 - (b) the requirements in Rule 45(4) apply as a reference to the register of members, whether in electronic or hard copy form.

11 Members' Liabilities

The liability of a member of the association 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 is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by Rule 5.

12 Dispute resolution process

- (1) If there is a dispute between any two or more members of the association the parties involved must first attempt to resolve the dispute between themselves within a period of at least 14 days from the date written notice of the dispute is given to the committee.
- (2) Written notice shall also be provided to all parties involved in the dispute and the person identifying the dispute shall be responsible for providing such written notice.
- (3) If the dispute cannot be resolved between the persons involved, the committee must be notified, and a dispute resolution process must be put in place by the committee. The committee may develop a policy regarding dispute resolution.
- (4) Any such dispute resolution process must allow each party a reasonable opportunity to be heard and/or submit arguments in writing, and should first attempt to resolve the dispute by the parties reaching an agreement.
- (5) If agreement cannot be reached, the committee may appoint a person not involved in the dispute to mediate the dispute. The proposed mediator may be a member, non-member or professional mediator, such as a person associated with a Community Justice Centre (see Community Justice Centres Act 1983).
- (6) The mediator is to contact the persons involved in the dispute to arrange mediation sessions.
- (7) At least 7 days prior to any mediation session commencing, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- (8) If a dispute remains unresolved by mediation within 3 months of referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (9) The Commercial Arbitration Act 201 applies to a dispute referred to arbitration.

13 Disciplining members

- (1) 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 these rules, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) 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;
 - (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.

- (4) The committee may, by resolution, expel the member from the association or suspend any member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied with the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after action is taken, cause notice either in written or electronic form, to be given to the member of the committee's decision, of the reasons given by the committee for having taken that action and of the member's right of appeal under Rule 14.
- (6) 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 Rule 14, whichever is the latter.
- (7) If the committee considers that any member of the association has breached these rules or if the member's behaviour is causing (or has caused) damage or harm to the association, then a disciplinary procedure will be entered into in accordance with Rule 13(10). The committee may choose to adopt a more detailed discipline policy, dealing with issues such as rights to appeal.
- (8) Disciplinary actions can include warning a member, or suspending or cancelling the member's membership. Disciplinary action cannot include a fine and suspension of membership cannot exceed 12 months.
- (9) The committee must write to the member to tell them why they propose to enter into a disciplinary procedure.
- (10) The committee must arrange a disciplinary procedure that meets these requirements:
 - (a) the outcome must be determined by an unbiased decision-maker (who cannot be a committee member),
 - (b) the member must have an opportunity to explain or defend themselves, and
 - (c) the disciplinary procedure must be completed as soon as reasonably practical.
- (11) The committee must notify the member of the outcome of the disciplinary procedure as soon as reasonably practical.
- (12) There will be no liability for any loss or injury suffered by a member as a result of any decision made in good faith (fairly and honestly) under Rule 13 (10).

14 Right of appeal of a disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under Rule 13, within 14 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely on the purposes of the appeal.

- (3) On the receipt of a notice from the member under subclause (1), 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.
- (4) At a general meeting of the association convened under subclause (3):
 - (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.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

15 Purpose of the committee

The association is governed by the committee of management (the committee) that consists of the committee members, to ensure that the association is responsibly managed and pursues its purposes.

16 Powers of the committee

- (1) Subject to the Act, the Regulation and these rules and to any resolution passed by the association in a general meeting, the committee:
 - (a) is responsible for the control and management of the affairs of the association, and
 - (b) may exercise all powers and functions of the association (consistent with these rules, relevant Australian laws and requirements for registered charities) with the exception of powers and functions that the members are required to exercise at a general meeting (under these rules, relevant to Australian laws or requirements for registered charities).
 - (c) has power to reform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the objects of the association.

17 Composition and membership of the committee

- (1) The committee is to consist of 9 members, inclusive of office bearers:
 - (a) 1 committee member is to be nominated by the President of The Royal Australasian College of Surgeons;
 - (b) 1 committee member, to be a community representative who may be linked to Rotary or other community body, to be nominated by the committee;
 - (c) 1 committee member to be a nurse or allied health representative nominated by the Management Committee;
 - (d) 3 committee members to be orthopaedic surgeons nominated by the Board of the Australian Orthopaedic Association; and
 - (e) 3 committee members to be nominated by the general members of the association prior to the annual general meeting of the association pursuant to Rule 18(2).
- (2) The office-bearers of the association are to be:
 - (a) the chairperson
 - (b) the deputy chairperson
 - (c) the treasurer, and
 - (d) the secretary
- (2) The office-bearers will be elected by the committee at the first meeting of the committee following the annual general meeting.
- (3) A committee member may hold up to two offices (other than both those of the chairperson and deputy-chairperson).

- (4) The committee may appoint and remove committee members to and from any office-bearing positions and decide their responsibilities within these roles.
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.
- (6) The duration of term for committee members is two years, after which the person automatically retires at the next annual general meeting, and is eligible for re-election at that general meeting.
- (8) No member of the committee shall be appointed to any salaried office of the association or any office of the association paid by fees and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the committee with the exception of reimbursement for out-of-pocket expenses.

18 Election of members to the committee

- (1) To be eligible to be a committee member, a person:
 - (a) must be eligible to be a responsible person under the ACNC Act;
 - (b) must be nominated under Rule 17(1)(e);
 - (c) must give the association their signed consent to act as a committee member of the association, and
 - (d) must be a member of the association at the time of their nomination, their appointment, and for the duration of their time on the committee.
- (2) Nominations for candidates for election as members of the committee:
 - (a) must be made in writing using the form set out in Appendix 2 of these rules, signed by two 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.
- (3) 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 sought at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the chairperson may declare the positions filled without holding a ballot.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (7) The ballot for the election of members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the chairperson may direct.
- (8) Subclause (2) does not apply to or in relation to a person who is eligible for re-election under Rule 17(6).

19 Casual vacancies

- (1) A committee member ceases to be a committee member, creating a casual vacancy, if they:
 - (a) resign, by writing to the committee;
 - (b) cease to be a member of the association;
 - (c) are removed by a resolution of members of the association;
 - (d) are absent without the consent of the committee from all meetings of the committee held during a period of 6 months;
 - (e) become ineligible to be a responsible person (committee member) under the ACNC Act, or
 - (f) become deceased.

- (2) 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 these rules, until the conclusion of the annual general meeting next following the date of the appointment. The member is required to stand down from the Committee at the conclusion of that annual general meeting, and is eligible for election as a member of the committee subject to being nominated as a candidate for election in accordance with Rule 18(2).

20 Duties of the committee

- (1) Among its other responsibilities, the committee is responsible for making sure that:
 - (a) accurate minutes of general meetings and committee meetings are made and kept; and
 - (b) other records are kept in accordance with Rule 44.

- (2) Committee members must:
 - (a) Comply with their legal duties under Australian laws and ensure that the association complies with its duties under Australian laws, and
 - (b) Meet the requirements for responsible entities (committee members) of registered charities and comply with the duties described in Governance Standard 5 of the regulations made under the ACNC Act which are:
 - (i) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a committee member of the association
 - (ii) to act in good faith (fairly and honestly) in the best interests of the association and to further the charitable purpose(s) of the association set out in Rule 2
 - (iii) not to misuse their position as a committee member
 - (iv) not to misuse information they gain in their role as a committee member
 - (v) to disclose any perceived or actual material conflicts of interest
 - (vi) to ensure that the financial affairs of the association are managed responsibly, and,

- (vii) not to allow the association to operate knowing that the association is insolvent.
- (3) For clarity, subclauses (1) and (2) are intended to require compliance with the ACNC governance standards as amended or modified from time to time.

21 Secretary

- (1) 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.
- (2) It is the duty of the secretary to ensure minutes are kept (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) 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.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

22 Treasurer

- (1) It is the duty of the treasurer of the association to ensure that:
 - (a) all money due to the association is collected and receipted and that all payments authorised by the association are made, and
 - (b) correct books and accounts are kept showing financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

23 Committee meetings

- (1) The committee must meet at least 5 times in each period of 12 months at a place and time that the committee may determine, including by allowing committee members to attend through technology, so long as it allows all committee members to attend and to communicate.
- (2) Additional meetings of the committee may be convened by the chairperson or by any member of the committee.
- (3) 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 decided by the committee chairperson) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) 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 that

meeting, with the exception of business that the chairperson decides, or in the absence of the chairperson, the presiding member, agrees to treat as urgent business.

- (5) A majority (more than half) of the committee members must be present (either in person or through the use of technology) to constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) 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 to the same place and at the same hour of the day in the following week, or an alternative time as agreed by the chairperson.
- (7) 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.
- (8) At a meeting of the committee:
 - (a) The chairperson or in the chairperson's absence, the deputy chairperson is to preside, or
 - (b) If the chairperson and the deputy chairperson are 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.

24 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association that the committee thinks fit), the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) the power of delegation, or
 - (b) a function which is duty imposed that applies to the committee or particular committee member by the Act or any other Australian law.
- (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 section 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) Despite any delegation under this rule, the committee 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 committee.
- (6) The committee 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.

25 Voting and decisions

- (1) A resolution is passed if more than half of the committee members voting at the committee meeting or any sub-committee appointed by the committee, vote in favour of the resolution.
- (2) In the event of an equality of votes on any resolution, the person presiding may exercise a second, or casting vote.
- (3) 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.

26 Written Resolution of the Committee

- (1) The Chairperson, Secretary or any member of the committee may propose a written resolution to the committee by circulating a document setting out the full text of the resolution proposed.
- (2) A written resolution of the committee signed as approved by all of the members of the committee entitled to vote is as valid and effectual as if it had been passed at a meeting of the committee duly called and constituted and the resolution becomes effective at the time the resolution was last signed.
- (3) A written resolution cannot be used:
 - (a) for a resolution to remove an auditor, appoint or remove a committee member,
 - (b) for passing a special resolution, or
 - (c) where the Act or these rules require a meeting to be held.
- (4) The written resolution may consist of a single document or several documents in like form, each signed by one or more of the members of the committee.
- (5) The proposed written resolution may be circulated by means including post, facsimile or electronic mail, provided that the document signed in each case is a hard copy document setting out the text of the proposed resolution without alteration to the text of the proposed resolution.
- (6) A member of the committee may signify assent to a document by signing the document or by notifying the Secretary of the member's assent in person or by post or by telephone, fax, email or other electronic means.
- (7) On receipt of the responses to a written resolution from all members of the committee, then the Secretary shall notify the members of the outcome of the proposal, and:
 - (a) should assent to the resolution not be unanimous, then the resolution shall lapse, or
 - (b) should assent to the resolution be unanimous, then, in accordance with subclause (2), the resolution shall become effective immediately.
- (8) Should a written resolution be proposed and dealt with in accordance with this rule, then the Secretary shall ensure that the minutes of the next meeting of the committee record the text of the resolution proposed, the outcome of the proposal, and should the resolution have been assented to, the date at which the resolution became effective.

27 Removal of a committee member

- (1) The association in a general meeting may by resolution remove any member of the committee from office 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.
- (2) 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 chairperson, not exceeding a reasonable length, and requests that the representations be notified to the members of the association:
 - (a) the secretary or the chairperson may distribute a copy of the representations to each member of the association, or
 - (b) if the representations are not sent, the member is entitled to require that the representations be read aloud at the meeting at which the resolution is to be considered.

28 Annual general meetings – holding of

- (1) The association must hold an annual general meeting of its members at least once in each financial year and within the period of 6 months after the expiration of the financial year of the association.

29 Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to Rule 28(1), to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the ordinary 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 members of the committee,
 - (d) to receive and consider any financial statement or report which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

30 Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the association.
- (3) 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 of which documents must be signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within one month after the date on which the 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.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

- (6) For the purpose of subclause (3):
 - (a) a requisition may be in electronic form;
 - (b) a signature may be transmitted, and a requisition may be lodged by electronic means.

31 Notice

- (1) Written notice of general meetings must be provided to all members (and the association's auditor or reviewer if one is appointed) at least 14 days before the meeting. Notice to all members must be sent to the members' contact addresses listed on the register of members. This may include use of email addresses.
- (2) Any notice of general meetings must include the meeting details (including whether the meeting will be held in two or more places and the technology that will be used to facilitate this), proposed issues and any special business to be discussed, and resolutions to be considered at that meeting.
- (3) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matters required under subclause (2), the intention to propose the resolution as a special resolution.
- (4) 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 Rule 29(2).
- (5) A group of at least 10% of members who are eligible to vote at a general meeting can propose resolutions to be voted on at a general meeting by writing to the secretary of the association advising them of the proposed resolutions, so long as the requirements to notify members of the resolutions prior to the general meeting can be met.
- (6) Any resolution proposed under subclause (5) must be considered at the next general meeting held no more than two months after the date the committee is notified of the request to present a resolution to members. This rule does not limit any right that a member has to propose a resolution at a general meeting.
- (7) A member who is eligible to vote may bring business forward to the general meeting by providing notice in writing of that business to the secretary of the association, so long as the requirements to notify members of the proposed business as identified in subclause (5) are met. The secretary must then include that business in the next notice calling a general meeting after the receipt of the notice from the member.

32 Quorum for general meetings

- (1) No items of business are to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) At least 10 members that are entitled to vote at the meeting must be present at a general meeting (either in person or through technology that allows for clear and simultaneous (interactive) communication of all meeting participants), for the meeting to constitute a quorum.

- (3) 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 requisite of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) 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 members present (being at least 5) is to constitute a quorum.

33 Voting

- (1) On any question or resolution considered at a general meeting of the association only ordinary members and life members are entitled to vote.
- (2) On any question or resolution considered at a general meeting of the association a member who is entitled to vote has one vote only.
- (3) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (4) A member is not entitled to vote at any general meeting of the association, either in person or by proxy, unless all money due and payable by the member to the association has been paid, other than the amount of the annual subscription payable by the member in respect of the then current year.

34 Making of decisions

- (1) Any question or resolution considered at a general meeting of the association (other than a special resolution) is passed if more than half of the members present or by proxy at a general meeting vote in favour of the resolution.
- (2)
 - (a) Votes may be held by a show of hands (including those by proxy) or a written ballot, or another method that the chairperson decides is fair and reasonable in the circumstances.
 - (b) If a vote is held initially by show of hands, any member can request a vote be held again by written ballot, if greater than 50% of the members present at the meeting agree.
- (3) If the question is 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 in a particular majority or lost, or an entry to that effect in the minute records of the association, is evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.
- (4) If a vote of the members is tied, the chairperson of the meeting does not have an additional, deciding vote, and shall declare that the motion has failed.
- (5) The secretary shall be responsible for recording of voting outcomes.

35 Appointment of proxies

- (1) Each member is to 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.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 3 to these rules.
- (3) In accordance with Rule 33, members may only hold a total of 5 proxy nominations.

36 Presiding member

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson, is to preside at each general meeting of the association.
- (2) If the chairperson and the deputy chairperson are absent or unwilling to act, the members present must elect one of their number to preside at the meeting, and take responsibility for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comment and ask questions, including to the auditor or reviewer, if present.

37 Adjournment

- (1) The chairperson or presiding member 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, if necessary, from place to place.
- (2) If a general meeting is adjourned in accordance with subclause (1) above:
 - (a) for less than 21 days after the date of the original meeting, then the notice requirements set down in Rule 30 subclauses (1) and (2) will not apply to the adjourned meeting.
 - (b) for 21 days or more after the date of the original meeting, then the secretary must give written notice of the adjourned meeting to each member of the association stating the date, place, and time of the adjourned meeting and the nature of the business to be transacted at the meeting.
- (3) 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.

38 Special resolution

- (1) A resolution is passed by the association as a special resolution:
 - (a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (b) in a postal ballot conducted by the association, or
 - (c) in such other manner as the Director-General may direct,if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's Rules, are entitled to vote on the proposed resolution.

- (2) A notice referred to in subclause (1)(a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal ballot referred to in subclause (1)(b) may only be conducted in relation to resolutions of a kind that the association's Rules permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulations.
- (4) A direction under subclause (1)(c) may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subclauses (1)(a) or (1)(b).

39 Insurance

The association may effect and maintain insurance.

40 Funds and assets

- (1) The committee must establish policies about the holding and management of funds and assets on behalf of the association or its purposes, and that set out who oversees these funds and assets and who can make decisions about them.
- (2) The association must satisfy any obligations that apply to the use of assets over which a trust exists.
- (3) The funds of the association may be derived from:
 - (a) Joining and annual subscriptions of members;
 - (b) Donations;
 - (c) Grants;
 - (d) Fundraising;
 - (e) Interest;
 - (f) Subject to any resolution passed by the association in general meeting, any other lawful sources approved by the committee that are consistent with furthering the association's purposes.
- (3) 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.
- (4) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (5) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (6) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments issued by the association must be signed by 2 authorised signatories. These two authorised persons are to be determined by the committee.
- (7) The association and its committee may only do things and use the income and assets of the association (including those held on trust for the association or its purposes) for the purposes referred to in the objects of the association.
- (8) Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members. The Association must not distribute any income or assets, directly or indirectly, to its members. Section 5 of the Act defines "pecuniary gain" for the purpose of this clause.

- (9) Rule 40(8) does not prevent the association from doing the following things, provided they are done in good faith (fairly and honestly):
- (a) Paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the association, or
 - (b) Making a payment or providing a benefit to a member in carrying out the association's charitable purposes.
- (10) To the extent possible under law, members are entitled to be indemnified out of the assets held for the association for any debts or liabilities incurred personally by a member when acting on behalf of the association, so long as the member was:
- (a) authorised by the association to take that action, and
 - (b) acting in good faith (fairly and honestly) and in the best interest of the association.

This indemnity is a continuing obligation from the time the member seeks indemnity and is enforceable by a person even if that person is no longer a member of the association. The indemnity only applies to the extent that the person is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

41 Winding up

- (1) The association can be wound up by its members if the members pass a special resolution to wind up the association at a general meeting.
- (2) If the association is wound up, any surplus property must not be distributed to members or former members of the association.
- (3) Subject to the Act and Regulation, the requirements of Australian laws and any Australian court order, if the association is wound up, surplus property must be transferred to another organisation or organisations with similar objects and purposes, which are charitable at law and not carried on for the profit or personal gain of any of its members.
- (4) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.
- (5) In making distributions upon winding up, the association must satisfy any obligations that apply to assets over which a trust exists.
- (6) The liability of a member of the association to contribute towards payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by members in respect of membership of the association as required by Rule 5.

42 Alteration of the associations name, objects and rules

- (1) Subject to subclause (2) below, these rules may be changed, added to, or replaced by special resolution of the association's members at a general meeting. This includes a change to the association's name.
- (2) The members must not pass a special resolution that amends these rules if passing it causes the association to no longer be a charity.
- (3) The process for calling a special resolution is detailed in Rule 38.
- (4) An application for registration of a change in the association's name, objects or rules of association in accordance with section 10 of the Act is to be made by the secretary or a committee member.

43 Custody of books

- (1) Except as otherwise provided by these rules, all records, books and other documents relating to the association must be kept in New South Wales:
 - (a) at the main premises of the association, in the custody of the secretary or a member of the association (as the committee determines), or
 - (b) if the association has no premises, at the association's official address, in the custody of the secretary.

44 Record keeping

- (1) The association must maintain written financial records that:
 - (a) Correctly record and explain the association's transactions and financial position, and
 - (b) Enable true and fair financial statements to be prepared and to be audited.
- (2) For the purposes of this rule, "written" shall include electronically recorded financial records.
- (3) The association must also maintain written records that correctly record its operations, and be able to produce these records if required by law.
- (4) The association must retain its records for at least seven years, or as otherwise required by the ACNC Act or any other laws that may apply.
- (5) The committee members must take reasonable steps to ensure that the association's records are kept safe.

45 Members access to documents

- (1) A member of the association may make reasonable requests to inspect by pre-arranged appointment the:
 - (a) records, books and other financial documents of the association,
 - (b) rules of the association,

- (c) minutes of all committee meetings and general meetings of the association, and
 - (d) register of members.
- (2) A member may make reasonable requests for copies of the documents referred to in Rule 45(1). The association can charge a reasonable fee for providing copies or a copy of any part of the register on payment of a reasonable fee for providing copies, or a copy of any part, as determined by the committee.
 - (3) If a member requests that access to their details on the register of members be restricted, the committee may decide whether access will be restricted and will notify the member of this.
 - (4) A member may only use information that is accessed in accordance with Rule 45(1) and 45(2) for lawful and proper purposes related to the association, and must not use information obtained from the documents to contact or send material to any 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
 - (b) Any other purpose necessary to comply with a requirement of the Act or the Regulation.
 - (5) Subject to Rule 45(6), the association must provide access to documents or copies requested under Rule 45(1) and 45(2) within a reasonable time.
 - (6) The association can refuse to provide access or copies, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal information, or if granting the request would breach a law or cause damage or harm to the association, or if the request is otherwise unreasonable

46 Service of notices

- (1) For the purposes of these rules, 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 last known 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 (email).
- (2) 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.

47 Financial year

The financial year of the association is from the 1st July to the 30th June, subject to any resolution passed by the association in general meeting.

Annual Renewal of Membership (January – December 2020)

Membership fee: \$150.00 (GST incl.)
Associate member fee (Nursing & Allied Health) \$50.00 (GST incl.)

I would also like to make a donation\$_____

All donations are tax-deductible

Method of payment:

Cheque Credit Card: Mastercard Visa **Total Amount: \$_____**

Card Number: ____/____/____/____ Expiry Date: __/__

Signature_____Name on Card_____

Details

Name _____

Address _____

City _____ State _____ Postcode _____

Tel. (work) _____ Fax _____

Email _____

Mail to:

Orthopaedic Outreach
PO Box 100
Five Dock NSW 2046

T: +61 2 8071 8091
Mob: 0408 120 469
F: +61 2 8071 8002
e: ghextell@orthoreach.org.au;

Visit our website: www.orthoreach.org.au

Nomination of Candidate for election to the Committee of Management

I,
(full name)
(signature)

and

I,
(full name)
(signature)

being financial members of Orthopaedic Outreach Fund Inc. nominate

.....
(name of candidate)

as a candidate for election to the Committee of Management.

I, being the person nominated above and a financial member of Orthopaedic Outreach Fund Inc., consent to the nomination.

.....
(signature of candidate)

Date :

Note: This nomination form must be signed by two members of the association and the proposed candidate and forwarded to the Secretary at admin@orthoreach.org.au or by facsimile (Fax 61 2 8071 8002) such that it will be received at least 7 days before the date of the Annual General Meeting.

Form of Appointment of Proxy

I, of
(full name of member)
(address)

being a financial member of Orthopaedic Outreach Fund Inc, hereby appoint

(a) of
(full name of proxy)
(address)

being a financial member of that association,

(b) The Chairperson of Orthopaedic Outreach Fund Inc.
(Member to cross out whichever is not applicable)

as my proxy to vote on my behalf at the Meeting
(nature of meeting)

to be held on and at any adjournment of that meeting.
(date of meeting)

.....
(signature of member appointing proxy)

Date

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