

**ORIENTATION**  
**and**  
**MOBILITY**  
**ASSOCIATION**  
**AUSTRALASIA**  
**(Inc.)**

**CONSTITUTION**

# **Orientation and Mobility Association Australasia (Inc.)**

## **CONSTITUTION**

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## 1. Name

The name of the incorporated association is “Orientation and Mobility Association Australasia (Inc.)” in these Rules called “The Association”.

## 2. Interpretation

2.1 In these Rules and for the express purpose of this Constitution, unless a contrary intention is apparent:-

“**Abstention**” means refraining from expressing an entitled deliberative vote either in favour of or against a question and in these Rules shall be deemed to be a vote against that question;

“**Act**” means “The Associations Incorporation Act 1981”;

“**Allied Orientation & Mobility Practitioner**” means a natural person who holds at least basic training qualifications in any of the Disciplines and Practice of Orientation & Mobility as determined by the Council in accordance with these Rules, such persons shall include Orientation and Mobility Assistants and Dog Guide Trainers holding those qualifications being less than the qualifications required of an Orientation & Mobility Specialist;

“**An equality of voting**” means, unless otherwise specified in these Rules, in the case of any question – exactly 50%, of those Members present who are entitled to vote in accordance with these Rules, voting in favour of that question;

“**Annual General Meeting**” means the Annual General Meeting of Members of The Association, as provided in Sub-Rule 9.1;

“**Appellant**” means a Member utilising the appeal provisions of Rule 7;

“**Australasia**” means Australia, New Zealand, and their Dependent Territories;

“**Chairperson**” means the person who presides at meetings in accordance with these Rules;

“**Constitution**” means the entirety of these Rules including Rule 3 “Statement of Purposes of The Association”;

“**Council**” means the committee of management of The Association;

“**Council Officer**” means an Officer of the Council and does not include the Public Officer unless they are an officer of the Council;

“**Executive**” or “**Executive Subcommittee**” means the principal Office bearers or the principal Subcommittee of the Council, consisting of namely the President, the Vice-President, the Immediate-Past-President, the Treasurer and the Secretary;

“**Financial Year**” means the year commencing 1st July and ending 30th June;

“**General Meeting**” means either or both Annual General Meetings and Special General Meetings of Members of The Association as provided in Rule 9;

“**Impairment**” includes any form of vision, sensory, auditory, physical, intellectual or neurological impairment;

**“Member”** means each or any person or legal entity or Nominee of such legal entity listed in the Register as a Member of The Association, as provided in Rule 5, in accordance with Rule 4;

**“Month”** means calendar month;

**“Neighbouring Jurisdictions”** means jurisdictions and their Dependent Territories which are out side of Australasia particularly where like organisations to The Association do not exist;

**“Nominee”** means the natural person nominated by a Corporate Member to exercise all the rights of that Corporate Member under this Constitution;

**“Office”** means a defined position of responsibility on the Council and also includes the position of Public Officer;

**“Officer”** means a Member who holds Office on the Council as provided in Rules 11 and 14 as well as the Public Officer as provided in Rules 11 and 15;

**“Orientation & Mobility”** means to move within and travel through any environment, and herein pertains to the development and teaching of concepts, skills and techniques necessary for persons with vision and other impairments to do so, efficiently, with relative independence, safety and confidence, under differing environmental conditions and situations;

**“Orientation & Mobility Professional”** means a natural person who holds training qualifications in any of the Disciplines and Practice of Orientation & Mobility, encompassing consultancy, instruction, training, teaching, etc. and includes Allied Orientation & Mobility Practitioners and Orientation & Mobility Specialists;

**“Orientation & Mobility Specialist”** means a natural person who holds Certificate IV or higher training qualifications in the Disciplines and Practice of Orientation and Mobility and also includes Dog Guide Instructors holding equivalent qualifications as determined by the Council in accordance with these Rules;

**“Person”** means a natural person and when referring to a Member includes a legal entity who is not a natural person;

**“Personally present”** or “present” means present in person physically, or by telephone, internet or video connection, or by proxy except in the case of a quorum where proxies do not apply;

**“Poll”** means the process of voting of Members on any question arising at a General Meeting in a manner directed by the Chairperson in accordance with these Rules;

**“Register”** means the register of Members of The Association in accordance with Rule 5;

**“Regulations”** means regulations under the Act;

“Relevant documents” has the same meaning as in the Act;

**“Rule”** means a numerically specified Rule (inclusive of any component Sub-Rules) in this Constitution;

**“Rules”** means all numerically specified Rules including the Statement of Purposes of The Association in this constitution;

**“Secretary”** means the person who holds the Office of the Secretary of The Association, or if the Office of Secretary is vacant, the Public Officer of The Association;

**“Scrutineers”** means any two or more persons appointed by the Chairperson to assist in scrutiny of a Poll of the Members present at a General Meeting as required by the Chairperson at that meeting;

**“Special Business”** means all Special Resolutions and other business to be transacted at a General Meeting, that is notified to Members in the Notice of Meeting in accordance with these Rules, being business other than the usual Ordinary Business of such General Meeting as provided in Sub-Rules 9.1.3 and 9.2.3;

**“Special General Meeting”** means a Special General Meeting of Members convened in accordance with Sub-Rule 9.2;

**“Special Resolution”** means a resolution to be put before a General Meeting in accordance with this constitution, which in order to be carried, requires the support of at least 75% of Members present who are eligible to vote on such resolutions in accordance with these Rules;

**“Sub-Rule”** means a numerically specified Sub-Rule of a Rule in this Constitution (inclusive of any numerically or alphabetically specified component Sub-Rules);

**“Subscription”** means the annual Subscription and such other fees or levies payable by Members in accordance with Sub-Rule 4.3; and

**“Writing” or “written”** means any visible form of producing or reproducing words, numbers, symbols or drawings; and

- 2.2 Words or expressions contained in the Rules shall be interpreted in accordance with the provision of the Acts Interpretation Act 1958 and the Act as in force from time to time.

### **3. Statement of Purposes of The Association**

- 3.1 To promote and maintain appropriate standards of Orientation and Mobility practice by Orientation and Mobility Professionals throughout Australasia, and in so far as it may be practical, be supportive of the same in Neighbouring Jurisdictions;
- 3.2 To be proactive in ensuring that appropriate standards for Orientation and Mobility training courses are recognised and adhered to;
- 3.3 To promote professional development of Orientation and Mobility professionals through regular peer group meetings;
- 3.4 To promote, conduct and/or facilitate seminars, lectures, workshops, conferences, educational and other professional programs related to Orientation and Mobility;
- 3.5 To promote Orientation and Mobility as a profession;
- 3.6 To develop and implement a Professional Code of Ethics and/or Codes of Conduct or Practice, as a condition of Membership of The Association;

- 3.7 To provide representation for Orientation and Mobility professionals on professional issues;
- 3.8 To disseminate information and edit, produce, publish, issue, sell and circulate any books, brochures, bulletins, circulars, journals, periodicals, newsletters, papers and other publications as directed by The Association or that the Council considers conducive to the promotion of The Association and its purposes;
- 3.9 To develop and promote such other Membership services as may be considered to be to the professional benefit of Members;
- 3.10 To provide or arrange for the provision of such amenities, equipment, facilities, plant and other things as directed by The Association or that the Council considers conducive to the purposes of The Association;
- 3.11 To facilitate and support, where possible, the promotion and advocacy by consumer groups and service agencies of a wide understanding among the general public of issues related to impairments and persons with impairments accessing and participating with the wider community;
- 3.12 To facilitate consumer participation and feedback in determining directions and projects for The Association;
- 3.13 To raise fees, Subscriptions and other revenues for the purposes of The Association;
- 3.14 To accept financial and other aids, bequests, donations, gifts and grants from whatever source;
- 3.15 To administer one or more funds into which all revenues, bequests, donations, gifts, grants and Subscriptions to The Association will be credited;
- 3.16 To invest and deal with money of The Association not immediately required in such manner as the Council thinks fit and as permitted by law for the investment of trust funds;
- 3.17 To do all such other things as are incidental or conducive to achieving the purposes of The Association and professional benefit to its Members;
- 3.18 To apply all revenues, gifts and aids, from whatever source derived, solely towards the purposes of The Association and not to the financial profit or gain to its Members, no such revenues, gifts or aids, or any part there of, shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the Members of The Association; and
- 3.19 Notwithstanding anything contained in Sub-Rule 3.18, nothing contained in that Sub-Rule shall prohibit the reimbursement of out of pocket expenses or the payment, in good faith, of remuneration to any Officers or servants of The Association or to any Member in return for any services actually rendered to The Association or for goods supplied in the ordinary or usual way of business, nor prevent the payment of interest at a rate not exceeding the rate fixed for the purposes of this Rule 3 by the Council on money borrowed from any Member or reasonable and proper rent for premises or equipment demised, let or leased by any Member to The Association.

## 4. Membership & Subscription

4.1 **Membership categories** of The Association shall consist of:-

- a) Ordinary Members,
- b) Honorary Life Ordinary Members,
- c) Associate Members,
- d) Honorary Life Associate Members,
- e) Affiliate Members,
- f) Honorary Life Affiliate Members,
- g) Corporate Members,
- h) Such other categories of Membership as may be established by the Council, from time to time, provided that Members in any such other category are not eligible to vote at General Meetings or hold Office on the Council without approval of at least 75% of Members present and eligible to vote on a Special Resolution in respect of such rights, at a General Meeting;

4.1.1 **Ordinary Members** are persons accepted into Membership by the Executive as meeting the appropriate professional and training requirements for Orientation and Mobility Specialists, as set from time to time by the Council;

4.1.1.1 Evidence of meeting the necessary standards as required by the Council shall be forwarded to the Secretary at the time of application for Membership;

4.1.1.2 Ordinary Members are entitled to full voting rights and privileges of Membership; and

4.1.1.3 Ordinary Members are entitled to hold any Office on the Council;

4.1.2 **Honorary Life Ordinary Members** are Ordinary Members who are deemed by unanimous resolution of the Council to be worthy of such honour;

4.1.2.1 Honorary Life Ordinary Members are entitled to all of the equivalent full voting rights and privileges accorded to Ordinary Members by this Constitution; and

4.1.2.2 Honorary Life Ordinary Members are not required to pay annual Membership Subscriptions;

4.1.3 **Associate Members** are persons accepted into Membership by the Executive as meeting the appropriate professional and training requirements for Allied Orientation and Mobility Practitioners, as set from time to time by the Council;

4.1.3.1 Evidence of meeting the necessary standards as required by the Council shall be forwarded to the Secretary at the time of application for Membership;

4.1.3.2 Associate Members are entitled to full voting rights and privileges except as provided in Sub-Rule 4.1.3.3; and

4.1.3.3 Associate Members are not entitled to hold the Offices of President, Vice-President or Immediate-Past-President on the Council;

4.1.4 **Honorary Life Associate Members** are Associate Members who are deemed by unanimous resolution of the Council to be worthy of such honour;

4.1.4.1 Honorary Life Associate Members are entitled to all of the equivalent full voting rights and privileges accorded to Associate Members by this Constitution; and



4.1.4.2 Honorary Life Associate Members are not required to pay annual Membership Subscriptions;

**4.1.5 Affiliate Members** are persons who do not necessarily hold qualifications in any of the Disciplines and Practice of Orientation and Mobility and are accepted into Membership by the Executive as meeting the appropriate criteria as approved by the Council from time to time for persons having an affiliated interest in Orientation and Mobility, such as students in the field, allied professionals, co-workers, consumers of Orientation and Mobility services and such other persons deemed by the Council to be acceptable into this category of Membership;

4.1.5.1 Evidence of meeting the necessary criteria as required by the Council shall be forwarded to the Secretary at the time of application for Membership;

4.1.5.2 Affiliate Members are entitled to limited voting rights at the absolute discretion of the Chairperson and all other privileges except as provided in Sub-Rule 4.1.5.3; and

4.1.5.3 Affiliate Members are not entitled to vote on Special resolutions or the election of Council Officers and are not entitled to hold Office on the Council or Chair General Meetings, Council Meetings or Executive Meetings, whilst they may Chair other Subcommittee Meetings as provided in Sub-Rules 14.6 e) and 14.7 c) and this Sub-Rule 4.1.5.3 does not prohibit the full and equal participation of an Affiliate Member on any Subcommittee appointed in accordance with these Rules;

**4.1.6 Honorary Life Affiliate Members** are Affiliate Members who are deemed by unanimous resolution of the Council to be worthy of such honour;

4.1.6.1 Honorary Life Affiliate Members are entitled to all of the equivalent voting rights and privileges accorded to Affiliate Members by this Constitution; and

4.1.6.2 Honorary Life Affiliate Members are not required to pay annual Membership Subscriptions;

**4.1.7 Corporate Members** are legal entities that are not a natural person, their eligibility for admission into and their conditions of Membership, are at the absolute discretion and approval of at least 75% of all Council Officers;

4.1.7.1 Corporate Members shall give written notice to the Secretary of their appointment of, and when necessary replacement of, a Nominee being a natural person to exercise all the rights of that Corporate Member under this Constitution;

4.1.7.2 Corporate Members are entitled to all voting rights and privileges of Membership accorded to them by the Council except as provided in Sub-Rule 4.1.7.3; and

4.1.7.3 Corporate Members are not entitled to vote on Special resolutions or the election of Council Officers and are not entitled to hold Office on the Council or as a Deputy Regional Representative or Chair General Meetings, however except for the Executive Subcommittee, this Sub-Rule 4.1.7.3 shall not prohibit the otherwise full and equal participation of a nominee on any other Subcommittee appointed in accordance with these Rules;

## **4.2 Contingencies of Membership**

4.2.1 Except as otherwise provided in this Rule 4, admission into Membership and appointment or replacement of a Nominee require confirmation by a simple majority of the Executive;

- 4.2.2 A person or legal entity and nominee who is approved for Membership as provided in these Rules is eligible to be a Member of The Association on payment of Subscriptions payable under these Rules;
- 4.2.3 The rights or obligations of a person or legal entity and nominee by reason of their Membership of The Association:-
- a) are not transferable to another person or legal entity, and
  - b) terminate upon cessation of their Membership;
- 4.2.4 Prospective Members shall sign an application form requiring an undertaking to abide by the constitution and Professional Code of Ethics and/or a particular Code of Conduct or Practice of The Association, as well as the provision of all such other necessary particulars as required from time to time by the Council;
- 4.2.5 The application form shall be submitted with any fees as set from time to time by the Council;
- 4.2.6 Members shall complete a renewal of Membership form when or before their period of Membership expires and forward it to the Secretary accompanied by any Subscriptions as set from time to time by the Council;
- 4.2.7 Notwithstanding the other requirements for Membership of The Association as defined in this Rule 4, a majority of at least 75% of all Council Officers, may determine by resolution of which fourteen days notice has been given, any other condition upon which Membership of The Association is contingent, including but not limited to compliance with the Code of Ethics and professional standards or codes of Conduct or practice, provided that such other condition shall not impede the continued Membership of any existing non-Corporate Member without confirmation of such condition by the Members by way of a Special Resolution to that effect in General Meeting;

### **4.3 Membership Subscription – Fees and Levies:**

- 4.3.1 The Council shall set from time to time Subscription fees for Membership of The Association;
- 4.3.2 The Council may set different Subscription fees for different categories and/or duration of Membership of The Association;
- 4.3.3 The Association Subscription fee is payable in advance, on or before the first day of July of the year that a Member's Subscription expires, and shall be forwarded to the Treasurer;
- 4.3.4 The Council may set Membership Application and such other fees or levies as it deems fair and necessary from time to time, being within the scope of provisions for the annual Budget and to meet The Association's usual financial obligations at the absolute discretion and approval of at least 75% of all Council Officers, such fees and levies shall be treated as Subscriptions for the purposes of these Rules and this Sub-Rule shall not limit the generality of Sub-Rule 12.2;
- 4.3.5 Each Member excepting Honorary Life Members, shall receive from the Secretary a Membership Renewal Notice and Subscription account, at least fourteen days prior to the expiration of their Membership;
- 4.3.6 In exceptional circumstances, the Council may in its absolute discretion waive a Member's Subscription in part or whole for a specified time; and

4.3.7 Provided that notice in writing of expiration of Membership has been forwarded less than two months after the due date, to the Member, any Member failing to pay their Subscription within three months after the due date shall cease to be a Member of The Association, and shall incur a re-admission fee as set from time to time by the Council.

## **5. Register**

5.1 The Secretary shall maintain a register of Members incorporating each category of Membership and including, as applicable, each Member's and any Nominee's -

- a) full name,
- b) residential address,
- c) business address,
- d) postal address,
- e) email address,
- f) contact telephone numbers,
- g) professional qualifications and/or other necessary criteria for Membership,
- h) preferred format/mode for giving of Notices,
- i) dates of Membership approval and entry on the Register,
- j) any other information deemed necessary by the Council from time to time, and
- k) date of cessation of Membership;

5.2 The register shall be available for inspection by Ordinary and Associate Members at the address of the Public Officer and such other places, if any, as deemed necessary by the Council.

## **6. Resignation**

6.1 A Member who has paid all moneys due to The Association, may resign from The Association by giving one month's notice in writing to the Secretary; and

6.2 Upon the expiration of the one month's notice period, the Secretary shall record in the register the date on which the person or legal entity ceased to be a Member of The Association and forward to that person or legal entity, written confirmation of the acceptance of their resignation and date of cessation of Membership.

## **7. Suspension or Expulsion**

- 7.1 Subject to these Rules, where the Council is of the opinion that a Member has refused or neglected to comply with The Association's Code of Ethics, professional standards or applicable code of conduct or Practice as determined by the Council from time to time, or has refused or neglected to comply with the Constitution, or conducts themselves in a manner unbecoming or prejudicial to the interests of The Association, the Council may by resolution with at least 75% support of Council Officers present:
- a) suspend a Member from Membership of The Association for a specified period, or
  - b) expel a Member from The Association;
- 7.2 Where the Council exercises any powers under Sub-Rule 7.1, the Council is bound to observe principles of natural justice and procedural fairness including rights of appeal to the Council and Association in General Meeting;
- 7.3 A resolution of the Council under Sub-Rule 7.1 shall take effect seven days after notice of the decision of the Council has been given to the Member provided that-
- 7.3.1 At least fourteen days notice in writing was given to that Member of:-
- a) the notice of the Council Meeting at which the resolution is to be put,
  - b) the text of the resolution,
  - c) the reasons supporting the resolution,
  - d) an invitation to make representation on their own behalf either/both in writing, in person, or by their representative, at that Council Meeting prior to the resolution being put, and
  - e) their rights of appeal against the Council decision;
- 7.3.2 No notice of appeal is received by the secretary or President within seven days of notice of the decision being given to that Member;
- 7.4 A Member may appeal to the Council and the next General Meeting of The Association against the Council's decision to suspend or expel them from Membership of The Association provided that they within seven days of being so notified in writing give written notice to the secretary or President of their:-
- a) intention to appeal to the next General Meeting of The Association, and
  - b) text of their grounds for appeal;
- 7.5 Where the Secretary or President receives a notice from an appellant in accordance with Sub-Rule 7.4 the notified Secretary or President shall convene a Council Meeting within seven days to confirm or revoke the Subject resolution on the basis of the grounds for appeal;
- 7.5.1 In consideration of an appeal under Sub-Rule 7.4, the Council shall with the support of at least 75% of Officers present, confirm the resolution to suspend or expel the appellant from Membership of The Association, or otherwise revoke the resolution;

- 7.5.1.1 Where the resolution to suspend or expel a Member is confirmed by the Council in accordance with Sub-Rule 7.5.1:-
- a) the Council shall ensure that the appeal is set as an item of Special Business for the next General Meeting of The Association, and
  - b) the Secretary shall immediately notify the appellant that the Council has confirmed the resolution and that their appeal shall proceed to the next General Meeting of The Association as an item of Special Business;
- 7.5.1.2 Where the resolution to suspend or expel a Member is revoked by the Council in accordance with Sub-Rule 7.5.1, the Secretary shall immediately notify the appellant that their appeal was successful and that the resolution to suspend or expel them from Membership has been revoked by the Council;
- 7.6 Where an appeal proceeds to a General Meeting it shall be deemed to be and shall be voted on as an item of Special Business:-
- 7.6.1 The Notice of Special General Meeting or Annual General Meeting shall contain details of a Special Resolution to confirm or Revoke the Council's resolution to suspend or expel the named appellant from Membership including the text of the Council's resolution, reasons therefore and grounds of appeal;
- 7.6.2 The Council may place before the meeting details of the grounds for the resolution to suspend or expel the Member from Membership and the reasons for the passing of the resolution by the Council;
- 7.6.3 The Member, or their representative, shall be given an opportunity to be heard;
- 7.6.4 At least 75% of the Members present who are eligible to vote, by secret ballot, in favour shall confirm the resolution or otherwise the resolution shall be revoked;
- 7.6.5 The decision of the Members shall be final and take effect immediately; and
- 7.6.6 The decision of the Members shall be confirmed in writing by the Secretary to the last known address of the named appellant.

## **8. Disputes and Mediation**

- 8.1 The grievance procedure set out in this Rule 8 applies to disputes under these Rules between:-
- a) a Member and another Member, or
  - b) a Member and The Association;
- 8.2 The parties to the dispute shall meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties;
- 8.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties shall, within ten days, hold a meeting in the presence of a mediator;
- 8.4 The mediator shall be-
- 8.4.1 A person chosen by agreement between the parties; or

- 8.4.2 in the absence of agreement;-
- a) in the case of a dispute between a Member and another Member, a person appointed by the Executive, or
  - b) in the case of a dispute between a Member and The Association, a person who is a mediator appointed or employed by the Dispute Settlement body of The Department of Justice of the State of Incorporation of The Association;
- 8.5 A Member of The Association can be a mediator;
- 8.6 The mediator cannot be a Member who is a party to the dispute;
- 8.7 The mediator cannot be appointed by a Member who is a party to the dispute except as provided in Sub-Rule 8.4.1;
- 8.8 The parties to the dispute shall, in good faith, attempt to settle the dispute by mediation;
- 8.9 The mediator, in conducting the mediation, shall:-
- a) give the parties to the mediation process every opportunity to be heard,
  - b) allow due consideration by all parties of any written statement submitted by any party,
  - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process,
  - d) not determine the dispute;
- 8.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **9. General Meetings**

- 9.1 Annual General Meetings** of the Members shall be convened once in each calendar year by the Council on behalf of The Association;
- 9.1.1 The Annual General Meeting shall be held at a time and place and on such a day as the Council determines within five months after the end of each financial year;
- 9.1.2 The Annual General Meeting shall be specified as such in the notice convening it;
- 9.1.3 Unless otherwise determined by the meeting, at agenda item “g)”, the ordinary business and agenda of the Annual General Meeting shall be:-
- a) opening of the meeting by the Chairperson,
  - b) appointment of at least two scrutineers as required by the Chairperson,
  - c) role call of Members in attendance at the meeting, followed by confirmation of their Membership and eligibility to vote by the secretary,
  - d) role call of non Members and guests in attendance at the meeting, and approval or otherwise of their attendance by the Members present,
  - e) apologies for non attendance at the meeting and acceptance there of,

- f) to confirm the Proxy Holders present and the number of Proxy Votes held,
- g) to confirm the remaining order of business, agenda items and closure time for the meeting,
- h) to confirm the minutes of the last preceding Annual General Meeting and the minutes of the most recent Special General Meeting thereafter, if any,
- i) to receive and if thought fit, adopt the President's annual report,
- j) to receive and if thought fit, adopt the Secretary's annual report,
- k) to receive, consider and if thought fit adopt the Treasurer's annual report and audited statement to be Submitted by The Association in accordance with section 30(3) of the Act,
- l) to consider and approve or amend the current Annual Budget as presented by the Treasurer on behalf of the Council,
- m) to appoint a suitable qualified person who is not a Member of The Association or, in so far as the law allows, two suitably competent Members of The Association to act as auditor or auditors for the ensuing year,
- n) to elect Members of The Association to Offices of the Council and Regional Subcommittees in accordance with these Rules as applicable on a biennial basis,
- o) to transact items of Special Business, if any, as notified to Members in accordance with these Rules,
- p) to identify direction and objectives for The Association in accordance with the Statement of Purposes of The Association,
- q) to transact any General Business, being any notified agenda items, such other matters previously agreed to by the meeting at agenda item "g)" and any other matter if permitted at the absolute discretion of the Chairperson at this time, and
- r) closure of the meeting;

9.1.4 The Annual General Meeting may transact special business, including Special Resolutions, of which notice is given in accordance with these Rules; and

9.1.5 The Annual General Meeting shall be in addition to any Special General Meetings that may be held in the same year;

**9.2 Special General Meetings** are all General Meetings of The Association other than Annual General Meetings;

9.2.1 The Council may, whenever it thinks fit, convene a Special General Meeting of The Association to transact an item or items of Special Business and where, but for this Sub-Rule, more than fifteen months would elapse between successive Annual General Meetings, the Council shall convene a Special General Meeting before the expiration of that period;

9.2.2 The Council shall, on the requisition in writing of Ordinary and/or Associate Members representing not less than 5% of the total number of Ordinary and Associate Members, convene a Special General Meeting of The Association to be held within two months of receiving the requisition;

- 9.2.2.1 The requisition for a Special General Meeting shall state the item or items of Special Business to be transacted at the Special General Meeting and shall be signed by the Members making the requisition and be dated by the sender and sent to the Secretary;
- 9.2.2.2 If within one month after the requisition is sent, the Council does not convene a Special General Meeting, the Members making the requisition may convene a Special General Meeting to be held no later than three months after the date of the requisition; and
- 9.2.2.3 A Special General Meeting convened by Members in pursuance of these Rules shall be convened in the same manner as those Special General Meetings convened by the Council.
- 9.2.3 Excepting the notified Special Business for agenda item “i)”, the ordinary business and agenda of a Special General Meeting shall only be:-
- a) opening of the meeting by the Chairperson,
  - b) appointment of at least two scrutineers as required by the Chairperson,
  - c) role call of Members in attendance at the meeting, followed by confirmation of their Membership and eligibility to vote by the secretary,
  - d) role call of non Members and guests in attendance at the meeting, and approval or otherwise of their attendance by the Members present,
  - e) apologies for non attendance at the meeting and acceptance thereof,
  - f) to confirm the Proxy Holders present and the number of Proxy Votes held,
  - g) to confirm the closure time for the meeting,
  - h) to confirm the minutes of the last preceding Special General Meeting, if any, since the most recent Annual General Meeting,
  - i) to transact the Special Business of the Special General Meeting as notified to the Members in accordance with these Rules,
  - j) if any, to transact notified items of General Business and such other matters not requiring notice in accordance with these Rules at the absolute discretion of the Chairperson, and
  - k) closure of the meeting.
- 9.3 Notice of General Meeting, together with a Proxy Voting Form when applicable in accordance with these Rules, shall be sent to each Member by the Secretary, at least twenty-one days before the date fixed for the holding of that General Meeting;
- 9.3.1 The Notice shall state the place, date and time of the meeting, and the nature of the business to be transacted at the meeting; and
- 9.3.2 A Member desiring to bring any Special Business before a General Meeting shall, with the duly signed support of another Member as seconder, give duly signed notice in writing to the Secretary who shall include that business on the next notice convening a General Meeting.



- 9.4 Proceedings at General Meetings** shall be in accordance with this Rule 9, in compliance with these Rules in general and otherwise the Act;
- 9.4.1 All business transacted, other than the ordinary business as specified in Sub-Rule 9.1.3 at Annual General Meetings and Sub-Rule 9.2.3 at Special General Meetings, shall be deemed to be Special Business;
- 9.4.2 No item of business shall be transacted at a General Meeting unless a quorum of Members entitled to full voting rights under these Rules is present;
- 9.4.3 Twelve Members personally present, at least seven of whom are Ordinary Members, and all being Members entitled to full voting rights under these Rules, shall constitute a quorum for all General Meetings;
- 9.4.4 If within thirty minutes after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting if convened upon the requisition of Members as provided in Sub-Rule 9.2.2 shall be dissolved, and in any other case, shall stand adjourned to another time and place as specified by the Chairperson at the time of adjournment, or in writing seven days before the day to which the meeting is adjourned, and If at the adjourned meeting a quorum is not present within thirty minutes after the time appointed, the Members present, being not less than seven Members entitled to full voting rights and at least four of whom are Ordinary Members under these Rules, shall be a quorum;
- 9.4.5 The President shall preside as Chairperson;
- 9.4.6 If the President is absent; in order of priority, either the Vice-President, the Immediate-Past-President, the Treasurer or the Secretary, shall preside as Chairperson;
- 9.4.7 If all of the Executive are absent or otherwise unable to act as Chairperson, the Members present shall elect one of their number who is an Ordinary Member to preside as Chairperson;
- 9.4.8 Except as otherwise provided in these Rules, any question arising shall be determined by voices or a Poll/ballot in a manner directed by the Chairperson, and the Chairperson shall declare that a resolution has been carried or carried unanimously, or carried by a particular majority, or lost, and 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;
- 9.4.9 Upon any question arising each Member present who is eligible to vote, is entitled to one vote only, including the Chairperson except when exercising their second or casting vote as provided in Sub-Rule 9.4.16;
- 9.4.10 All votes shall be given personally except where the Notice of Meeting includes notice of Special Business, being a Special Resolution or a question upon which the Council determines that proxy votes shall be received and in the case of Annual General Meetings where proxy votes shall be accepted for the purpose of Officer elections if any;
- 9.4.11 Subject to Sub-Rule 9.4.12, any Member wishing to vote by proxy must give at least twenty-four hours notice in writing to the Secretary before the General Meeting at which the person they have nominated as their Proxy Holder shall vote as directed on each question on their behalf;
- 9.4.12 Where voting by Proxy at a General Meeting is permitted in accordance with these Rules, the Secretary shall forward a Proxy Voting Form to each Member

together with the Notice of Meeting, it shall provide for Notice of Proxy in a form as set by the Council from time to time and include:-

- a) details of the General Meeting and time by which Proxy Voting Forms must be in the hands of the Secretary in order to be valid,
- b) the Member's full name,
- c) the full name of the Member's nominated Proxy Holder, who if not another Member must provide personal photographic identification at the General Meeting as directed by the Chairperson,
- d) confirmation of the Chairperson or otherwise as the replacement Proxy Holder in the absence of the Nominated Proxy Holder or in the event that the nominated proxy holder already holds the maximum number of proxies permitted by these Rules,
- e) the clear expression of a deliberative vote of in favour of or against or abstention from voting on each question duly notified to Members or instruction to the Proxy Holder to vote as they deem fit,
- f) the Member's signature and date of signing;

9.4.13 Proxy Votes may not be cast upon matters of Ordinary Business, procedural motions or a question which arises at a meeting about which prior notice has not been given;

9.4.14 Except for the Chairperson, no Member or other Proxy Holder shall hold more than five Proxy Votes which shall be applied as directed on the Notice of Proxy unless the Proxy Holder is instructed to vote as they deem fit or which right of discretion a Proxy Holder also may assume if no direction is given on the Notice of Proxy;

9.4.15 Except where a Member voting by Proxy indicates to the contrary on their Notice of Proxy, if that Member's nominated Proxy Holder is not in attendance at the General Meeting or already holds the maximum number of proxies permitted by these Rules, as confirmed at the time of agenda item f), that Member's Proxy Vote shall pass to the control of the Chairperson;

9.4.16 In the case of an equality of voting on any question, other than a Special Resolution, the Chairperson shall exercise a second or casting vote to declare that question either carried or lost and the failure of a Chairperson to exercise their casting vote shall render that question lost;

9.4.17 If at a meeting a poll on any question is demanded by not less than five Ordinary and/or Associate Members, it shall be taken in a manner directed by the Chairperson, and the resolution shall be deemed a resolution of the meeting on that question;

9.4.18 A poll that is demanded on the election of a Chairperson, or on an extension of time, or a question of adjournment shall be taken forthwith, and a poll that is demanded on any other question shall be taken at a time as directed by the Chairperson, but before the close of the meeting;

9.4.19 A Member is not entitled to vote at any meeting unless all moneys due from that Member have been paid;

9.4.20 General Meetings shall deal with any other business not notified in the notice of meeting and not requiring notice in accordance with these Rules provided that, at an

Annual General Meeting a simple majority of Members present, who are eligible to vote, consents to dealing with that other business at agenda item “g)” being the time of confirmation of the remaining order of business, agenda items and closure time for the meeting as provided in Sub-Rule 9.1.3 and otherwise at the absolute discretion of the Chairperson in accordance with these Rules, or at a Special General Meeting only at the absolute discretion of the Chairperson at the time of general Business in accordance with Sub-Rule 9.2.3 J), however, in either case, any resolutions arising from such business without notice, shall, if passed, be treated as items for notice as Special Resolutions for the next General Meeting or non binding recommendations to the Council; and

- 9.4.21 if requested at the absolute discretion of the Chairperson, extension by up to thirty minutes of the General Meeting closure time confirmed at agenda item “g)”, may be approved by a simple majority of the Members present, provided that the majority represents not less than the required quorum for the conducting of business at that meeting in accordance with these Rules.

## **10. Notices**

- 10.1 A notice may be served by or on behalf of The Association upon any Member either personally or by facsimile or by post or electronically and wherever possible in the Member’s advised preferred format; and
- 10.2 Where a document is properly addressed and forwarded to the address most recently advised to the Secretary, the document shall be deemed to have been given to the person at the time at which a letter would have been delivered in the ordinary course of post.

## **11. Management Structure**

- 11.1 The affairs of The Association shall be managed by a committee of management known as the Council;
- 11.2 A Public Officer, who shall exercise the function of that Office, shall be responsible to the Registrar for the statutory obligations as under Rule 15 and a legally eligible person who need not necessarily be a Member of the Council or The Association shall be appointed by the Council to the position of Public Officer;
- 11.3 All Officers of the Council shall be Members of The Association;
- 11.4 Subject to section 23 of the Act, the Council shall consist of not less than six and not more than seventeen Officers, including the Immediate-past-President and Members elected or, if necessary, appointed to the following Offices of:-
- a) President,
  - b) Vice-President,
  - c) Treasurer,
  - d) Secretary,

- e) Up to twelve Regional Representatives being one Regional Representative from each of the geographic regions within wider Australasia and Neighbouring Jurisdictions as determined by the Council from time to time;
- 11.5 For the purpose of Sub-Rule 11.4 e), there shall be seven inaugural regions representing:-
- a) Australian Capital Territory/New South Wales,
  - b) New Zealand,
  - c) Queensland,
  - d) Northern Territory/South Australia,
  - e) Tasmania/Victoria,
  - f) Western Australia, and
  - g) Neighbouring Jurisdictions;
- 11.6 Election to the Offices named in Sub-Rule 11.4 should, as far as applicable, be governed by the provisions in Rule 17;
- 11.7 Each Officer of the Council shall hold Office for a term of (approximately) two years or part thereof, commencing at the conclusion of the Annual General Meeting at which they are elected to that Office and ending at the conclusion of the Annual General Meeting two years thereafter, or if appointed, from the time of appointment until the expiration of the two year term which would have ordinarily applied if elected to that Office for that term;
- 11.8 An Officer of the Council may hold the same Office on the Council for a maximum of three consecutive two year terms, unless approved by at least 75% of the Members present who are eligible to vote at the meeting at which that Council Member is elected to the same Office for any additional consecutive two year term;
- 11.9 On the formal approval of this revised constitution (formerly that of “Orientation and Mobility Specialists Association of Victoria” - “OMSAV”); the Council Offices referred to in Sub-Rule 11.4 shall be filled where possible by the respective Members of the former OMSAV executive and the remaining Offices shall be filled as casual vacancies, all these so appointed Officers are entitled to hold Office for the remainder of the two year term ending at the close of the 2009 Annual General Meeting where the first elections for Officers of the Council under this revised constitution shall take place; and
- 11.10 Each of the Regional Representative Officers shall where possible be supported in their role by two or more elected Deputy Regional Representatives to form a Regional Subcommittee of the Council to be locally active on behalf of Members in their region under guidelines established by the Council from time to time, and such Deputy Regional Representatives shall be eligible for appointment as an Alternate Regional Representative for a specific Council meeting, as provided in Sub-Rules 14.6 and 14.7.

## **12. Financial Structure**

- 12.1 Responsibility for the financial management of The Association is vested in the Council, which may deal with the funds of The Association to further the purposes of The Association;
- 12.2 The funds of The Association shall be derived from annual Subscriptions, fees, levies, donations and other sources that the Council determines by resolution from time to time as provided in Sub-Rule 4.3.4; and
- 12.3 The funds of The Association shall be maintained by the Treasurer in an account or accounts in reputable banking institutions as directed by the Council from time to time.

## **13. Roles of the Council**

The Council shall:-

- 13.1 Be responsible for the business and financial affairs of The Association, managing all income from whatsoever source and controlling all expenditure;
- 13.2 Prepare an annual budget for presentation to and approval by the Annual General Meeting;
- 13.3 Except as provided in the budget approved by the Annual General Meeting or a Special Resolution of the Members in General Meeting, determine and oversee financial constraints to be placed on all Subcommittees and Officers thereof, in the discharge of their duties on behalf of The Association, and for the purpose of this Sub-Rule, until otherwise determined by the Council, the Executive shall not expend more than one thousand dollars over and above the approved annual budget Between Council meetings without Council approval, no more than four hundred dollars of which can be approved by the President between Executive meetings without Executive approval;
- 13.4 Subject to these Rules, exercise all powers and functions of The Association, other than those required to be exercised by General Meetings of The Association;
- 13.5 Subject to these Rules, the Regulations and the Act, have power to perform all functions that appear to the Council to be essential to the proper management of the business and affairs of The Association;
- 13.6 Identify directions and objectives for The Association in accordance with the Statement of Purposes of The Association for the immediate period of Office;
- 13.7 Be responsible for decisions regarding:–
  - a) appointment of at least one Executive Officer and up to three non Executive Officers of the Council as signatories, in addition to the treasurer and Public Officer, to each Association financial account held with financial institutions, in order to provide for the efficient execution of all cheques, drafts and bills of exchange which shall be signed by two Officers of The Association, at least one of whom shall be an Executive Officer,
  - b) acceptance into Membership,

- c) violation of the Member's Code of Ethics and/or a particular Code of Conduct or Practice,
  - d) disputes arising under these Rules;
- 13.8 Establish and review from time to time the Member's Code of Ethics and/or Codes of Conduct or Practice;
- 13.9 Hear and resolve all disputes;
- 13.10 Facilitate the production of a professional journal;
- 13.11 Delegate to the Executive Subcommittee, such Council responsibilities as deemed necessary to manage the affairs of The Association between Council meetings;
- 13.12 Develop and review from time to time, guidelines for the establishment and operation of Regional Subcommittees;
- 13.13 As deemed necessary, establish such other Subcommittees to undertake specific tasks and responsibilities as delegated by the Council;
- 13.14 As may be deemed necessary from time to time, delegate to Subcommittees, the power to co-opt other Members and/or non Members to facilitate that Subcommittee's activities to the benefit of The Association; and
- 13.15 Where, if ever, the number of Council Officers falls below six, the primary role of the remaining Council Officers shall be to increase the number of Council Officers to at least six as soon as possible.

#### **14. Roles of Council Office Bearers and Deputy Regional Representatives**

- 14.1 The President shall assume the usual duties of a president including:-
- a) presiding at all meetings,
  - b) being responsible for the preparation of the annual report on the activities of The Association;
- 14.2 The Vice-President shall assume the usual duties of a vice-president including:-
- a) preside at all meetings in the absence of the President,
  - b) assume the role of President in the absence of the President;
- 14.3 The Immediate-Past-President shall assume the usual duties of an immediate-past-president including:-
- a) support the President as required to facilitate a smooth transition of Office,
  - b) assume the role of Vice-President in the absence of the Vice-President;
- 14.4 The Treasurer shall assume the usual duties of a treasurer including:-
- a) collect and receive all moneys due to The Association,
  - b) keep correct accounts and books showing the financial affairs of The Association,

- c) arrange auditing of the books, prior to the Annual General Meeting, by a suitable qualified person who is not a Member of The Association or, in so far as the law allows, two Members of The Association as appointed by the previous Annual General Meeting for that purpose,
- d) Submit at the Annual General Meeting an audited statement containing – the income and expenditure of The Association during the last financial year, together with the assets and liabilities of The Association at the end of the financial year,
- e) make accounts and books available for inspection by Members,
- f) act as a signatory to all Association financial accounts held with financial institutions,
- g) ensure that all cheques, drafts and bills of exchange shall be signed by two Officers of the Council, at least one of who shall be an Executive Officer,
- h) oversee the Council’s preparation of The Association’s annual budget for the next financial year and the presentation of that budget on behalf of the Council to the Annual General Meeting for approval or amendment as the Budget of The Association for that current financial year;

14.5 The Secretary shall assume the usual duties of a secretary including:-

- a) record the minutes of all meetings of The Association, the Council and the Executive, including those Members in attendance, apologies for non attendance and any resolutions passed,
- b) attend to correspondence,
- c) maintain records of all correspondence,
- d) maintain a record of all Members,
- e) except as otherwise provided in these Rules, keep in their custody or control all books, documents and securities of The Association,
- f) upon reasonable request, make available for inspection by any Member, all accounts, books, securities and any other relevant documents of The Association, free of charge and permit any Member to take copies of such documents at reasonable cost to that Member,
- g) prepare an annual report,
- h) upon acceptance into Membership, make available to each new Member, in their preferred format, a copy of the Constitution for the time being in force;

14.6 Regional Representatives shall assume the duties delegated to them by the Council from time to time including:-

- a) co-ordinate activities and liaise with the general Membership in their region,
- b) act as designated assistants to Executive Officers as delegated by the Council,
- c) perform other tasks as delegated by the Council,
- d) where ever possible, work in conjunction with two or more Deputy Regional Representatives,
- e) if necessary, but on no more than two occasions in a two year term without Council approval, appoint a Deputy Regional Representative to act in their

absence as an Alternate Regional Representative with full voting rights, regardless of their category of Membership, at a specified Council meeting,

f) Act as Chairperson of their Regional Subcommittee if any;

14.7 Deputy Regional Representatives, being at least two from each region shall:-

a) where possible be elected by consensus of Members from their respective regions at the ordinary time of Council elections for a term of (approximately) two years or part thereof, commencing at the conclusion of the Annual General Meeting at which they are elected and ending at the conclusion of the Annual General Meeting two years thereafter, or if appointed, from the time of appointment until the expiration of the two year term which would have ordinarily applied if elected,

b) support their Regional Representative with performing their Council delegated tasks and responsibilities,

c) except as otherwise provided by these Rules, regardless of their category of Membership, act as an alternate Regional Representative, with full voting rights at a specified Council meeting, in the absence of their Regional Representative, if appointed by that Regional Representative to do so,

d) Participate on their Regional Subcommittee if any.

## **15. Role of Public Officer**

15.1 The Public Officer of an Incorporated Association is the person upon whose application The Association was incorporated and any other person who, from time to time, is appointed to that position by the Council;

15.2 A person is incapable of being appointed as Public Officer unless:-

a) they are older than eighteen years,

b) they reside in the state of incorporation;

15.3 The Office of Public Officer becomes vacant if the person holding that Office:-

a) dies,

b) resigns from the Office in writing to the Council,

c) is removed from Office by the Council,

d) becomes bankrupt,

e) becomes of unsound mind, or

f) ceases to reside in the state of incorporation;

15.4 The statutory obligations of the Public Officer are to:-

a) notify the Registrar of their appointment within fourteen days,

b) notify the Registrar of their change of address within fourteen days,

c) notify the Registrar of alterations to the statement of purposes of The Association or Rules of The Association within one month,



- d) lodge the documents required by section 303 of the Act in respect to the Annual General Meeting within one month of the date of the meeting,
  - e) produce any book to the Registrar on being required to do so,
  - f) inform the Registrar where a book is at the time the request is made,
  - g) not hinder or obstruct the Registrar whilst the Registrar is exercising powers of inspection as in section 47(1) of the Act,
  - h) within one month notify the Registrar of the passing of a special resolution in relation to the disposal of surplus assets after winding up in accordance with the Act,
  - i) Comply with such other requirements of the Act as may apply from time to time;
- 15.5 The Public Officer shall act as a signatory to all Association financial accounts held with financial institutions;
- 15.6 The Public Officer shall act as Secretary if the Office of Secretary is vacant, however they shall not have voting rights as a Council Officer unless they are a member of The Association entitled to be elected or appointed to the Council; and
- 15.7 The Public Officer shall act as Secretary on behalf of the Secretary if so appointed by the Council, however they shall not have voting rights as a Council Officer unless they are a member of The Association who has been otherwise elected or appointed to the Council.

## **16. Proceedings of Council and Executive Meetings**

- 16.1 At least two Council meetings shall be scheduled by the Council between each Annual General Meeting and additional Council Meetings may be convened by the President or Vice-President or any three other Officers of the Council;
- 16.2 Notice shall be given to Officers of the Council of all meetings, specifying the general nature of the business to be transacted;
- 16.3 Five personally present Officers of the Council, including at least two Executive Officers, constitute a quorum for Council meetings and three Executive Officers personally present constitute a quorum for Executive meetings;
- 16.4 No business shall be transacted unless a quorum is present; if within twenty minutes of the appointed time a quorum is not present, the meeting shall be adjourned, unless this time is extended at the unanimous discretion of those Council Officers present;
- 16.5 Questions arising at a meeting shall be determined by voices, or if demanded by a Council Officer, by a poll taken in a manner determined by the Chairperson;
- 16.6 Each Council Officer present at the meeting, including the Chairperson, is entitled to one vote, and in the event of an equality of votes, the Chairperson shall exercise a second or casting vote to declare the question carried or lost and the failure of a Chairperson to exercise their casting vote shall render that question lost;

- 16.7 Written notice of each meeting shall be given to each Officer at least fourteen days prior to Council meetings and at least two days prior to Executive meetings;
- 16.8 Proxy Votes may only be exercised at Council meetings where:-
- a) the Council Officer is unable to appoint an Alternate Regional Representative for a specific Council meeting, as provided in Sub-Rules 14.6 and 14.7,
  - b) the Council Officer wishing to exercise a Proxy Vote forwards to the Secretary, written voting instructions either “yes” or “no” in respect of each resolution for which due notice has been given and authorisation nominating another Council Officer to act as their Proxy Holder without discretion, and
  - c) at least fourteen days notice has been given of the resolution/s in respect of which the proxy vote is proposed to be cast;
- 16.9 The Secretary shall distribute minutes of each Council Meeting to Council Officers within fourteen days after each meeting;
- 16.10 The Executive shall meet as directed by the Council and/or as scheduled by the Executive between Council Meetings, additional Executive Meetings, where necessary, being convened by the President or Vice-President or any other two Executive Officers, and the Secretary shall distribute minutes of these Executive Meetings to all Officers of the Council as soon as is practicable after each Executive meeting;
- 16.11 The Council shall, in each calendar year, convene an Annual General Meeting of Association Members in accordance with Sub-Rule 9.1; and
- 16.12 The Council may convene a Special General Meeting of Association Members to transact Special Business as it deems necessary from time to time in accordance with Sub-Rule 9.2 and if necessary or requisitioned, shall convene a Special General Meeting of Association Members in accordance with Sub-Rule 9.2.2.

## **17. Election of Council Officers and Office Vacancy**

- 17.1 The election of Council Officers shall be conducted biennially at the Annual General Meeting in each odd numbered year;
- 17.2 Nomination of candidates for election as Officers of the Council shall:
- a) be made in writing by a Member of The Association nominating an eligible Member as a candidate,
  - b) be supported by that candidate’s personal acceptance of that nomination in writing,
  - c) be delivered to the Secretary not less than seven days before the date fixed by Council for the Annual General Meeting;
- 17.3 If insufficient nominations are received in accordance with Sub-Rule 17.2 to fill all Offices, any so unfilled Offices shall be filled as Casual vacancies subsequent to that Annual General Meeting;
- 17.4 If no more than one nomination is received for any Office to be filled, the eligible person nominated shall be declared to be elected to that Office unopposed;

- 17.5 If there is more than one eligible person nominated for any Office to be filled, then a ballot shall be held for that Office in a manner directed by the Chairperson and in the event of a tied vote, that cannot be determined by ballot, it shall be determined by lot as directed by the Chairperson;
- 17.6 Elections for Officers are to be held in the order that the Offices are listed in Sub-Rule 11.4;
- 17.7 A Member eligible for election to the Council may be nominated to more than one Office at the same Annual General Meeting; upon election to an Office, that Member's nomination(s) for other Offices become void;
- 17.8 For the purpose of these Rules, the Office of an Officer of The Association becomes vacant when there is no accepted nomination for that Office, or if the person holding that Office:-
- a) ceases to be a Member of The Association except in the case of the Public Officer who need not be a Member, or
  - b) becomes insolvent, or
  - c) resigns from Office by notice in writing to the Council, or
  - d) is removed from Office in accordance with Rule 18;
- 17.9 In the event of a casual vacancy occurring in the Council:-
- a) the Council may co-opt an eligible Member of The Association to fill the vacant Office,
  - b) the Council may co-opt another eligible Officer of the Council to fill the vacant Office, in which case another eligible Member of The Association may be co-opted to fill the newly vacated Office,
  - c) a Member appointed to a casual vacancy shall continue to hold that Office up to and including the conclusion of the Annual General Meeting at which the remainder of the two year term for which they are appointed would have ordinarily expired,
  - d) should the Council be unable to fill a vacant Office, the Office shall remain vacant until filled in accordance with this Sub-Rule 17.9 or until the next Annual General Meeting at which elections of all Council Officers would ordinarily take place,
  - e) whilst an Office remains vacant, the duties and responsibilities attached to that vacant Office shall be allocated by Council to another Member or Members of Council.

## **18. Removal of an Officer of the Council**

- 18.1 The Association in General Meeting may by Special Resolution remove any Officer of the Council before the expiration of that Officer's term of Office and appoint another Member in their stead to hold Office until the expiration of the term of the first mentioned Officer; and

18.2 Where the Council Officer, to whom a proposed Special Resolution as referred to in Sub-Rule 18.1 relates, makes representations in writing to the Secretary or President and requests that those representations be notified to the Members of The Association, the Secretary or President shall send a copy of those representations to each Member of The Association, or that Officer may require that they be read out at the General Meeting prior to the Special Resolution seeking their removal from Office being put.

## **19. Alteration to this Constitution**

19.1 These Rules including the Statement of Purposes of The Association shall not be altered except in accordance with the Act and Sub-Rules 19.2 and 19.3;

19.2 This Constitution shall be reviewed by the Council within twelve months of implementation and there after amended and or confirmed by Special Resolution, no later than the 2009 Annual General Meeting in accordance with Sub-Rule 19.3 which shall continue to apply there after; and

19.3 This Constitution may be amended by Special Resolution as an item or items of Special Business with the support of at least 75% of Members present who are eligible to vote at a General Meeting, provided that twenty-one days notice in writing of any proposed amendment by way of Special Resolution has been given to Members.

## **20. Winding up or Cancellation**

In the event of winding up or cancellation of the Incorporation of The Association, the assets shall be disposed of in accordance with the provisions of the Act.

**Certification:** We the undersigned Officers of the Association hereby certify that the above Constitution of Orientation and Mobility Association Australasia (Inc.) is the whole of the Constitution, as amended by Special Resolution in accordance with the Rules of the Association, at the Annual General Meeting held at 5:30pm on Friday 21<sup>st</sup> November 2008

President/  
Chairperson: \_\_\_\_\_

Public  
Officer: \_\_\_\_\_

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_