

PARKINSON'S NSW INCORPORATED

CONSTITUTION

(15 November 2010)

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PARKINSON'S NSW INCORPORATED

CONSTITUTION

PART 1. **PRELIMINARY**

1. NAME

The name of the Organisation shall be Parkinson's NSW Incorporated which may be abbreviated to Parkinson's NSW Inc. hereafter referred to as the "Organisation".

2. OBJECTIVES

The objectives of the Organisation are:

- To help people with Parkinson's Disease, their carers and families with the problems arising from Parkinson's Disease
- To encourage them to cope with the disease and to live as full a life as possible
- To disseminate information on Parkinson's Disease
- To bring knowledge of the Organisation before the public
- To encourage, and provide funds for research into the cause, prevention and treatment of Parkinson's Disease
- To provide assistance to support groups in both metropolitan and rural areas
- To take part in any lawful functions which are or may be conducive to the attainment of the objectives or any one of them.

3. DEFINITIONS

For the purposes of this Constitution the following definitions shall apply:

"Council Member" is any member of Council who is not elected as an Office Bearer.

"Office Bearer" is any person elected to one of the following positions: President, Vice-President, Treasurer or Secretary. Office Bearers are members of the Council but the term "Member of Council" refers to the seven members without specific appointments.

"Chief Executive Officer" means the person appointed by the Council to administer the affairs of the Organisation, on terms and conditions including remuneration, which are subject to negotiation between the parties. Unless otherwise determined by the Council the Chief Executive Officer shall assume the role of Public Officer.

"Extraordinary Meeting" means a meeting of Council called by the Secretary as a matter of urgency to consider a certain item of business.

"Special General Meeting" means a General Meeting of members other than the Annual General Meeting.

"Special Resolution" is a resolution to change this constitution.

PART 2 **MEMBERSHIP**

4. MEMBERSHIP

- (1) Any person or organisation applying and being accepted for membership of the Organisation is bound by this Constitution.
- (2) A right, privilege or obligation of membership cannot be transferred to another person and members being corporations and/or organisations cannot transfer their right, privilege or obligation of membership, unless the corporation or organisation is the successor to the member.

5. MEMBERSHIP RIGHTS AND QUALIFICATIONS

- (1) Membership is open to all individuals over the age of eighteen (18) years, corporations and/or organisations, with interest in the objectives of the Organisation.
- (2) Persons applying for membership may nominate a joint member, which joint member shall be granted privileges as described in **PART 2 RULE 6** of this document.

6. APPLICATION FOR AND RECORD OF MEMBERSHIP

- (1) To become a member any person or body shall apply on the form provided by the Organisation as approved by the Council and forward the application to the Secretary of the Organisation together with the appropriate membership subscription.
- (2) On receiving the application accompanied by the appropriate subscription, the Secretary shall issue a receipt and enter the membership details in the list of new members attached to the Register of Members as provisional members subject to confirmation at the next meeting of the Council. Council shall consider each application for membership and shall confirm or decline each new member. Where an application is declined a note is to be added to the application form outlining the reasons for non-acceptance. It is suggested that legal opinion might need to be sought before formal rejection is made. Reasons for non-acceptance are not to be included in the Minutes of Council meetings.
- (3) Applications which nominate a joint member shall be entered in the Register of Members under the name of the principal applicant. All correspondence with the two persons shall be addressed solely to the principal applicant at the address shown in the Register, and only a single copy of all notices and publications shall be forwarded.
- (4) Applications for corporate and organisation membership must nominate a proxy who will vote on behalf of the body.
- (5) As soon as possible the Secretary shall submit the applications received to a meeting of the Council, who shall accept or reject each individual application without being obliged to give any reasons for its decision.
- (6) A Register of Members shall be maintained by the Secretary at the Organisation's office. The Register shall contain the names, addresses and date on which each member became a member and the date on which the member's subscription will expire (See Rule 7 (1)). The register will record details of joint members under the reference to the principal applicant.
- (7) In the event of the cessation of membership by the person in whose name the membership is registered the membership shall be transferred to the name of the joint member and shall continue until the next 30th June, when unless a new application for membership is made by the former joint member and an appropriate subscription as determined by Council paid, the membership shall cease entirely.
- (8) In the event of Termination of Membership of either of the joint members, membership of both shall be terminated
- (9) Joint members shall be entitled to vote at any meeting of the Organisation, to stand for any Office under this Constitution and may join the Organisation in their own name at any time.

7. MEMBERSHIP SUBSCRIPTIONS

- (1) Membership subscriptions shall be determined by the Council from time to time, shall be payable in advance and shall become due on July 1st each year for the ensuing year. Members who fail to renew their membership by payment of the fee before the following 30th September shall be deemed unfinancial and will cease to receive benefits of membership as from that time. Persons joining the Organisation shall pay the full prescribed fee for the current year, except for those joining in April, May and June of each year in which case their membership shall continue until June 30th of the following year.
- (2) Life memberships may be purchased by a member, on the payment of a fee equal in total to ten times the then annual subscription set for membership.
- (3) Honorary Life Memberships shall be approved solely by the Council on notice of motion at a Council meeting. The protocol governing Honorary Life Memberships is contained in Appendix 1 attached to this document. Honorary Life Membership is a very special honour and should not be bestowed lightly. Careful consideration should be given when nominating someone and before conferring the honour.

8. CESSATION OF MEMBERSHIP

(1) A member ceases to be a member of the Organisation if the member:

- (a) dies
- (b) resigns the membership
- (c) fails to renew subscription within twelve months of the due date
- (d) membership is terminated by the Council.

(2) A member may resign from the Organisation by so informing the Secretary at any time and the resignation shall come into effect immediately the Secretary is advised or on the date specified in the notice of resignation. When a member resigns no refund of any membership fee in whole or part shall be paid to him/her.

9. TERMINATION OF MEMBERSHIP

(1) Any member who in the opinion of the Council has acted in a manner prejudicial to the interests of the Organisation may be expelled, or suspended from membership for a period not exceeding twelve (12) months at the discretion of the Council. Each member proposed for suspension or expulsion shall be entitled to be heard by the Council and a right of appeal to a General Meeting, which may confirm, vary or revoke the Council's decision. Voting on this issue both within Council and in General Meeting shall be by secret ballot. At least twenty one (21) days written notice of any motion to suspend or expel a member shall be given to all persons entitled to vote and to the member concerned, stating particulars of the acts which are the subject of the complaint.

(2) An expelled member shall not be eligible to rejoin the Organisation, except on the resolution of the Council.

10. LIABILITY OF MEMBERS

No member shall be required to contribute towards the payment of liabilities of the Organisation (whether on dissolution or otherwise), beyond meeting his/her obligations to pay the subscriptions laid down in this Constitution and any other personal liabilities to the Organisation which may arise in the conduct of normal transactions.

PART 3 **DIRECTION OF THE ORGANISATION**

11. THE COUNCIL

(1) The Council shall consist of the following:-

President, Vice-President, Secretary, Treasurer and nine (9) Council Members two of whom shall reside outside of the area bordered by the Southern Boundary of Broken Bay, Mt. Victoria, Picton and Helensburgh. These Council Members shall be termed 'non-metropolitan' councillors.

(2) The President, Vice-President, Secretary and Treasurer will be known as the "Office Bearers" of the Organisation and have separate specific Powers and Duties ascribed to them under Rule 15 hereof.

(3) At least one Office Bearer and one Member of Council shall be people with Parkinson's Disease.

(4) Two positions on Council shall be reserved for people who live outside the borders as stated in Rule 11 (1). These Members may meet their attendance requirements either by personally attending meetings or by means of electronic connection as defined in Rule 13 (1). Their attendance shall be valid for purposes of determining a quorum. They shall receive notices of meetings and Minutes of meetings in the same manner as other Council members and may cast their vote

on motions notified in advance of meetings. Such votes shall be lodged with the chairperson of the meeting and shall be advised to the meeting by the chairperson.

(5) The Public Officer of the Organisation shall establish and maintain a Register of Office Bearers and Council Members specifying the name and address of each Office Bearer and Council Member together with the date on which that person took office. The Register shall be kept at the principal place of administration of the Organisation and shall be open to inspection free of charge by any member of the Organisation.

12. POWERS

(1) The powers of the Organisation shall be exercised by the Council the members of which shall be elected at the Annual General Meeting or appointed to fill casual vacancies as allowed under this constitution. Subject to complying with the several State and/or Commonwealth Acts and the Regulations established under such Acts, with this Constitution and with any Special Resolution passed by the members in General Meeting. The Council shall:

- determine the policies of the Organisation and monitor their implementation
- apply for an authority to Fundraise in accordance with the Charitable Fundraising Act of 1991 in New South Wales
- implement all lawful functions as may be exercised by the Organisation, other than those functions which are required by this Constitution to be exercised by a General Meeting of Members
- have the power and be obliged to perform all such acts and to do all such things as appear to the Council to be necessary or desirable for the proper operation of the Organisation.

(2) The Council shall have power to make amend or withdraw rules and regulations not inconsistent with this Constitution for the establishment, control, administration and management of the affairs of Support Groups and the duties, obligations and responsibilities of Support Group officers and members and to amend or rescind from time to time any such rules or regulations.

(3) The Council may set out rules for the establishment of funds for specific purposes and rules and protocols to be followed for the proper disbursement of available funds for their stated purpose.

(4) The Council shall appoint by invitation a Medical Panel of Health Professionals with a special interest in Parkinson's Disease. The medical panel shall provide technical advice to the Council and to members through the Council. The Panel may also be asked to provide other services such as rewriting technical papers in 'Plain English'.

13. COUNCIL/EXECUTIVE COMMITTEE MEETINGS

(1) The Council and Executive shall each normally meet at least five (5) times in each calendar year. A meeting of the Council or Executive may be held by members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. At no time must the interval between meetings of the Council be longer than one hundred and twenty five (125) days. Should this requirement not be met, any ten members may, by giving notice as provided in Rule 23 (3) hereof, call a Special General Meeting to declare the Council vacant and hold elections to fill all positions. Once such a meeting has been called, the convening of a Council meeting by the Members of Council shall not have the effect of nullifying the declaration of the Council positions as vacant. Should a Council meeting be convened before such a special general meeting is called then the Council shall be deemed to remain legitimately filled.

(2) Meetings of the Council shall be notified to all members of Council thereof in writing at least seven (7) days prior to the date of the meeting.

(3) The Secretary shall ensure that the individual members of the Council are supplied with copies of documents and motions on notice submitted as Agenda items.

(4) Meetings of the Council may be convened on the request to the Secretary, by any Office Bearer or by two (2) Council Members acting in concert. The time for meetings called under this provision shall be at least fourteen (14) days from the time of making the request to the Secretary. Meetings called under this provision shall be ordinary meetings of the Council and a full Agendum for the meeting shall accompany the notice of meeting.

(5) In an emergency or pressing situation the Secretary may elect to call an Extraordinary Meeting of Council, for which notice and details of the emergency or pressing situation may be given by word of mouth or telephone and the Secretary shall keep notes of all efforts made to contact each individual member of the Council.

(6) At an Extraordinary Meeting the Secretary's notes shall be reviewed to ensure that every effort was made to contact each Council member and to confirm that the Meeting has been properly convened. When the emergency or pressing item of business has been discussed the meeting will be closed.

14. QUORUM

No meeting of the Council shall be valid unless a quorum is present at the time set for the meeting and through the course of the meeting. A quorum shall be any four (4) Council members and any two (2) Office Bearers. Office Bearers are not considered to be Council members for purposes of constituting a quorum, they are, however, members of the council.

15. POWERS AND DUTIES OF THE OFFICE BEARERS

(1) PRESIDENT

The following shall be the powers and duties of the President:

- To ensure that decisions of the Council are implemented.
- To act as Chair at all Council and General Meetings of the Organisation
- To ensure that meetings are properly convened
- To strive to continually improve the Organisation's policy, activities and administration
- To ensure the correct functioning of all Office Bearers and all Subcommittees.
- To act, subject to any expressed or implied instructions, on behalf of the Organisation and the Council
- To initiate action on a valid requisition from Council Members.

(2) VICE PRESIDENT

The following shall be the powers and duties of the Vice President:

- To act as chair for any meeting of Council or General Meeting in the absence of the President or at his/her request
- To sit as a tribunal, either alone or with not more than two other persons to adjudicate on any disputes among members with the object of determining an equitable resolution to the dispute
- Be responsible for Support Group Liaison for establishing and fostering the growth of better communication between the Support Groups and Council. Be the person responsible for all matters affecting support groups. This is not to restrict other members of council but rather the Vice President shall coordinate matters affecting support groups.
- To lend assistance to the Secretary and to the Treasurer as requested by the Officers or the President.

(3) SECRETARY

The following shall be the powers and duties of the Secretary:

- To oversee the handling and distribution of incoming and outgoing correspondence and to initiate action to deal with it.
- To arrange meetings of the Council, the Executive Committee and the members in General Meeting
- To prepare Minutes of General and Council Meetings and to maintain the official Minute Books
- To assist the Chair
- To establish and maintain in suitably approved manner, records of membership
- To ensure that all material relevant to the operation of the Organisation be maintained in secure fashion including (but not restricted to) master copies of the Constitution, Certificate of Incorporation, and the Common Seal
- To solicit voluntary workers for the needs of the Organisation and draw up duty rosters.
- To maintain all files
- To issue notices, including subscription and reminder notices.

(4) TREASURER

The following shall be the powers and duties of the Treasurer:

- To arrange systems whereby all money received by the Organisation is received, promptly banked and duly entered into the books of account
- To maintain the books of account on a day to day basis
- To recommend Bankers for the Organisation to the Council and on its approval to select the type and number of accounts which are required for the efficient operation of the affairs of the Organisation
- To control the Bank accounts, recommending the investment of money not immediately required in ways permitted by the Charitable Fund Raising Act 1991 and the Regulations under that Act
- To seek authorisation for disbursements and to cause cheques to be drawn accordingly
- To give reports on the monetary situation to each meeting of the Council, keep the Office Bearers fully informed at all times and produce detailed statements of account as required
- To produce an Audited Annual Financial Report for submission for the approval of the Annual General Meeting
- To Co-operate with the Auditor elected at the Annual General Meeting in its review of the records to obtain confirmation that the information on the report is a true indication of the financial status of the Organisation
- To assist the Secretary to maintain the Membership records, advising all payments promptly
- To send out accounts for all money owed to the Organisation.
- To arrange for insurance to cover risks encountered in the day to day operations of the Organisation, including the Support Groups, and to cover the statutory obligations under the laws of New South Wales.

16. AUDITOR

(1) An auditor shall be elected at the Annual General Meeting following the election of the Council. Nominations for this position shall be in writing and be accompanied by a summary of the experience and qualifications of the nominee, and shall be endorsed by the nominee as confirmation of his/her willingness to accept the position. The minimum qualifications of persons who seek the position of Auditor shall be that which qualifies them for Graduate Member of an accounting professional institute, subject to the relevant Acts.

(2) The Auditor shall:

- examine the annual monetary statements as prepared by the Treasurer and have access to all records which may be required for the performance of the duty
- furnish a report to the members at the Annual General Meeting
- not be a member nor a close relative of a Council Member or Office Bearer
- remain in office until the next Annual General Meeting and if there is intention to nominate another person for the position at the next Annual General Meeting notice of this intent shall be given to the Secretary at least twenty one (21) days prior to the date of the proposed meeting. The Auditor is entitled to a clear seven (7) days notice of the nomination of a candidate for the position and is entitled to attend the subject Annual General Meeting.
- have the right to resign at any time by notifying the Secretary in writing. The Council shall in this circumstance initiate action to appoint a replacement Auditor to serve until the next Annual General Meeting
- have the right to not seek re-election to the office of Auditor at the Annual General Meeting, which right should be exercised by notice in writing to the Secretary twenty one (21) days prior to the proposed meeting date.

17. EXECUTIVE ADMINISTRATION

(1) The Council shall be empowered to engage the services of either a full time or part-time Chief Executive Officer (CEO) to conduct the affairs of the Organisation on a day to day basis, subject to the policies and directives established by the Council, which has the ultimate responsibility for the proper conduct of the Organisation.

(2) The powers and duties of the CEO, subject to the direction of the President, are:

- to act in the capacity of Public Officer of the Organisation
- to properly direct the efforts of both paid and volunteer staff to the meeting of deadlines set and the compilation of budgets for forward administration expenses and to monitor the actual expenditures as compared to budgeted targets
- to ensure that the President is well informed on the true status of any topic which may require the making of a statement from the Organisation and in the absence or at the request of the President, make such statement.
- to attend each meeting of Council and the Executive Committee unless otherwise instructed or excused by the Council

- to organise in detail fund raising by major events, including the use of persons with special qualifications on outside fund raising Committees
- to publicise the Organisation to the members and the public at large by all means at command, recommending the appointment of specific persons as consultant publicists to plan and execute specific events and functions
- to maintain contact with all Support Groups assisted by appropriate Subcommittees as may be appointed by the Council
- to liaise with Subcommittees as appointed
- to call regular meetings of the Executive Committee as dictated by the level of activity within the Group or when requested to so do by any Office Bearer or two (2) members of Council.

(3) The CEO reports directly to the President and can only be tasked by other members of the Council with the prior permission of the President. Office staff are tasked by the CEO and may not be tasked by anyone other than the CEO or President without prior approval of either of these.

18. EXECUTIVE COMMITTEE

(1) The conduct of the affairs of the Organisation shall be performed by an Executive Committee within the policies determined by the Council. The members of the Executive Committee shall be the Office Bearers of the Organisation, the Chief Executive Officer and such other persons as this committee may invite to join. The powers and duties of this Committee shall be:

- to carry out policy directions of Council, attending to detail of organisation and administration
- to appoint Subcommittees with delegated authority to act on behalf of the Executive in defined areas
- to determine the requirements for paid and volunteer staff required for the efficient operation of the Organisation's office
- to determine the rates of pay for staff employed by the Organisation and establish detailed duties and procedures for all office workers, both employees and volunteers.
- to determine the need for and approve the purchase of all office equipment in accordance with approved budgets
- to initiate action to obtain redirection of policy or progress by the Council
- to meet at least five (5) times in each calendar year at intervals of not longer than forty eight (48) days
- to receive regular reports from each Subcommittee on the progress of their assigned task
- to report to the Council through the Chief Executive Officer, the progress of each project undertaken by the Committee and appropriate Subcommittees

(2) Minutes of Executive Committee meetings shall be circulated to all members of the Council within seven (7) days of the date of the meeting recorded.

19. CASUAL VACANCIES

A casual vacancy in the office of a member of the Council occurs if the member:

- (a) dies
- (b) ceases to be a member of the Organisation
- (c) becomes an insolvent under administration within the meaning of Corporation Law
- (d) resigns office by notice in writing given to the Secretary
- (e) is removed from office under provisions of this Constitution.
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health
- (g) is absent, without the consent of the Council, from all meetings of the Council held during a period of six (6) months or from two consecutive meetings of the Executive Committee.

20. REMOVAL OF MEMBER

(1) The Organisation in General Meeting may, by resolution, remove any member of the Council from the office of Member before the expiration of the Council 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 Council Member so removed.

21. CASUAL VACANCIES: HOW TO BE FILLED

(1) Casual vacancies in the Council may be filled as they occur by resolution of the Council at any duly constituted meeting of the Council and the member so elected shall remain in office until the close of the next Annual General Meeting and will be eligible to stand for election to Council at that meeting.

PART 4 **GENERAL MEETINGS**

22. ANNUAL GENERAL MEETINGS: WHEN HELD

- (1) The financial year of the Organisation shall extend from 1st July to 30th June and the Annual General Meeting shall be convened during the month of November of each year at such a place and time of day as determined by the Council.
- (2) The business to be conducted at an Annual General Meeting must include the following items:
- (a) To confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that previous Annual General Meeting
 - (b) To receive from the Council reports upon the activities of the Organisation during the preceding year
 - (c) To receive and consider the report and detailed financial Statement from the Treasurer, including the Auditors report and Statement
 - (d) To elect Office Bearers of the Organisation, members of the Council and an Auditor
 - (e) To consider any other business of which Notice of Motion has been placed with the Secretary and which has been duly advertised.

23. SPECIAL GENERAL MEETINGS

- (1) The Council may at any time convene a Special General Meeting of the Organisation at a time and place as it may determine.
- (2) The Council shall, on the requisition in writing of not less than five percent (5%) of the total number of members, convene a Special General Meeting of the Organisation.
- (3) A requisition of members for a Special General Meeting shall:
- (a) state the purpose or purposes of the meeting
 - (b) be signed by the members making the requisition
 - (c) be lodged with the Secretary
 - (d) be valid if consisting of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Council fails to convene a Special General Meeting within one month after the date on which a valid requisition of members for a 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 three months after that date.
- (5) A Special General Meeting convened by a member shall be convened as nearly as practicable in the same manner as general meetings are convened by the Council and any member who thereby incurs expense is entitled to be reimbursed in full by the Organisation provided they are legitimate expenses incurred in calling or conducting the meeting . Reimbursement is to be in accordance with current policy and procedures of the organisation.

24. ELECTION OF OFFICE BEARERS AND COUNCIL MEMBERS

- (1) The Office Bearers and the seven (7) Council Members and two (2) non-metropolitan Councillors shall be elected at the Annual General Meeting and unless removed from office by other provisions of this Constitution in the meantime, shall remain in office until the close of the following Annual General Meeting.
- (2) The election shall be conducted by a Returning Officer who may be the Chief Executive Officer or an independent person of substance who is well known and identified by the members of the Organisation, such person having been notified by the President and invited for the purpose of the Election to be present at the Annual General Meeting. Officer Bearers, members of Council, CEO, nominees for positions shall not eligible for appointment as Returning Officer.

(2A) The Returning Officer must by newsletter, public notice advertisement in a Sydney metropolitan newspaper or such other method of notification as the Returning Officer may determine, at least 42 days before the date fixed for the holding of the Annual General Meeting at which an election of Office Bearers or Council Members is to take place, call for nominations of candidates for the anticipated vacancies for Office Bearers and Council Members (if any) and notify the time and process for such nominations to be made.

(3) Nominations of candidates for election as Office Bearers or Council Members:

- (a) shall be made in writing, signed by two (2) members of the Organisation and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) shall be delivered to the Returning Officer, not less than 28 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place

(4) Each candidate and person signing a nomination under Rule 24 (3) must be a financial member of the Organisation in good standing.

(5) The order of the election shall be President, Vice President, Secretary, Treasurer and nine (9) Council Members.

(6) Each Office as defined is to be considered whole and separate, and election to one position shall automatically bar the member from being nominated for any other position.

(6A) Subject to this rule 24 (6A), each candidate must be present at the Annual General Meeting at which the election is to take place. If a candidate is not so present, except in the case of extenuating circumstances as determined by the Returning Officer acting reasonably, that candidate will not be eligible to have votes cast in their favour or to be elected as either Office Bearer or Council Member.

(7) In the event that the number of nominations for each of the positions is equal to or less than the number of positions to be filled then the persons nominated shall be declared as elected to the positions.

(8) Where the number of candidates is in excess of the number of positions to be filled then the Chair shall order a ballot to be held.

(9) All ballots shall be secret, conducted in writing on plain papers, which shall be handed out by the returning officer to those present who are entitled to vote or included in proxy forms. Two Tally Clerks shall be appointed by the chair for the duration of the election.

(10) For Office Bearers voting shall be by the 'simple ballot' method. The method used to fill Councillor positions shall be: each voter shall mark the ballot paper with a '1' for each supported candidate up to the number of vacancies – e.g. as there are none (9) Councillor positions then a voter shall make up to nine (9) entries of '1' on the ballot paper – voters do not have to vote for nine (9) candidates. If the requirement for two (2) 'non-metropolitan' Councillors is not fulfilled in the first seven (7) candidates elected then the two 'non-metropolitan' candidates with the highest votes shall be elected to meet this requirement – this may mean that a position is filled by a candidates with fewer votes than other candidates.

(11) The requirement for one Office bearer and one member of Council to be people with Parkinson's disease necessitates that the position of Vice President be reserved for a PWP should all other office bearer positions be filled by people without Parkinson's Disease. For Members of Council this requirement may mean that the seventh position is filled by someone with fewer votes than other candidates without PD.

(12) In the event of two (2) persons receiving an equal number of votes, the decision shall be made by a simple ballot.

(13) The Returning Officer shall retain all ballot papers and proxy forms for destruction after the meeting

(14) Tally Clerks who are financial members of the Organisation shall be permitted to vote in the election.

25. ROTATION OF OFFICE BEARERS

(1) No member shall hold any one of the positions of Office Bearers for longer than five consecutive years unless at an Annual General Meeting held after the expiration of that period no eligible member is nominated for the Office, in which circumstance the nomination of the incumbent to the position will become valid.

(2) Office Bearers restrained from nomination on account of having served 5 consecutive years in one position remain eligible for nomination to any other Office.

(3) Such Members as are restrained from being nominated to a particular Office may be nominated for that position after an interval of two years. If elected the member shall be entitled to unrestricted nomination, for a period of five (5) years after which period Rule 25 (1) applies.

26. NOTICE OF GENERAL MEETING

- (1) Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution, the Secretary at least fourteen (14) days before the date fixed for the holding of the General Meeting, shall cause to be sent by pre-paid post to each member at the member's address appearing in the Register of Members, a notice specifying the place, date and time for the meeting and the nature of the business to be transacted at the meeting.
- (2) Where the nature of the business proposed to be conducted at a General Meeting requires a Special Resolution of the Organisation the Secretary shall cause the notices of meeting to be despatched as described above at least twenty one (21) days prior to the day fixed for the meeting. Such notice shall specify the nature of the business requiring a Special Resolution.
- (3) No business other than that specified in the notice convening the meeting shall be discussed at a General Meeting except for the special order of business set down to be conducted at each Annual General Meeting.
- (4) A member wishing to bring any business before a General Meeting may give notice in writing to the Secretary of the business and it shall be incorporated by the Secretary in the next Notice of General Meeting to be sent out following the receipt of the notice from the member.
- (5) A notice of meeting for an Annual General Meeting must:
 - (a) specify the candidates nominated for election;
 - (b) for special resolutions include a proxy form showing the acceptance or rejection of each resolution; and
 - (c) include for every motion on notice (except for special resolutions) a form for postal voting, a slip to register the member's postal vote and an envelope to contain the member's actual vote. Members to return postal votes to returning officer seven (7) calendar days before the meeting. Arguments for and against each motion must also be included or a statement that no one was willing to provide such statements. In which case only one side of the debate will be presented.

27. PROCEDURE

- (1) No item of business shall be conducted at a General Meeting unless a quorum of members, entitled under this Constitution to vote, is present during the time the meeting is considering that item.
- (2) Fifteen (15) members in person (being persons entitled to vote under this Constitution) comprise a quorum for the conduct of the business of a General Meeting.
- (3) If thirty (30) minutes after the time of commencement of a General Meeting as stated in the notice, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved and in any other case shall 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 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 thirty (30) minutes after the time set for the commencement of the meeting, the members present being not less than five (5) shall constitute a quorum.
- (5) The President or in the President's absence or indisposition, Vice President, shall preside as chair at each General Meeting of the Organisation.
- (6) If the President and Vice President are absent or unwilling to act at a General Meeting, then the members present shall elect one of their number to preside as chair for the meeting.

28. ADJOURNMENT

- (1) The chair of a General Meeting at which a quorum is present, may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen (14) days or more the Secretary shall give written or oral notice of the resumption of the meeting to all members of the Organisation, stating the time, date and place of the meeting and the nature of the business to be completed.
- (3) Except as provided above, notice of resumption of an adjourned General Meeting or of the business at an adjourned meeting is not required to be given.

29. DETERMINATION OF DECISIONS

- (1) A question arising at a General Meeting shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chair that a resolution has, on a show of hands been carried by a number of votes or carried unanimously or resolved in the negative, an entry in the Minute book is evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against.
- (2) At a General Meeting of the Organisation a poll may be demanded by the chair or by not less than five (5) members present in person at the meeting.
- (3) Where a poll is demanded at a General Meeting, the poll shall be taken
 - (a) immediately in the case of a poll which relates to the election of the chair for the meeting or to the question of an adjournment.
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chair directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the Organisation on that matter.

30. SPECIAL RESOLUTIONS

- (1) A Special Resolution is one which proposes a change to this constitution. To be carried, special resolutions require a majority of not less than 75% of valid votes. Special resolutions require at least 21 days notice to members.

31. VOTING

- (1) Upon any question arising at a General Meeting of the Organisation, each member has one (1) vote.
- (2) All votes shall be given personally, by postal vote or by proxy (if a special resolution is required) but no member may hold more than five (5) proxies for any particular General Meeting. Postal votes shall be held and lodged by the returning officer.
- (3) In the case of an equality of votes on a question at a General Meeting, the Chair of the meeting is entitled to exercise a second (or casting) vote.
- (4) A member or proxy is not entitled to vote at any General Meeting of the Organisation unless all money due and payable by the member or proxy to the Organisation has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- (5) Voting on Special Resolutions shall be given personally or by proxy only.
- (6) Voting for Office Bearers and Members of Council shall be given personally or by postal vote only.

32. APPOINTMENT OF PROXIES

- (1) Each member shall be entitled to appoint another member as proxy for any General Meeting convened in accordance with this Constitution, by notice in writing on the form specified by Council to be in the hands of the Secretary no later than twenty four (24) hours prior to the time of commencement of the subject meeting in respect of which the proxy is appointed.
- (2) Proxy may not be exercised for any business on the notice of meeting other than those items giving notice of intent to propose a resolution of the Organisation. Proxy may not be applied to procedural motions arising purely from the normal conduct of the meeting.
- (3) The notice appointing the proxy shall be in the form set out in Appendix 2 to this document or such other form as the Council may approve.
- (4) The Returning Officer may, when giving notice of General Meeting, include a printed notice of appointment of Proxy for the convenience of members with the proposed resolutions clearly set out and the vote to be exercised clearly indicated.

PART 5

MISCELLANEOUS

33. INSURANCE

The Organisation shall effect and maintain insurances as required by statute in the State of New South Wales and will as a minimum list maintain adequate cover of the following categories of insurance:

- (a) Workers Compensation for Employees
- (b) Public Liability including the Support Groups, Officers and members.
- (c) Director's Liability for members of the Council
- (d) Volunteer workers accident and injury, including Support Groups
- (e) Leaseholder's fire and theft.

34. FUNDS SOURCES

- (1) The funds of the Organisation shall be derived from annual subscriptions of members, donations and bequests and such other sources as the Council may decide.
- (2) All money received by the Organisation shall be deposited as soon as practicable and without deduction to the credit of the Organisation's bank account.
- (3) The Organisation shall, as soon as practicable after receiving any money, issue an appropriate receipt.

35. FUNDS MANAGEMENT

- (1) The funds of the Organisation shall be used in pursuance of the Objectives of the Organisation in such manner as the Council determines.
- (2) Money which is not required for the immediate operation of the daily business of the Organisation may be invested in a manner approved by the Department of Gaming and Racing in New South Wales.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two persons authorised to do so, comprising category A and category B signatories. The Office Bearers shall comprise the A category signatories and designated employees or engaged consultants shall be designated B category. Any two A category persons may execute a valid document or a single A category person and a single B category may also execute a valid document. It is preferable, but not mandatory, that one category A signatory to all documents of this nature should be the Treasurer.

36. COMMON SEAL

- (1) The Common Seal of the Organisation shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Council and the fixing of the Common Seal shall be attested by two (2) signatories one of whom must be the President, or the Vice President and the other a member of Council not necessarily being the Secretary.

37. CUSTODY OF BOOKS

- (1) Except as otherwise provided by this Constitution, the Secretary shall keep in his/her custody or under his/her control, all records, books and other documents relating to the Organisation unless otherwise directed by the Council.
- (2) The records, books and other documents shall be open to inspection at the place where they are normally kept, free of charge, by any member at any reasonable hour, but by arrangement only.

38. SERVING OF NOTICES

(1) For the purposes of this Constitution, a notice may be served by or on behalf of the Organisation upon any member either personally or by sending it by post to the member at the member's address as shown in the Register of Members.

(2) When a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, it shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

(3) Notification by either facsimile or email is valid and subject to the same interpretation concerning delivery as applies to postal advice.

39. WINDING UP - DISPOSAL OF SURPLUS PROPERTY AND FUNDS

(1) The Organisation shall not be dissolved except at a General Meeting of the Organisation convened for the purpose and by Special Resolution.

(2) If upon winding up of the Organisation there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Organisation but shall be given or transferred to some other Institution or Institutions having objectives similar to the objectives of the Organisation and which shall also prohibit the distribution of its/their property among its/their Members.

(3) Such Institution/s to be determined by Members of the Organisation at or before the time of winding up or in default thereof by the Chief Judge of such Court as may have or acquire jurisdiction in the matter.

(4) Should the only organisations meeting the requirement of having similar objectives as the Organisation be for any reason repugnant to the membership then the membership may endow its property on another charitable or research institution, placing such caveats on its uses as the membership may deem appropriate.

40. PAYMENT OF OFFICE BEARERS AND COUNCIL MEMBERS

A member of the Council shall not be appointed to any salaried office of the Organisation or any office of the Organisation paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Organisation to any member of the Council except -

- (a) repayment of "out of pocket" expenses;
- (b) interest at a rate not exceeding the rate, for the time being, which would be charged by the Organisation's bankers, for money lent by the member to the Organisation; and
- (c) reasonable and proper rent for premises let to the Organisation.
- (d) where reasonable and proper service, work or goods are offered at competitive commercial rates and are part of an Office Bearer's or Council Member's profession or trade. Such person shall disclose any pecuniary interest in any issue before the Council and absent themselves from the meeting when and where appropriate.

41. VACATION OF OFFICE

Notwithstanding other provisions herein for the vacation of office, a member of the Council shall be deemed to have vacated his/her office of member and must depart from any other positions held, if:

- (a) the member accepts an office of profit within the Organisation.
- (b) the member is directly or indirectly interested in any contract or proposed contract with the Organisation.

42. SETTLEMENT OF DISPUTES.

(1) In the event of a dispute arising between members of the Organisation or between members and the Organisation, the forum of the General Meeting shall be the proper place for the resolution of the matter in concern. The resolution of a General Meeting, properly convened, shall be binding on all members, including Office Bearers and Members of Council.

(2) Prior to submitting the dispute to a General Meeting the President or the Vice President may require that the parties to the dispute submit an outline of their dispute and its arguments in writing to a Tribunal of one in the person of the Vice President, who may if he/she so decides call upon not more than two persons with special skills or knowledge of the topic disputed to sit as members of the Tribunal and to adjudicate on the merits of the arguments as submitted. If the Tribunal is

satisfied that the written submissions can be used to determine the affair, it may proceed to give its ruling without convening a hearing. Either party to a dispute shall have the option of requesting that their arguments shall be voiced at a sitting of the Tribunal, which shall accordingly be agreed by the Tribunal, who shall arrange a mutually suitable place and time for the sitting, being not later than twenty one (21) days after the request is received.

(3) The opinion of the Tribunal, which may be in writing or verbal, when given shall be binding on all members and parties to the dispute from the time when the decision is announced. The parties to the dispute may take the matter before a General Meeting of members by use of any one of the methods provided in this Constitution. Pending the General Meeting the opinion of the Tribunal shall be valid as the determinator for all actions taken in the course of ordinary business of the Organisation.

PARKINSON'S NSW INCORPORATED

CONSTITUTION APPENDIX 1

Protocol for the award of “HONORARY LIFE MEMBERSHIP” and “CERTIFICATES OF APPRECIATION” on behalf of Support Groups.

1. In a voluntary association such as this Organisation the highest accolade which can be bestowed on a Member in recognition of his/her exceptional performance in some aspect of the work of the Organisation, is to grant him/her HONORARY LIFE MEMBERSHIP.
2. The granting of Honorary Life Memberships should be restricted to outstanding contributions made by the individual member or it rapidly loses much of its significance. In this Organisation the Council is the sole group charged with the responsibility of granting this honour and this is to be retained.
3. A Support Group wishing to honour a member in the Category described in 2. should prepare a submission to the Council and forward it to the Secretary for inclusion in the Agendum for the next meeting of the Council. Submissions made in this manner will need to be most specific in regards to the measure of the exceptional performance aspect of the individual who is the subject of the proposal. Persons being the subject of such a submission must be Members of the Organisation.
4. Two lower levels of means of recognition of the work of members of Support Groups and non members who have performed some notable service to the Support Groups are available. These two levels are:
 - An Organisation "CERTIFICATE OF APPRECIATION"
 - A Support Group " CERTIFICATE OF APPRECIATION"
5. An Organisation Certificate is to be awarded to persons with an outstanding contribution to the Organisation by their service to the Support Group. The Council shall be the sole authority to grant Certificates at this level. Requests for the grants must be in writing should be made through the Vice President.
6. A Support Group Certificate is to be awarded to persons whose work has been more of benefit within the Support Group or has been directed towards the local situation rather than the wider span of the Organisation. Support Group Leaders, whether operating as Conveners or as a full Executive, have the authority to award Certificates of Appreciation at their discretion.
7. Certificates of standard design will be provided by the Organisation for the Honorary Life Membership and the Organisation Certificates of Appreciation. These will be signed by the Secretary and the President and bear the Common Seal of the Organisation. Presentation of the Certificates of Appreciation shall be arranged at the Support Group level, but a representative from the Executive Committee is always available on request. Support Groups requesting these honours are invited to submit appropriate wording for the three lines (maximum) describing the reason for the award. (Maximum line 88 characters approx.)
8. Certificates awarded by Support Groups shall be of design prepared within the resources of the Support Group and should highlight that it is issued under local Support Group Authority. If assistance is required in design or presentation of these Support Group Certificates, it is available on request.

PARKINSON'S NSW INCORPORATED

CONSTITUTION APPENDIX 2

FORM OF APPOINTMENT OF PROXY.

The Secretary,
Parkinson's NSW Inc.
P O Box 71
NORTH RYDE BC NSW 1670

I, of
Full Name *Address*

being a member in good standing of Parkinson's NSW Inc, hereby appoint

..... of
Full Name of Proxy *Address of Proxy*

also a member of that incorporated organisation as my proxy to vote on my behalf at the Annual/Special General Meeting called for the day of 20..
Date of Meeting

atAM/PM.

In respect of each proposed Motion, notice of which has been given, to be dealt with at the meeting my proxy is authorised to vote as follows.

That Full wording of motion on notice **For or Against**
Strike out discarded option

That Full wording of motion on notice **For or Against**
Strike out discarded option

Repeat for each motion on the Notice of Meeting

Signed:..... Date:.....

A proxy can only be given to a person who is a Member of the Organisation.
Valid Proxies must be in the hands of the Secretary twenty four (24) hours prior to the advertised starting time for the meeting for which the Proxy is intended

Received by Secretary atAM/PM Secty
time *date* *initials*

AMENDMENTS MADE TO CONSTITUTION

Date Approved	Rule Affected	Brief note of change
Special General Meeting – 21 February 2000	Rule 25	Rotation of Office Bearers
Special General Meeting – 21 February 2000	Rule 13 (1)	Council Meetings – Change to meeting schedule
Special General Meeting – 21 February 2000	Rule 18 (dot point 7)	Executive Committee - Change to meeting schedule
Special General Meeting – 25 February 2002	Rule 24 (2A)	Election of Office Bearers and Council Members
Special General Meeting – 25 February 2002	Rule 24 (3)	Change to election procedures
Special General Meeting – 25 February 2002	Rule 24 (4)	Change to election procedures
Special General Meeting – 25 February 2002	Rule 24 (6A)	New rule re attendance of nominees at AGM
Special General Meeting – 25 February 2002	Rule 24 (9)	To include voting by proxy
Special General Meeting – 25 February 2002	Rule 24 (10)	To include voting by proxy
Special General Meeting – 25 February 2002	Rule 24 (13)	To include voting by proxy
Special General Meeting – 25 February 2002	Rule 26 (5)	Notice of Meeting
Special General Meeting – 25 February 2002	Rule 32 (2) Rule 32 (3)	Appointment of proxies
Special General Meeting – 25 February 2002	Rule 32 (5)	To include voting by proxy
Special General Meeting – 24 February 2003	Rules 24 (3) and 24 (4)	Confirmed that the Feb 2002 wording “replaced” previous wording instead of “adding to it”
Special General Meeting – 24 February 2003	Rule 24 (5)	Confirmed that the Feb 2002 wording should be numbered 26 (5), not 24 (5)
Special General Meeting – 24 February 2003	Rule 32 (1)	Typo fixed – the word “in” added
Special General Meeting – 24 February 2003	Rule 32 (6)	Confirmed that the Feb 2002 wording should be numbered 32 (5), not 32 (6)
Special General Meeting 14 December 2004	Rule 2	Objectives – alter wording
Special General Meeting 14 December 2004	Rule 3	Definitions – redefine words
Special General Meeting 14 December 2004	Rule 6 (2)	Membership – Council to consider each membership application
Special General Meeting 14 December 2004	Rule 6 (6)	Membership – Expiration of membership
Special General Meeting 14 December 2004	Rule 7 (3)	Honorary Life Membership – reword
Special General Meeting 14 December 2004	Rule 8 (2)	Cessation of Membership – add date specified
Special General Meeting 14 December 2004	Rule 11 (1)	Council – abolish deputy president position and add extra position on Council
Special General Meeting 14 December 2004	Rule 11 (3)	Council – add one Office Bearer and one Council member shall be people with PD
Special General Meeting 14 December 2004	Rule 11 (4)	Council – add two positions on Council for non-metropolitan members
Special General Meeting	Rule 12 (1)	Powers – filling casual vacancies on Council after AGM

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Special General Meeting 14 December 2004	Rule 12 (4)	Powers – Medical panel advice to Council and members
Special General Meeting 14 December 2004	Rule 13	Meetings – change heading
Special General Meeting 14 December 2004	Rule 13 (1)	Meetings – frequency of meetings
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Special General Meeting 14 December 2004	42 (2)	Settlement of Disputes – remove reference to Deputy President
Special General Meeting 27 February 2007	Rule 7 (1)	Membership – expiration of three (3) months after due date
Special General Meeting 27 February 2007	Rule 11 (1)	Area known as ‘non-metropolitan’ redefined
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Special General Meeting 27 February 2007	Rule 18	Frequency of Council & Executive Meetings
Special General Meeting 27 February 2007	Rule 22 (1)	Financial Year to be from July to June
Special General Meeting 27 February 2007	Rule 24 (10)	Method of voting for Councillors clarified
Special General Meeting 27 February 2007	Rule 40 (d)	Provision Councillor to be paid a fee for service or supply of goods
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