



## **CONSTITUTION**

**Learning Difficulties Australia Incorporated  
Registration Number A0013706L**

**Corrected and Reformatted October 2022**

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# Introduction

## Dictionary and Interpretation

### 1. Dictionary

In this Constitution, the following words have these meanings unless the contrary intention appears:

- 1.1 **“ACNC Act”** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).
- 1.2 **“Association”** means Learning Difficulties Australia Incorporated (Registration A0013706L).
- 1.3 **“Associations Act”** means the *Associations Incorporation Reform Act 2012*.
- 1.4 **“Chairperson”** means the chair of the Association, as appointed from time to time.
- 1.5 **“Constitution”** means this constitution and any annexures or schedules attached to it.
- 1.6 **“Consultant Member”** means members admitted to the consultant membership classification in accordance with this Constitution.
- 1.7 **“Council”** means the Committee of Management for the Association.
- 1.8 **“Financial Year”** means each 12-month period from 1 July to 30 June.
- 1.9 **“General Meeting”** means a general meeting of members convened in accordance with this Constitution and includes a ‘Special General Meeting’, an ‘Annual General Meeting’, and disciplinary appeal meeting.
- 1.10 **“Honorary Officer”** are those members of the Council appointed as ‘honorary members’ by the Association, and consist of the President, two Vice-Presidents, the Treasurer and Secretary.
- 1.11 **“Member”** means a member of the Association.
- 1.12 **“Ordinary Member of the Council”** means a member of the Council who is not an honorary officer of the Association.
- 1.13 **“President”** means the president of the Association, and **Vice-President** means both or either of the vice-presidents of the Association.
- 1.14 **“Registered Charity”** means a charity that is registered under the ACNC Act.
- 1.15 **“Regulations”** means the Regulations under the Associations Act.
- 1.16 **“Secretary”** means the person appointed as secretary from time to time of the Association.
- 1.17 **“Surplus Assets”** means any assets of the Association that remain after paying all debts and other liabilities of the Association, including the costs of winding up.
- 1.18 **“Treasurer”** means the appointed treasurer of the Association.

### 2. Interpretation

- 2.1 Reading this Constitution with the Associations Act

- (a) While the Association is a Registered Charity, the ACNC and the Associations Act override any clauses in this Constitution which are inconsistent with those Acts.
- (b) If the Association is not a Registered Charity (even if it remains a charity), the Associations Act overrides any clause in this Constitution which is inconsistent with that Act.
- (c) A word or expression that is defined in the Associations Act or is used in that Act and covering the same subject, has the same meaning as in this Constitution.

## 2.2 In this Constitution:

- (a) headings are disregarded;
- (b) words importing persons include partnerships, associations and companies, incorporated and unincorporated, as well as natural persons;
- (c) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression;
- (d) singular includes plural and vice versa;
- (e) words importing gender include all other genders;
- (f) except where the contrary intention appears, an expression used by the Act has the same meaning as in the Act; and
- (g) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

## General

### 3. Name of the Association

The name of the Association is **Learning Difficulties Australia Incorporated**.

### 4. Type of Organisation

The Association is a not-for-profit incorporated association which is established to be, and to continue as, a charity.

### 5. Objects

The Association's object is to pursue the following charitable purpose(s):

- 5.1 to promote understanding in the community of the complex nature of learning difficulties and the need for intervention to be carried out by

- qualified teachers and expert professionals;
- 5.2 to support teachers, LDA Consultants and other professionals through high quality professional development programs and publications so that all members have access to theoretical advances and well researched teaching strategies in the field;
  - 5.3 to support and promote scientific evidence-based research that will advance understanding of the theory and evidence underlying effective teaching practice for students with learning difficulties;
  - 5.4 to provide relief within a relationship of collaboration to students experiencing difficulties with learning, including channeling support through programs that provide benevolent relief through a collaborative arrangement with organisations and teachers that deliver teaching programs;
  - 5.5 to advocate for improved services to students experiencing difficulties with learning through advice to relevant organizations and submissions to government bodies;
  - 5.6 to promote excellence in the field by recognising outstanding contributions through the Mona Tobias Award, the Bruce Wicking Award, the Tertiary Student Award and the AJLD Eminent Researcher and Early Career Researcher Awards;
  - 5.7 to raise public awareness of the associated issues pertaining to the Association's charitable purposes;
  - 5.8 to cooperate with other organisations in the furtherance of these objects; and
  - 5.9 any other objects which are:
    - (a) consistent with the objects; and
    - (b) approved by the Association from time to time.

# Membership

## Membership Generally

### 6. Members of the Association

Members of the Association must be a person who has:

- (a) paid the membership fee (if required);
- (b) agreed to abide by the Association's Constitution; and
- (c) is eligible to be a member under this Constitution.

### 7. Application for Membership

An applicant who supports the objects of the Association is eligible to apply to be a member of the Association under clause 8.

### 8. How to apply to become a Member

An applicant may apply to become a member of the Association by writing to the secretary of the Association stating that they:

- (a) want to become a member under a nominated category of membership;
- (b) support the objects of the Association; and
- (c) agree to comply with the Association's constitution, including paying the membership fee as determined from time to time, if required.

### 9. Council decides whether to approve Membership

9.1 The Association reserves the right to refuse membership to an applicant and in this case will refund any membership fees that have been paid in full.

9.2 If the Council approves an application, the secretary must as soon as possible:

- (a) enter the new member on the register of members; and
- (b) write to the applicant to tell them that their application was approved, and the date that their membership has started.

9.3 For the avoidance of doubt, the Council may approve an application even if the application does not state the matters listed in 8(a), 8(b), and 8(c).

### 10. Membership Resignation and Cessation

10.1 A member immediately stops being a member if they:

- (a) die (if an individual);
- (b) are wound up or otherwise dissolved or deregistered (for an

- incorporated entity);
- (c) resign, by writing to the secretary;
- (d) are expelled from the Association
- (e) have more than 12 months in arrears in regard to the member's annual subscription; or
- (f) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member and have paid all outstanding fees.

10.2 Upon the expiration of a notice given under clause 10.1(f), the administration officer shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

## 11. Register of Members

11.1 The Association shall keep and maintain a register of members in which shall be entered the full name, address, telephone number and date of entry with such other particulars and in such form the Council may prescribe.

11.2 Every member shall communicate any change in his or her address to the Association in writing, and any such change of particulars shall be entered in the register.

11.3 The register shall be available for inspection by members upon request, however information from the register may only be used if directly related to the Association's management, not for personal contact.

11.4 The secretary:

- (a) may restrict access to a member's details if asked to do so and if there are special circumstances that justify doing so; and
- (b) shall oversee the keeping and maintenance of a register of members.

## Subscription of Members

### 12. Annual Subscription and Fees

12.1 The annual subscription as determined by Council at or prior to the Annual General Meeting is payable on 1 January each year.

12.2 Renewal notices will be sent to members by the administration officer requesting payment of the appropriate fee.

- 12.3 The Council shall have the discretion to charge a pro-rata membership fee in lieu of a full annual fee in appropriate circumstances.

## **Membership Classification**

### 13. General Rights of Members

- 13.1 A member of the Association who is entitled to vote has the right -
- (a) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by this Constitution;
  - (b) to submit items of business for consideration at a General Meeting;
  - (c) to attend, be heard, and to vote at General Meetings;
  - (d) to have access to the minutes of General Meetings and other documents of the Association as provided under this Constitution; and
  - (e) to inspect the register of members.
- 13.2 A member is entitled to vote if –
- (a) more than 10 business days have passed since he or she became a member of the Association; and
  - (b) the member's membership rights are not suspended for any reason.

### 14. Classifications

- 14.1 The Council may from time to time fix the qualifications, rights, privileges and obligations of any class of members, and may prescribe other classes not herein provided for, save that Consultant membership shall be limited to those professionals whose specialist teaching is, in the opinion of the Council, appropriate for specialist teaching or support of students with learning difficulties.
- 14.2 Student membership shall be limited to those persons currently enrolled for full-time studies as at the date of application. Students completing their studies shall be entitled to apply as members unless they are eligible for another category of membership.
- 14.3 Institution membership is open to schools and other institutions which provide services for students with learning difficulties.
- 14.4 Members and 'Honorary Life Members' shall enjoy the full benefits and privileges of the Association: they shall have voting rights and can be nominated



for Council.

14.5 Consultant Members, on registration and payment of the applicable fees, shall enjoy the full benefits and privileges of the Association.

14.6 Consultant Members may display a 'Certificate of Consultant Membership', the right to register for the Referral Service, and to use the initials 'L.D.A.' consultant after their name, have voting rights and can be nominated for Council.

14.7 Student Members shall have the right to be notified and to attend meetings of the Association and shall enjoy such benefits as shall be determined from time to time by the Council, they shall have no right to vote at any meeting of the Association.

#### 15. Consultant Membership Candidacy

15.1 A candidate for Consultant membership shall make application for selection in writing on the prescribed form and shall agree therein to be bound by the Constitution and ethics of the Association if selected.

15.2 The applicant must be a current financial member of the Association, and an additional fee shall be payable on entry to the classification.

15.3 Subsequent renewal of membership will be due in January and include the additional classification fee so long as the member retains that classification.

#### 16. Honorary Life Members

16.1 Honorary Life Members may be proposed at any Annual General Meeting of the Association upon recommendation of the Council for persons who are:

(a) members of at least five years standing who have rendered special services to the Association;

(b) non-members of the Association who have rendered continuous and valuable services to the Association and who, by Council resolution, carried unanimously have been so recommended.

#### 17. Council Discretion

The Council shall have free and unfettered discretion in respect of its right to admit applicants to membership and its discretion thereon shall be final and conclusive.

# Disciplinary Procedures

## Procedures Generally

### 18. Resolution by Council

18.1 Subject to this Constitution, the Council may, by resolution:

- (a) expel a member from the Association;
- (b) suspend a member from the Association for a specified period;
- (c) fine a member if the Council is of the opinion that the member has refused or neglected to comply with this Constitution; or
- (d) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

18.2 A resolution of the Council does not take effect unless the Council, at a meeting held not earlier than 14 and not later than 28 days after the service of notice to a member confirms the resolution in accordance with this Constitution.

18.3 Despite this clause 0, the member may exercise a right of appeal to the Association.

18.4 If the Council passes a resolution under clause 0, the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing setting out the resolution of the Council and the grounds on which it is based stating that the member may address the Council at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;

18.5 The notice specified in clause 18.4 must state the date, place and time of that meeting, and inform the member that he or she may do one or more of the following:

- (a) attend that meeting;
- (b) give to the Council before the date of that meeting a written statement seeking the revocation of the resolution; and
- (c) not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he or she wishes to appeal to the Association in a General Meeting against the resolution.

18.6 At a meeting of the Council, the Council must:

- (a) give to the member an opportunity to be heard;
- (b) give due consideration to any written statement submitted by the member; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

18.7 Where the secretary has received notice under this clause 0, the Council must convene a General Meeting of the Association to be held within 21 days after the date on which the secretary received the notice.

18.8 At a General Meeting of the Association convened under this clause 0:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the member shall be given an opportunity to be heard; and
- (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

18.9 If at a General Meeting of the Association convened under clause 0:

- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

# Grievances

## Procedure

### 19. Grievance Procedure

#### 19.1 Application

The grievance procedure set out in this clause 19 applies to disputes under this Constitution between –

- (a) a member and another member;
- (b) a member and the Council; or
- (c) a member and the Association.

A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

#### 19.2 Parties must attempt to resolve the dispute

The parties to a dispute must first attempt to resolve the dispute between themselves.

#### 19.3 Appointment of mediator

If the parties to a dispute are unable to resolve the dispute between themselves, the parties must –

- (a) notify the Council of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

#### 19.4 Mediator Requirements

The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
  - (i) if the dispute is between a member and another member  
- a person appointed by the Council; or

(ii) if the dispute is between a member and the Council or the Association – a person appointed or employed by the Dispute Settlement Centre of Victoria.

19.5 A mediator appointed by the Council may be a member or former member of the Association, but in any case, must not be a person who –

(a) has a personal interest in the dispute; or

(b) is biased in favour or against any party.

19.6 Mediation Process

The mediator to the dispute, in conducting the mediation, must:

(a) give each party every opportunity to be heard; and

(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 throughout the mediation process; and

(d) not determine the dispute.

19.7 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

# General Meetings

## Annual General Meeting

### 20. Annual General Meeting

- 20.1 The Association shall in each calendar year convene an Annual General Meeting of its members.
- 20.2 The Annual General Meeting shall be held on such a day as the Council determines but, in all cases, not later than 5 months after the end of the Financial Year.
- 20.3 The Annual General Meeting shall be specified as such in the notice convening such meeting.
- 20.4 The ordinary business of the Annual General Meeting shall be:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
  - (b) to receive from the Council reports upon the transactions of the Association during the last preceding financial year;
  - (c) to consider other business of which notice shall be given to the Secretary at least 21 days before the meeting is held;
  - (d) to receive and consider the statement submitted by the Association in accordance with Part 7 of the Associations Act;
  - (e) to elect members to the Council of the Association.
- 20.5 The Annual General Meeting may transact special business of which notice is given in accordance with the provisions of this Constitution.
- 20.6 The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

### 21. Special General Meeting

- 21.1 All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- 21.2 The Council may, at its full discretion, convene a Special General Meeting of the Association where more than fifteen months would elapse between Annual

## General Meetings.

- 21.3 The Council shall, on the requisition in writing of (20) members representing not less than five per cent of the total number of members, convene a Special General Meeting of the Association.
- 21.4 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 21.5 If the Council does not cause a Special General Meeting to be held within the month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- 21.6 A Special General Meeting convened by members in pursuance of this Constitution shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council and, all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the person incurring the expenses.

## 22. Notice of General Meetings

- 22.1 The Secretary of the Association shall notify members of such meeting.
- 22.2 Notice of a General Meeting requires:
- (a) if a special resolution is proposed, at least 21 days' notice; or
  - (b) at least 14 days' notice in any other case.
- 22.3 Notice of a General Meeting must include:
- (a) the place, date and time of the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - (b) the general nature of the meeting's business;
  - (c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution;
  - (d) a statement that members have the right to appoint proxies

and that, if a member appoints a proxy:

(i) the proxy needs to be a member of the Association;

(ii) the proxy form must be delivered to the Association at its registered address or the address (including an electronic address) specified in the notice of the meeting;

(iii) the proxy form must be delivered to the Association at least 24 hours before the meeting; and

(iv) a member cannot hold more than three proxies.

22.4 If a special resolution is to be proposed, the notice shall state in full the proposed resolution and the intention to propose the resolution as a special resolution.

22.5 A special resolution is passed if not less than three quarters of the members voting at a General Meeting (whether in person or by proxy as the case may be, or by use of technology) vote in favour of the resolution.

22.6 No business other than that set out in the notice, except of a formal nature and general business, shall be brought forward at the meeting unless notice thereof is duly given.

22.7 Notice may be served by the Association upon any member either:

(a) personally;

(b) by post via pre-paid letter;

(c) by email or facsimile; or

(d) by notice given in the Association's bulletin, newsletter or other publication.

22.8 A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

## 23. Business at Meeting

23.1 All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially



referred to in these provisions as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

- 23.2 No item of business shall be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- 23.3 The quorum for a general meeting is the presence (in person or by proxy as the case may be) of 10% of the members entitled to vote.
- 23.4 If, within half an hour 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 shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 15) shall be a quorum.
- 23.5 The President, or in the President's absence, a Vice-President shall preside as Chairperson at each General Meeting of the Association.
- 23.6 If the President and a Vice-President are absent from a General Meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
- 23.7 The Chairperson of a General Meeting at which a quorum is present may, with the consent of 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.
- 23.8 Where a meeting is adjourned for fourteen days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting.
- 23.9 Except as provided in clause 23.8, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 23.10 A question arising at a General Meeting of the Association 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 Chairperson that a resolution has, on a show of hands, 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 for, or against, that resolution.

23.11 Upon any question arising at a General Meeting of the Association, a member has one vote only.

23.12 All votes shall be given personally but an arrangement shall be made to accept proxy votes.

#### 24. Proxies

24.1 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a General Meeting other than at a disciplinary appeal meeting.

24.2 The appointment of a proxy must be in writing and signed by the member making the appointment.

24.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

24.4 If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

#### 25. Use of Technology

25.1 A member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to communicate with each other clearly and simultaneously.

25.2 For the purposes of this clause 25, a member participating in a General Meeting as permitted under subclause 25.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### 26. Role of the Chairperson

- 26.1 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 26.2 If at a meeting a poll or any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 26.3 A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.

#### 27. Voting where fees are due and payable

A member is not entitled to vote at any General Meeting unless all monies due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

# Council Composition, Membership and General Duties

## Composition

28. The affairs of the Association shall be managed by the Council consistent of five (5) honorary officers of the association and nine (9) ordinary members who shall control and manage the business and affairs of the Association.

28.1 The Council is collectively responsible for ensuring that the Association complies with the Associations Act and that individual members of the Council comply with this Constitution.

28.2 Council members must exercise their powers and discharge their duties with reasonable care and diligence, for a proper purpose, in good faith, and the best interests of the Association

28.3 Each member of the Council shall be elected to serve for one year.

28.4 All Council members shall be voting members of the Association.

28.5 The Honorary Officers of Council shall consist of the President, two Vice-Presidents, the Treasurer, and the Secretary.

28.6 The Council will create a structure of nominated sub-committees to assist and report to the Council on the following areas:

(a) Administration;

(b) Publications including Journals and Bulletin;

(c) Consultants;

(d) Professional Development; and

(e) Others matters as determined from time to time to be necessary or desirable for the operation of the Association in furtherance of the objects.

28.7 If any member of Council is absent from two consecutive Council meetings without prior approval of Council, he or she shall be considered to have resigned from his or her (as the case may be) position on Council.

28.8 The Council shall, within one month of such a vacancy occurring, appoint a new

Council member, such appointed member to have all the rights and privileges afforded to elected members of Council.

28.9 A Council member appointed under clause 28.8 shall hold the position until the next Annual General Meeting.

28.10 For the purposes of this Constitution, the office of an honorary officer of the Association, or of an ordinary member of Council, becomes vacant if the officer or member:

(a) ceases to be a member of the Association;

(b) becomes insolvent under administration within meaning of the *Bankruptcy Act 1966* (Cth);

(c) resigns from his or her office by notice in writing given to the Secretary; or

(d) is imprisoned or else convicted of felony.

28.11 Should a position of Honorary Officer become vacant during a term, a replacement will serve for the balance of the uncompleted term of the originally elected honorary officer without prejudice to nomination for that position.

28.12 The Council shall have power at any time to appoint any full or Honorary Life Member to be a member of Council, to fill a casual vacancy until the ensuing Annual General Meeting.

28.13 The continuing members of Council may, subject to a quorum being present, act notwithstanding any vacancy in their body.

28.14 At each Annual General Meeting the ordinary members of Council shall retire from office.

28.15 The Honorary Officers shall retire on the one-year anniversary of their election.

28.16 Any member of the Council, except as provided for in subclause 28.16(b), shall be eligible for re-election without nomination by a proposer and seconder, provided that, prior to the closing of nominations, she or he shall have advised the Secretary of their intention to re-nominate for Council.

(a) Re-election to the office of President shall be restricted to

three (3) consecutive terms.

(b) Election to the position of President shall require a proposer and seconder for each term of office.

28.17 Nominations of candidature for election as Honorary Officers of the Association or as ordinary members of the Council:

(a) shall be submitted in writing, in the appropriate form, including the signatures, names and contact details of the proposer, seconder and nominee; and

(b) shall be delivered to the Secretary of the Association not less than 30 days before the date fixed for the holding of the Annual General Meeting.

28.18 If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected, and the resulting vacancies shall be regarded as casual vacancies.

28.19 If the number of nominations received is equal to the number of vacancies, the persons nominated shall be deemed to be elected.

28.20 If the number of nominations exceeds the number of vacancies to be filled, a postal ballot shall be held.

28.21 The ballot of the election of officers and ordinary members of the Council shall be conducted by secret ballot with a returning officer appointed by the Chairperson being a voting member who is not a nominee or re-nominee for Council or as an Honorary Officer and in compliance with clause 24.

28.22 A nomination of a candidate under clause 28.17 is not valid if that candidate has been nominated for another office for election at the same time.

28.23 The management and control of the business and the affairs of the Association shall be vested in the Council which may exercise all such powers and do all such things as may be exercised or done by the association, save such as are, by this Constitution, for the time being in force, required to be exercised or done by the Association in a General Meeting.

28.24 The Council may have power, from time to time, to make, vary and repeal

standing orders or by-laws on the proper conduct and management of the Association, including (but not limited to):

- (a) the procedure of General Meetings of the Association and meetings of the Council and sub-committees;
- (b) composition, variation, waiver or regulation of annual subscriptions, and when such subscriptions shall be due and payable;
- (c) the publication of newspapers, periodicals and other publications such as the website of the Association;
- (d) generally, all such matters as are commonly subject of the Association's Constitution and are not expressly dealt with in this Constitution; and
- (e) any other matters as reasonably determined by the Council from time to time.

## 29. Secretary

29.1 The Secretary of the Association shall:

- (a) keep minutes of the resolutions and proceedings of each General Meeting and each Council meeting together with a record of the names of persons present at Council meetings and will notify all members of such meetings; and
- (b) provide access to the minutes and relevant records of Council meetings to Council members on the Association's website, and to any other members upon request within 14 days.

## 30. Treasurer

30.1 The Treasurer of the Association shall:

- (a) oversee the collection and receipt of all moneys due to the Association and make all payments authorised by the Association;
- (b) arrange the keeping of correct accounts and books showing

the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;

- (c) make available the accounts and books for inspection by members;
- (d) arrange for all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments to be drawn at the direction of the Council and signed by two members of the Council;
- (e) assist with the lodgment of the Association's funds with a bank approved by the Council and at the direction of the Council;
- (f) arrange for all other receipts, payments, lodgments as directed by the Council and as necessary, and the submission of financial reports for each Council meeting;
- (g) provide an audited report to each Annual General Meeting;  
and
- (h) assist with any other matter as reasonably necessary from time to time.

## **Meetings of the Council**

### 31. Council Meetings

#### 31.1 Meetings Schedule

The Council shall meet at such times and places it decides, but not less than four times a year.

#### 31.2 Special Meetings

The Secretary may convene a special meeting of the Council at any time when directed by the President or by any two members of the Council.

#### 31.3 Notice of Council Meetings

- (a) Not less than seven days' notice of any meeting of the Council shall be given to every member of the Council by letter, email



or facsimile to his or her address as listed in the register of members.

- (b) The notice given to the Council members must specify the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.

#### 31.4 Queries relating to Council Meetings

Questions arising at any special meeting of the Council must be decided by a majority of votes by a show of hands and in compliance with this Constitution.

#### 31.5 Quorum

No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for a meeting a quorum is not present, the meeting shall stand adjourned to the same place and the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.

#### 31.6 Arrangements at Council Meetings

- (a) The President, or in the President's absence, one of the Vice-Presidents shall preside.
- (b) If the President and both Vice-Presidents are absent, such one of the remaining members of Council as chosen by the members present shall preside.
- (c) Each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (d) The Council shall cause proper minutes to be kept by the Secretary for all resolutions and proceedings of the Council, all committees and of general meetings and retained in accordance with this Constitution.
- (e) Unless otherwise specified by the Council, copies of the

minutes of the last meeting of the Council shall be circulated prior to the next ordinary meeting of Council.

### 31.7 Removal of a Council Member

The Association may by resolution remove any member of the Council before the expiration of that Council member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

## 32. Notices Generally

### 32.1 When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs; and
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent; and

32.2 If the Association does not have an address for a person, the Association is not required to give notice in person.

## 33. Other Council Matters

33.1 During an Annual General Meeting, the Association may elect a patron on the nomination of the Council.

33.2 The Council may, at its discretion, delegate any of its powers or the doing of any act or thing to any sub-committee and may prescribe regulations to be observed by such sub-committee in the exercise of any power so delegated to it.

33.3 No sub-committee may take executive action without being expressly authorised to do so but must report back to Council.

33.4 Non-members of the Association may be appointed to any sub-committee, provided that the convenor of that committee is a member of Council and has

authority from Council.

- 33.5 The President and Treasurer shall be ex-officio members of all sub-committees.
- 33.6 An amount to be set by the Council from time to time annually, shall be under the control of the Secretary to meet the office expenses and the Treasurer shall account for such expenditure to the Council.
- 33.7 The Council may appoint a business committee of three from among its members to advise the Council on the business affairs of the Association.
- 33.8 Administrative assistants and nominees of contractors may attend meetings of Council by invitation and shall have no vote thereat.
- 33.9 This Constitution shall not be altered other than by a Special Resolution of the Association proposed at a properly convened and constituted General Meeting.

#### **Access to Records and Documents**

##### 34. Access

- 34.1 All minutes of General Meetings including financial statements submitted as such meetings, accounts, books, documents and securities of the Association shall be available for inspection and copying by any member of the association upon request.
- 34.2 A member may request in writing from the Secretary access to a meeting of the Council and if the Council determines that the member has a legitimate interest in the business being transacted at the meeting, may provide access to the meeting minutes or an extract of them.
- 34.3 The Council may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

#### **Winding Up of the Association**

##### 35. Surplus Assets not to be distributed to Members

If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any Surplus Assets must not be distributed to a member or a former member of the Association, unless that member or former member is a charity with an associated set of objects.

### 36. Distribution of Surplus Assets

36.1 Subject to the Associations Act and any other applicable Act, and any court order, any Surplus Assets that remain after the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever comes first) must be distributed to one or more charities:

- (a) with charitable purpose(s) similar to, or inclusive of, the objects of the Association;
- (b) to which income tax deductible gifts can be made; and
- (c) which also prohibit the distribution of any Surplus Assets to its members to at least the same extent as the Association.

36.2 The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of members at or before the time of winding up or within 14 days of the revocation of endorsement as a deductible gift recipient (whichever occurs first). If the members do not make this decision, the Association may apply to the Supreme Court to make this decision.

**FORM 1 – APPOINTMENT OF PROXY**

**Learning Difficulties Australia Incorporated**

I ..... of address ....., a ..... of Learning Difficulties Australia Incorporated, hereby appoint ..... to act as proxy for me at the Association meeting on .....

I authorise this proxy to *(tick all that apply, and strike through any inapplicable instruction)*:

- vote for/against/abstain on my behalf in the resolution to .....
- vote for/against/abstain on my behalf in the resolution to .....
- vote for/against/abstain on my behalf in the resolution to .....
- vote for/against/abstain on my behalf in the resolution to .....
- vote for/against/abstain on my behalf in the resolution to .....
- vote for/against/abstain on my behalf in the resolution to .....
- vote on my behalf in any other resolution.

I hereby revoke any previous appointments to the extent that they cannot be validly exercised in conjunction with this appointment.

\_\_\_\_\_  
Signed

\_\_\_\_\_  
Date