



Constitution

of

The Deaf Society of New South Wales



As adopted at the Extraordinary General Meeting of Members held on Saturday 17 November 1990

As amended at the Extraordinary General Meeting of Members held on Saturday 27 November 2004

As amended at the Extraordinary General Meeting of Members held on Saturday 25 November 2006

NEW SOUTH WALES

TO WIT

LICENCE

WHEREAS it hath been proved to the Governor and the Executive Council that the Adult Deaf and Dumb Society of New South Wales which is about to be registered under the "Companies Act, 1899" as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the fifty-second section of the aforesaid Act income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association, as set forth in its Memorandum of Association, and that no portion thereof or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been Members of the Association, or to any of them, or to any person claiming through any of them **NOW, THEREFORE,** the Governor, by and with the advice of the Executive Council, in pursuance of the powers vested in him by the said fifty-second section of the "Companies Act, 1899" and of any other powers thereunto enabling, and in consideration of the provision and subject to the conditions contained in the Memorandum of Association a copy of which has been produced, doth this License direct The Adult Deaf and Dumb Society of New South Wales to be registered with limited liability without addition of the word "limited" to its name.

SIGNED this eighth day of July

One thousand nine hundred and twenty two

THOS. J. LEY

Minister of Justice

Companies Act, 1899

MEMORANDUM OF ASSOCIATION

(As amended by special resolution on 17 November, 1990)

(As amended by special resolution on 25 November, 2006)

1. The name of the Association is "The Deaf Society of New South Wales".
2. The registered office of the Company will be situate in Sydney in the State of New South Wales.
3. The objects for which the Society is established are:
 - (i) to promote the welfare of people who are deaf or have a hearing loss;
 - (ii) to enable people who are deaf or have a hearing loss to gain access to information, community facilities, support systems and services which are generally available in the community;
 - (iii) to ensure as far as possible that services provided by government and non-government agencies to the community become and remain accessible to people who are deaf or have a hearing loss;
 - (iv) to ensure so far as possible that information available to the general community is in a form which is accessible to people who are deaf or have a hearing loss;
 - (v) to prepare and disseminate information to the general community as to the values, beliefs and activities of people who are deaf or have a hearing loss;
 - (vi) to ensure that communication support and an effective interpreting service is available to the deaf community;
 - (vii) to assist people who are deaf or have a hearing loss to develop skills necessary to enable them to have access to community services and to undertake leadership roles within the deaf community and the Society;
 - (viii) to provide training programs for service providing agencies to enable services provided by those agencies to become and remain accessible to people who are deaf or have a hearing loss;
 - (ix) to undertake specific projects with a view to improving the quality of life of people who are deaf or have a hearing loss and who may have additional disabilities or are from a variety of ethnic cultures and backgrounds;
 - (x) to plan and conduct educational programs and provide other learning activities to meet the educational needs and interests of people who are deaf or have a hearing loss; and
 - (xi) to assist people who are deaf or have a hearing loss to access employment and vocational training opportunities.
4. (a) Solely for the purpose of carrying out the above objects and not otherwise the Society shall have the following powers:
 - (i) To become a member of and co-operate or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Society provided that the Society shall not become a member of or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society pursuant to clause 5 of this Memorandum.
 - (ii) To purchase, take on lease or in exchange, hire and otherwise acquire any land, building, easement or property, real and personal and any right or privilege which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Society provided that if the Society shall take or hold any property which may be subject to any trusts it shall only deal with that property in the manner allowed by law having regard to those trusts.
 - (iii) To enter into any arrangements with any government or other authority that may seem conducive to the Society's objects and to obtain from any such government or authority any rights, privileges or concessions which the Society may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (iv) To employ, dismiss or suspend such persons as may be necessary or convenient for the purposes of the Society.
 - (v) To establish and support or aid in the establishment and support of associations, institutions, funds and trusts for benefit of employees or past employees of the Society or their dependants or connections; to grant pensions and allowances; to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
 - (vi) To acquire, improve, maintain and manage, any property real or personal which may directly or indirectly advance the Society's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance and management thereof.
 - (vii) To invest and deal with the money of the Society not immediately required in such manner as may be permitted by law for the investment of trust funds.
 - (viii) To borrow or raise or secure the payment of money in such manner as the Society may think fit and to secure that money or the repayment or performance of any liability or other engagement incurred or to be entered into by the Society in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Society's property both present and future and to purchase, redeem or pay off such securities.
 - (ix) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
 - (x) To deal in any way thought fit with any part of the property and rights of the Society.
 - (xi) To take or hold mortgages, liens and charges to secure payment of the purchase price or unpaid balance of the purchase price of any part of the Society's property sold by the Society or any money due to the Society from purchasers and others.
 - (xii) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Society but subject always to the proviso in paragraph (ii) of this clause 4.
 - (xiii) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society in the shape of donations, annual subscriptions or otherwise.
 - (xiv) To print and publish any newspapers, periodicals, books or leaflets that the Society may think desirable for the promotion of its objects.
 - (xv) To acquire all or any part of the property of any company, institution, society or association with which the Society is authorised to amalgamate and to undertake its liabilities and engagements.
 - (xvi) To transfer all or any part of the property, liabilities and engagements of the Society to any company, institution, society or association with which the Society is authorised to amalgamate.
 - (xvii) To make donations for patriotic or charitable purposes.
 - (xviii) To make gifts of property to any registered charitable organisation which applies its profits or other income in promoting its objects and which prohibits the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Society under or by virtue of clause 5 of this Memorandum for any purpose which assists or promotes the achievement or furtherance of the objects of the Society.
5. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise, howsoever by way of profit to the persons who are or have been members of the Society or to any one of them or to any persons claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Society in return for any services actually rendered to the Society nor prevent the payment of interest on money borrowed from any member of the Society for the purpose of the Society.
6. The fifth paragraph of this Memorandum is a condition on which a license is granted by the Governor to the Society in pursuance of the Companies Act 1899.

7. The liability of members is limited.
8. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member and of the costs, charges, and expenses of winding up the same and for the adjustment of the rights of the contributors amongst themselves such as may be required not exceeding two dollars.
9. If upon winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever same shall not be paid to or distributed among the members of the Society but the members of the Society at or before the time of the dissolution thereof shall determine that such property shall be given or transferred to one or more other institution or institutions having objects similar to those of this Society to be determined by the members of the Society at or before the time of dissolution and in default thereof by the Chief Judge in Equity or by such other judge of the Supreme Court as may have or acquire jurisdiction in the matter.
10. True accounts shall be kept of the sums of money received and expended by the Society and the matter in respect of which such receipts and expenditures takes place and of the property credits and liabilities of the Society and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the Society shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be examined and the correctness of the balance sheets ascertained by one or more properly qualified auditor or auditors.
11. No addition, alteration or amendment shall be made to the Memorandum or Articles of Association for the time being in force unless previously submitted to and approved of by the Commission.

Companies (New South Wales) Code

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION of THE DEAF SOCIETY OF NEW SOUTH WALES

*(Adopted by special resolution on 17 November 1990)
(Amended by special resolution on 27 November 2004)*

1. PRELIMINARY

- 1.1. The regulations contained in Schedule 3 Table A to the Companies (New South Wales) Code (as amended) shall not apply to the Society.
- 1.2. These Articles shall be construed with reference to the provisions of the Companies and Securities (Interpretation and Miscellaneous provisions) (New South Wales) Code and of the Code as in force from time to time. Terms used in these Articles shall be taken as having the same meanings as they have when used in Acts and Regulations made thereunder (if any) unless the contrary intention appears.
- 1.3. In the interpretation of these Articles except where excluded by the context:
 - (a) words importing any gender include every other gender.
 - (b) words in the singular include the plural and words in the plural include the singular.
 - (c) "Attorney" means and includes any person duly appointed by Power of Attorney and any substitute of any such attorney.
 - (d) "Board" means any number of the Directors for the time being of the Society present at a meeting of Directors duly assembled and held in accordance with these Articles.
 - (e) "the Society" means The Deaf Society of New South Wales.
 - (f) "Directors" means (as the context so admits or requires) either the Directors of the Society assembled at and constituting a meeting of the Board or the Directors in their individual capacity and includes the president.
 - (g) "Office" means the registered office for the time being of the Society.
 - (h) "Secretary" means any person appointed to perform the duties of a secretary to the Society.
 - (i) "Members" means the persons shown as members on the Register of Members of the Society.
 - (j) "the Code" means the Companies (New South Wales) Code (as amended) of the State of New South Wales.
 - (k) "the Act" means the Corporations Act 2001.

2. MEMBERSHIP

- 2.1. The Board may admit any person to membership upon application if he agrees to be bound by the Memorandum and Articles of Association of the Society and to pay the annual subscription.
- 2.2. Any person wishing to become a member of the Society may make application for membership in writing in such form as shall be prescribed by the Board from time to time.
- 2.3. The Board may decline to accept any application for membership without assigning any reason therefore.

3. ANNUAL SUBSCRIPTION

- 3.1. The Society in general meeting may from time to time fix an annual subscription which shall be payable by all members except Life Members. Until otherwise fixed the annual subscription shall be Ten Dollars (\$10.00).
- 3.2. The Board may from time to time elect to life membership of the Society any person who in the opinion of the board is worthy thereof.

4. CESSATION

- 4.1 Membership of the Society in the case of individual natural persons shall be subject to these Articles be for life.
- 4.2 Any member may by notice in writing to the Secretary resign his membership with immediate effect or with effect from a particular date subsequent to, but not being later than six (6) months from the date of that notice.
- 4.3 Any member (other than a Life Member) whose annual subscription remains unpaid shall cease to enjoy any of the benefits or privileges of membership of the Society until payment has been made and, if the subscription is not paid within three (3) months of the due date, that member shall cease to be a member of the Society.

5. GENERAL MEETINGS

- 5.1 General Meetings of the Society shall be held in accordance with the provisions of
- 5.2 the Code and subject thereto meetings shall be held at such time and place as is
- 5.3 determined by the Board.
- 5.2 The Board may whenever it thinks fit convene an extraordinary general meeting.
- 5.3 The Board shall on the requisition of not less than thirty (30) per centum in number of the members of the Society call an extraordinary general meeting to be held in accordance with the provisions of the Code but not earlier than twenty-one (21) days after the date of receipt by the Board of the requisition.
- 5.4 The requisition for an extraordinary general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office.
- 5.5 If the Board does not within twenty-one (21) days after the deposit of the requisition proceed to convene an extraordinary general meeting the requisitionists may themselves call a meeting in the same manner as nearly as possible as that in which meetings are to be convened by the Board, but a meeting so convened shall not be held after the expiration of three (3) months from the date of the deposit of the requisition.
- 5.6 Subject to the provisions of the Code relating to special resolutions and agreements for shorter notice, twenty-one (21) days' notice at least exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which the notice is given specifying the place, day and the hour of the meeting and in the case of special business the general nature of that business, shall be given to such persons as are entitled to receive notices from the Board.
- 5.7 All business shall be special that is transacted at an extraordinary general meeting and also all that is transacted at a general meeting with the exception of the consideration of accounts, balance sheets, the report of the Board and the Auditor, the election of the Auditor and the fixing of his remuneration.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided five (5) members present in person or by duly appointed representative or by proxy and entitled to vote shall constitute a quorum.
- 6.2 If within thirty (30) minutes after the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such other day and such other time as the Board may determine and if at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the members present (being not less than three) shall constitute a quorum.
- 6.3 The Chairman of the Board, or in his absence the Deputy Chairman, shall preside as chairman at every general meeting or in the event of his absence, or if there is no Chairman or Deputy Chairman or if neither of them is present within fifteen (15) minutes after the time appointed for the holding of the meeting or if he is unwilling to act, the members present shall elect one of their number to be the Chairman of the meeting.
- 6.4 The Chairman may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or

more, notice of the adjourned meeting shall be given as in the case of an original meeting, but except for notice in that case, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

- 6.5 (i) at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded either by the Chairman or by any member present or by proxy;
- (ii) unless a poll is demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by particular majority and an entry to that effect in the book containing the minutes of proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution;
- (iii) the demand for a poll may be withdrawn.
- 6.6 If a poll is duly demanded it shall be taken in such manner either at once or after an Interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
- 6.7 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or on which the poll is demanded shall be entitled to a casting vote in addition to a deliberative vote.
- 6.8 At any general meeting each member may vote in person or by proxy or attorney. On a show of hands every member present shall subject to any contrary provision in these Articles have one (1) vote. On a poll, every member present in person or by proxy or Attorney shall, subject to any contrary provision in these Articles, be entitled to cast one (1) vote on his own behalf and one (1) vote for every member whom he represents by proxy, by attorney or by any other method authorised by these Articles or by the Code. A person shall not be appointed as a member's proxy or attorney unless that person is then a financial member of the Society.
- 6.9 No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at that meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- 6.10 The instrument appointing a proxy shall be in writing signed by the appointor or his attorney. The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 6.11 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

I _____ of _____ being a member of The Deaf Society of New South Wales hereby appoint _____ of _____ as my proxy to vote for me and on my behalf at the Annual/Extraordinary General Meeting of the Society to be held on the _____ day of _____ 20____, and at any adjournment hereof.

Signed this _____ day of _____ 20____.

This form shall be used in favour / against the resolution.*

**Strike out whichever is not desired.*

(unless otherwise instructed the proxy may vote as he thinks fit.)

- 6.12 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed shall be deposited with the Secretary not less than one hour before the time for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than one hour before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid unless the meeting otherwise decides.
- 6.13 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death unsoundness of mind or revocation has been received by the Secretary before the commencement of the general meeting or adjourned general meeting at which the instrument is used.

- 6.14 Subject to the provisions of the Code and in particular Section 248 thereof a resolution in writing signed by all the members shall be as valid and effectual as if it had been passed at a general meeting duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members.

7. MANAGEMENT

- 7.1 The control management and conduct of the Society shall be vested in the Board.
- 7.2 The Board may exercise all such powers and do all such acts and things as the Society is by its Memorandum of Association or otherwise authorised to exercise and do and which are not required to be exercised or done by the Society in General Meeting subject to the provisions of the Code and of these Articles and to any regulations not inconsistent with these Articles from time to time made by the Company in General Meeting; provided that no such regulation shall invalidate any prior act of the Board which would have been valid if the regulation had not been made.

8. APPOINTMENT OF DIRECTORS

- 8.1 There shall be a President and not less than six (6) and not more than twelve (12) directors each of whom shall be a member of the Society.
- 8.2 The President shall hold office for a term of three (3) years, but shall be eligible for re-election.
- 8.3 At each annual general meeting one-third or the number nearest above one-third of the directors shall retire but shall be eligible for re-election.
- 8.4 Any member may be nominated for election to the Board either as President or as a Director by any two (2) other members. The nomination shall be in writing, shall be consented to by the nominee and shall be lodged with the Secretary at least seven (7) days before the annual general meeting.
- 8.5 If there are no more nominations than the places to be filled, those nominees shall be declared elected.
- 8.6 If there are more nominations than places to be filled, a ballot shall be held in such manner as the Chairman of the meeting shall decide.
- 8.7 The Directors to retire at each annual general meeting shall be those who have been longest in office. Where two or more directors have held office for the same length of time, those to retire shall be decided by agreement and failing agreement, by the drawing of lots.
- 8.8 The Board of Directors shall use its best endeavours to ensure that people who are Deaf are substantially represented on the Board.

9. DISQUALIFICATION OF DIRECTORS

- 9.1 A member of the Board (including the President) shall cease to be a member thereof:
- (a) If he becomes bankrupt or suspends payment or compounds with his creditors generally;
 - (b) If he becomes prohibited from being a Director by reason of any order made under the Code;
 - (c) If by notice in writing to the Society he resigns his office;
 - (d) If he becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) If he is convicted of a felony or misdemeanour punishable by imprisonment for twelve months or upwards;
 - (f) If he is removed by an ordinary resolution of the members;
 - (g) If he ceases to be a Member of the Society;
 - (h) If he holds any office of profit under the Society;
 - (i) Upon his decease;
 - (j) If he is absent without the consent of the directors from meetings of the directors held during a period of six months; or
 - (k) If he is directly or indirectly interested in any contract or proposed contract with the Society.

10. CASUAL VACANCIES

A casual vacancy in the Board may be filled by a member chosen by the Directors. A person so appointed shall hold office until the next annual general meeting but shall be eligible for re-election.

11. INTERESTED DIRECTORS

- 11.1 No Director shall be disqualified by his office from holding any office or place of profit under any company in which this Society shall be a shareholder or otherwise interested or from contracting with the Society either as vendor purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Society in which any Director shall be in any way directly or indirectly interested be avoided nor shall any Director be liable to account to the Society for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established.
- 11.2 No Director shall as a Director vote in respect of any contract or arrangement in which he is interested and if he does vote his vote shall not be counted but this prohibition may at any time or times be relaxed or suspended to any extent by a General Meeting and the prohibition shall not apply to any contract or arrangement by or on behalf of the Society to give the Directors or any of them any security for advances or by way of indemnity.
- 11.3 It shall be the duty of a Director who is in any way directly or indirectly interested in any contract or arrangement or proposed contract or arrangement with the Society to declare the nature of his interest at the meeting of the Directors at which the contract or arrangement is first taken into consideration if his interest then exists or in any other case at the first meeting of the Directors held after the acquisition of his interest, provided that a general notice by a Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may after the date of such notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made and provided further that a Director shall not be deemed to be interested or to have been at any time interested in any contract or arrangement or proposed contract or arrangement relating to any loan to the Society merely by reason of the fact that he has guaranteed or joined in guaranteeing the repayment of such loan or any part of such loan.
- 11.4 It shall also be the duty of the Director who holds any office or possesses any property in circumstances which might directly or indirectly create duties or interests in conflict with his duties or interest as a Director of the Society to declare at the first meeting of the Directors held after he becomes a Director or (if he is already a Director) at the first meeting of the Directors held after he commences to hold any office or possess any property as aforesaid the fact of his holding such an office or his possession of such property and the nature character and extent of the conflict.
- 11.5 It shall be the duty of the secretary to record in the minutes of the meeting any declarations made or notices given by a Director as aforesaid.

12. OFFICERS

- 12.1 The Officers of the Society shall include the President, who shall be Chairman of the Board, a Deputy Chairman, an Honorary Treasurer and at least one Secretary.
- 12.2 The Officers shall be appointed by the Board of Directors in such manner as determined from time to time by the Board of Directors and shall hold office at the pleasure of the Board of Directors.

13. PROCEEDINGS OF DIRECTORS

- 13.1 The Board of Directors shall meet at least five (5) times per year or as otherwise agreed to by Directors.
- 13.2 The Chairman or the Deputy Chairman or any two Directors acting in concert may and the Secretary upon the request of the chairman, the Deputy Chairman or two Directors acting in concert shall convene a meeting of the Board.
- 13.3 Notice of Board Meeting
The convenor of each Board meeting:
(a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director; and
(b) may give that notice orally (including by telephone) or in writing, but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.
- 13.4 Use of Technology

A board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating directly or through the use of an Auslan interpreter or in any other manner permitted by Section 248D of the Act. A board meeting held solely or partly by technology is treated as held at the place at which the greatest number of Directors are present or, if an equal number of Directors is located in each of two or more places, at the place where the Chairman of the meeting is located.

13.5 Chairing Board Meetings

The Chairman shall chair meetings of the Board. If the Chairman is not present at the time for which a Board meeting is called or is unwilling to act, the Deputy Chairman shall chair the meeting.

13.6 Quorum

Unless the Board decides otherwise, the quorum for a Board meeting is the Chairman, or acting Chairman, and three Directors and a quorum must be present for the whole meeting. A director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another way permitted by Section 248D of the Act, the Board must resolve the basis on which Directors are treated as present.

13.7 Majority Decisions

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. If an equal number of votes is cast for and against a resolution, the Chairperson shall have a second or casting vote.

13.8 Procedural Rules

The Board may adjourn and otherwise regulate its meetings as it decides.

13.9 Written Resolution

If all Directors eligible to vote on a resolution and would constitute a quorum at a meeting of Directors sign a document containing a statement they are in favour of a resolution, it is deemed as having been passed at a Board meeting when the last director signs.

Any such resolution may consist of several documents in like form, each signed by one or more Directors, are treated as one document.

A fax or e-mail message containing the text of the document expressed to have been signed by a Director is a document signed by that Director at the time of its receipt.

13.10 A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, Powers and discretions for the time being vested in or exercisable by the Board generally.

14. THE SEAL

14.1 The Board shall provide for the safe custody of the common seal of the Society.

14.2 The common seal may only be used with the authority of the Board.

14.3 The affixing of the common seal to a document must be witnessed by:

- (a) Two directors;
- (b) One director and either the Secretary or another person authorised by the Board; or
- (c) Any other signatures or in any other way (including use of facsimile signatures) authorised by the Board.

15. ACCOUNTS AND AUDIT

15.1 A properly qualified Auditor shall be appointed and his duties regulated in accordance with the Code.

15.2 The Board shall cause proper accounting and other records to be kept and shall distribute to members copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Code. The balance sheet and profit and loss account to be laid before each Annual General Meeting shall be made up to a date not more than five (5) months before the date of the meeting.

- 15.3 The accounts and other records of the Society shall be kept at the office of the Society or at such other place as the Board thinks fit and shall be open for inspection by any member of the society upon and subject to such conditions as the Board may determine.
- 15.4 The financial year of the Society shall commence on 1 July.

16. NOTICES

- 16.1 A notice is properly given by the Society to a person if it is:
- (a) in writing signed on behalf of the Society;
 - (b) addressed to the person to whom it is to be given; and
 - (c) either
 - (i) delivered personally;
 - (ii) sent by pre-paid mail to that person's address;
 - (iii) sent by fax to the fax number nominated by that person; or
 - (iv) sent by electronic message to the electronic address nominated by that person.
- 16.2 Any member whose registered address is not within Australia may from time to time notify the Society of any address within Australia which shall be deemed to be his registered address within the meaning of the last preceding Article. As regards those members who have no registered address within Australia a notice posted up in the office shall be deemed to be served on them at the expiration of twenty-four (24) hours after it is so posted up.
- 16.3 A notice to a person by the Society is regarded as given and received if:
- (a) it is delivered personally or sent by fax or electronic message:
 - (i) by 5.00 pm (local time in the place of receipt) on a business day – on that day; or
 - (ii) after 5.00pm (local time in the place of receipt) on a business day, or on a day that is not a business day – on the next business day; and
 - (b) it is sent by mail:
 - (i) within Australia – three (3) business days after posting; or
 - (ii) to a place outside Australia – five (5) business days after posting.
- A certificate in writing signed by a Director or Secretary stating that a notice was sent, is conclusive evidence of service.
- 16.4 Any notice or document sent by post or facsimile transmission to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding that the member is then deceased or bankrupt and whether or not the Society has notice of his decease or bankruptcy, be deemed to have been duly served until some other person is registered in his place and that service shall for all purposes of these Articles be deemed a sufficient service of the notice or document on the heir executor or administrator of a member.
- 16.5 The signature to any notice to be given by the Company may be written or printed.
- 16.6 Notice of every General Meeting shall be given in the manner herein authorised to:
- (a) every financial member and every Life Member;
 - (b) a nominee or attorney of a member otherwise entitled to receive notice of the meeting where the member has requested the Society to give the notice to the nominee or attorney and has supplied the Society with his address;
 - (c) the auditor for the time being of the Society.
- 16.7 No other person shall be entitled to receive notice of General Meetings.

17. SECRETARY

At least one Secretary shall be appointed by the Board upon such conditions as it thinks it and any Secretary so appointed may be removed by the Board. The Board may appoint a member of the Society as Honorary Secretary in satisfaction of its obligation to appoint a Secretary.

18. WINDING UP

The provisions of clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if they were repeated in these Articles.

19. INDEMNITY

Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Society shall be indemnified out of its assets against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Code in which relief is granted to him by the court in respect of any negligence, default, breach of duty or breach of trust.

20. BY-LAWS

Subject to compliance with the Code and the general law the Board may from time to time make By-Laws not otherwise provided for in these Articles for the operation of the Society and its Committees.

21. INTEREST ON MONEY BORROWED FROM MEMBERS

The rate of interest payable on money lent to the Society by a member shall be the rate paid from time to time by the Commonwealth Bank of Australia on interest bearing deposits of a like amount and for a like term.

NOTES

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