



**Autistic Self Advocacy  
Network of Australia & New  
Zealand Incorporated**

Revised October 2024

**CONSTITUTION**

# **TABLE OF CONTENTS**

<b>PART 1 – PRELIMINARY .....</b>	<b>4</b>
1. NAME OF ASSOCIATION .....	4
<b>PART 2 – THE ASSOCIATION, PURPOSE AND MISSION.....</b>	<b>6</b>
5. ABOUT THE ASSOCIATION .....	6
6. GUIDING PRINCIPLES .....	6
7. MISSION.....	7
8. OBJECTS AND PURPOSES OF ASSOCIATION.....	7
9. POWERS.....	8
<b>PART 3 – MEMBERSHIP.....</b>	<b>8</b>
10. MEMBERSHIP .....	8
11. HOW TO APPLY TO BECOME A MEMBER .....	8
12. BOARD DECIDES WHETHER TO APPROVE MEMBERSHIP .....	8
13. WHEN A PERSON STOPS BEING A MEMBER.....	9
14. LIFE AND HONORARY MEMBERS.....	9
15. REGISTER OF MEMBERS.....	10
16. LIABILITY OF MEMBERS .....	10
17. DISCIPLINING MEMBERS.....	10
18. APPEAL AGAINST EXPULSION.....	11
<b>PART 4 – FINANCES .....</b>	<b>12</b>
19. INCOME AND PROPERTY OF THE ASSOCIATION .....	12
20. FINANCIAL ARRANGEMENTS AND PROCEDURES.....	12
21. NOT FOR PROFIT .....	13
<b>PART 5 – AUDITOR AND ADVISORS.....</b>	<b>13</b>
22. SOLICITORS AND ADVISORS .....	13
23. AUDITOR .....	13
24. AUDIT OF ACCOUNTS.....	14
<b>PART 6 – MEETINGS.....</b>	<b>14</b>
25. ANNUAL GENERAL MEETING .....	14
26. SPECIAL GENERAL MEETINGS.....	15
27. NOTICE OF GENERAL MEETINGS.....	15
28. BUSINESS AND QUORUM AT GENERAL MEETINGS.....	16
29. CHAIRPERSON AT GENERAL MEETINGS .....	16
30. ADJOURNMENT OF GENERAL MEETINGS .....	17
31. VOTING AT GENERAL MEETINGS .....	17

**PART 7 – BOARD .....17**

32A. BOARD MEMBERS ..... 17

32B. AFFAIRS OF ASSOCIATION TO BE MANAGED BY A BOARD ..... 18

32C. ASSOCIATE BOARD MEMBERS..... 18

32D. FULL BOARD MEMBERS ..... 19

33. OFFICERS OF THE ASSOCIATION ..... 20

34. BOARD APPOINTED ROLES ..... 20

35. EXECUTIVE OF THE BOARD ..... 22

36. ELECTION OF MEMBERS OF BOARD ..... 22

37. WHEN AN PERSON STOPS BEING AN OFFICER OR BOARD MEMBER ..... 23

38. DISCIPLINE OF BOARD MEMBERS ..... 23

39. MEETINGS OF THE BOARD ..... 23

40. DISCLOSURE OF INTERESTS AND RESTRICTION..... 25

41. EMPLOYEES OF THE ASSOCIATION ..... 25

42. SUBCOMMITTEES..... 25

43. ALTERATION ..... 26

**PART 8 – NOTICES .....26**

44. SERVICE OF NOTICES..... 26

**PART 9 – DISPUTES.....27**

45. DISPUTE ARBITRATION..... 27

**PART 10 – INSURANCE.....27**

46. INSURANCE ..... 27

**PART 11 – GENERAL POWERS.....27**

**PART 12 – DISSOLUTION.....28**

**PART 13 – SEAL .....28**

# **PART 1 – PRELIMINARY**

## **1. NAME OF ASSOCIATION**

1.1. The name of the Association is Autistic Self Advocacy Network of Australia & New Zealand Incorporated.

## **2. PREAMBLE**

2.1. The Association is disability led.

2.2. The Association is committed to the UN Convention of the Rights of Persons with Disabilities.

2.3. The Association supports the full participation of Autistic people in society.

2.4. Guiding principles:

- i. The Association will align to the social model of disability, which claims to remove barriers which disable and exclude.
- ii. The Association will aim to increase inclusion of Autistic persons
- iii. The Association will challenge perceived limitations of Autistic individuals
- iv. The Association uses “Autistic” to denote anyone with an autism spectrum disorder. The word Autistic is both a cultural and political signifier.
- v. The Association does not tolerate restrictive practices or members who promote restrictive education or management practices.

## **3. INTERPRETATION**

3.1. In these rules, unless the context otherwise requires –

<b>Act</b>	The Associations Incorporation Act 1985 (SA) and includes Regulations made under the Act
<b>Annual general meeting</b>	An annual general meeting of the Association held in accordance with this Constitution
<b>Association</b>	The association referred to in Clause 1
<b>association</b>	has the same meaning as in the Act
<b>Autistic led organisation</b>	An organisation where at least 51% of both board members and ordinary members are autistic
<b>Auditor</b>	The person appointed as the auditor of the Association in accordance with this Constitution
<b>Authorised deposit-taking</b>	A body corporate that is an authorised

<b>Board</b>	The Board referred to in Part 7 in accordance with this Constitution; may also be called the committee. Where referring to a decision, resolution, approval, appointment, delegation, determination, vote or similar action, it means the Management Board, unless stated otherwise.
<b>Board Member</b>	An officer of the Board, who may be a Full Board Member and Associate Board Member
<b>By-laws board</b>	The by-laws of the association, established by the board
<b>Chairperson</b>	The Board Member holding the position of chairperson of the Association
<b>Committee</b>	Another name for the Board
<b>Financial year</b>	has the same meaning as in the Act
<b>General meeting</b>	a) an annual general meeting, or b) a special general meeting
<b>Headings</b>	Do not affect interpretation
<b>Immediate Family Member</b> or a or	Spouse (whether married or de facto) of the same different sex, child, step-child, adopted child, parent step-parent, sibling, half-brother or half-sister
<b>In writing</b>	Includes via email for electronic communication
<b>Institution</b>	institution for the purposes of the Banking Act 1959 of the Commonwealth
<b>Management Board</b>	The Board of Management described in 32B.1.
<b>Member</b>	A member of the Association
<b>Neuter</b>	Includes masculine and feminine
<b>Objects of the Association</b>	The objects and purposes of the Association as stated in clause 6 of this Constitution
<b>Officer of the Association</b>	A person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under the Act.
<b>Ordinary board member</b>	A member of the board other than an officer of the Association, which may be a Full Board Member or Associate Board Member.
<b>Ordinary business of an meeting.</b> <b>annual general meeting</b>	The business specified as such in a notice of

<b>Regulations</b>	The regulations to the Act
<b>Reference to a person versa</b>	Includes a corporation and partnership, and vice versa
<b>Reference to parliamentary legislation</b>	Includes: a) the legislation as amended, b) any substituted legislation, and c) any regulations and instruments under the legislation.
<b>Special board meeting</b>	A meeting of the board that is convened in accordance with this Constitution by the Chairperson or any four of the members of the board
<b>Special general meeting</b>	A general meeting, convened in accordance with this Constitution;
<b>Special Resolution</b>	Has the same meaning as in the Act.
<b>Singular</b>	Includes plural and vice versa
<b>Subcommittee</b>	described in Clause 42; may also called a working group

#### **4. ASSOCIATION'S OFFICE**

The office of the Association is at such place as the board determines.

## **PART 2 – THE ASSOCIATION, PURPOSE AND MISSION**

### **5. ABOUT THE ASSOCIATION**

- 5.1. The Association is an internet based, not for profit, incorporated association and registered charity.
- 5.2. The Association is committed to improving the lives of Autistic individuals, and to improving community awareness and understanding of autism and related neurodiverse conditions.
- 5.3. The Association is guided by consultation with its members and the extended autism community in its advocacy for equity and fairness.

### **6. GUIDING PRINCIPLES**

- 6.1. The Association will align to the social model of disability, which aims to remove barriers which disable and exclude.
- 6.2. The Association will aim to increase inclusion of Autistic persons

- 6.3. The Association will challenge perceived limitations of Autistic individuals
- 6.4. The Association uses 'Autistic' to denote anyone with an autism spectrum disorder. The word Autistic is both a cultural and political signifier.
- 6.5. The Association does not tolerate restrictive practices or members who promote restrictive education or management practices.

## **7. MISSION**

To help people on the autism spectrum participate fully, independently and equally in all aspects of their everyday lives; by providing information and support, increasing community awareness, delivering autism training and advocating for systemic change.

## **8. OBJECTS AND PURPOSES OF ASSOCIATION**

- 8.1. The objects and purposes of the Association are:
  - i. To be the peak body for Autistic Self Advocacy in Australia and New Zealand.
  - ii. To promote self-advocacy at both personal and systemic levels, including Autistic participation in policy making and engaging in public education.
  - iii. To assist in the organisation of advocacy groups and to assist existing groups to support Autistic Self Advocacy
  - iv. To carry out research into issues affecting Autistic individuals and to co-operate with other recognised groups to achieve more effective solutions to these problems.
  - v. To promote and support the education and training of self-advocates by and for Autistic individuals.
  - vi. To establish and expend funds both for the general conduct of the Association and to enable the Association to carry out its aims and objectives.
  - vii. To publish education materials which promote self-advocacy for Autistic individuals.
  - viii. The accepting of any gift for any one or more of the objects or purposes of the Association.
  - ix. The borrowing and raising of money in a manner deemed fit by the committee to further the purposes of the Association.
  - x. Subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in any manner the committee determines.
  - xi. The making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which section 78(1)(a) of the Income Tax Assessment Act 1936 of the Commonwealth relates.
  - xii. The Association shall be non-sectarian and non-party political.
  - xiii. The doing of any lawful thing incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes

specified in this rule.

## **9. POWERS**

The Association has all the powers conferred by section 25 of the Act.

## **PART 3 – MEMBERSHIP**

### **10. MEMBERSHIP**

10.1. Subject to the approval of the Board, membership is open to

- i. any person who is over the age of 18 years and
- ii. any organization which demonstrates agreement with the Guiding Principles of the Association and

10.2. Members will be persons or organisations who have agreed to accept the above objects and who are either Autistic Members or Ally Member

- i. An Autistic Member is an Autistic person or Autistic led organization whose application has been approved by the Board. Autistic Members will enjoy all benefits and the right to vote
- ii. An Ally Member is a non-Autistic person who supports the objects of the Association and whose application the Board has approved.

10.3. A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted to membership –

- i. unless the person is nominated [i.e. applies for membership] in accordance with subrule 11; and
- ii. the admission as a member is approved by the Board.

### **11. HOW TO APPLY TO BECOME A MEMBER**

11.1. An application by a person for membership of the Association is to be –

- i. made in writing and
- ii. lodged with the Public Officer of the Association via the online membership proforma

### **12. BOARD DECIDES WHETHER TO APPROVE MEMBERSHIP**

12.1. As soon as practicable after the receipt of a nomination, the public officer is to refer the nomination to the committee.

12.2. On a nomination being approved by the committee, the public officer –

- i. is to notify the nominee, in writing or email, that he or she has been approved for membership of the Association; and
- ii. upon approval by the committee, is to enter the nominee's name in a



register of members.

- 12.3. A member of the Association may resign from the Association by sending by email to the public officer a written notice of resignation.
- 12.4. On receipt of a notice from a member under subrule 12.3, the public officer is to remove the name of the member from the register of members
- 12.5. A person becomes a member of the Association when his or her name is entered in the register of members; and ceases to be a member of the Association when his or her name is removed from the register of members.
- 12.6. Any right, privilege or obligation of a person as a member of the Association –
  - i. is not capable of being transferred or transmitted to another person; and
  - ii. terminates on the cessation of the membership.
- 12.7. Membership may be suspended by not less than two thirds majority at a Board or General Meeting
- 12.8. Any suspended Member may on not less than two weeks' written notice require the suspension to be reconsidered at one subsequent General Meeting

### **13. WHEN A PERSON STOPS BEING A MEMBER**

- 13.1. A person immediately stops being a member if they:
  - i. die
  - ii. are wound up or otherwise dissolved or deregistered (for an incorporated member)
  - iii. resign, by writing to the public officer
  - iv. are expelled under clause 17.1, or
  - v. have not responded within three months to a written request from the public officer that they confirm in writing that they want to remain a member.

### **14. LIFE AND HONORARY MEMBERS**

- 14.1. A Life Member is any person who is deemed to have rendered meritorious service to or on behalf of the Association and who, on the recommendation of the Board, has been elected a life member at an Annual General Meeting by two-thirds majority of the members present and voting at such a meeting
- 14.2. Honorary membership of the Association may be bestowed on any person who is deemed to have a special connection with the Association and has, on the recommendation of the Board, been approved at an Annual General Meeting by two-thirds majority of the members present and voting at such a meeting. Honorary membership may be bestowed for a fixed period of time or for the duration of a special connection with the Association.

## **15. REGISTER OF MEMBERS**

- 15.1. The Public Officer shall keep and maintain a register of members of the Association, showing the name, address, telephone and/or email contact details, date of application, date of approval and type of membership and where appropriate, the date of expiration of membership.
- 15.2. The Public Officer shall strike out on the register of members the name of any person or organisation that ceases to be a member of the Association.

## **16. LIABILITY OF MEMBERS**

- 16.1. If the Association is wound up, each member of the Association, and each person who was a member of the Association within the period of 12 months immediately before the commencement of the winding-up, is liable to contribute
- i. to the assets of the Association for payment of the liabilities of the Association; and
  - ii. for the costs, charges and expenses of the winding-up; and
  - iii. for the adjustment of the rights of the contributors among themselves.
- 16.2. Any liability under these provisions will not exceed ten dollars (\$10.00).
- 16.3. Despite these provisions, a former member of the Association is not liable to contribute under these provisions to any liability of the Association incurred after he or she stopped being a member.

## **17. DISCIPLINING MEMBERS**

- 17.1. In accordance with this clause, the Board may resolve to warn, suspend or expel a member from the Association if the Board considers that:
- i. the member has breached this constitution, or
  - ii. the member's behaviour is causing, has caused, or is likely to cause harm to the Association.
- 17.2. At least 14 days before the Board meeting at which a resolution under clause 17.1 will be considered, the secretary must notify the member in writing:
- i. that the Board is considering a resolution to warn, suspend or expel the member
  - ii. that this resolution will be considered at a Board meeting and the date of that meeting
  - iii. what the member is said to have done or not done
  - iv. the nature of the resolution that has been proposed, and
  - v. that the member may provide an explanation to the Board, and details of how to do so.
- 17.3. Before the Board passes any resolution under clause 17.1 the member must be given a chance to explain or defend themselves by:

- i. sending the Board a written explanation before that Board meeting, and/or
- ii. providing an explanation via text message at an online meeting.

17.4. After considering any explanation under clause 17.3 the Board may:

- i. take no further action
- ii. warn the member
- iii. suspend the member's rights as a member for a period of no more than 12
- iv. months
- v. expel the member
- vi. refer the decision to an unbiased, independent person on conditions that the Board considers appropriate (however, the person can only make a decision that the Board could have made under this clause), or
- vii. require the matter to be determined at a general meeting.

17.5. The Board cannot fine a member.

17.6. The secretary must give written notice to the member of the decision under clause 17.1 as soon as possible

17.7. Disciplinary procedures must be completed as soon as reasonably practical.

## **18. APPEAL AGAINST EXPULSION**

18.1. A member may appeal against an expulsion under these provisions by serving on the public officer of the Association, within 14 days after receipt of the notice under clause 17.1, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal

18.2. The public officer will immediately notify the board of the receipt of a requisition.

18.3. The board must cause a special general meeting to be held within 31 days after the day on which the requisition is received.

18.4. At a special general meeting convened for the purpose of hearing an appeal –

- i. no business other than the question of the expulsion will be transacted; and
- ii. the board may place before the meeting details of the grounds of the expulsion and the board's reasons for the expulsion; and
- iii. the expelled member must be given an opportunity to be heard; and
- iv. the members of the Association who are present are to vote by private message ballot on the question of whether the expulsion should be lifted or confirmed.

18.5. If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –

- i. the expulsion is lifted; and

- ii. the expelled member is entitled to continue as a member of the Association.

18.6. If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –

- i. the expulsion takes effect; and
- ii. the expelled member ceases to be a member of the Association.

## **PART 4 – FINANCES**

### **19. INCOME AND PROPERTY OF THE ASSOCIATION**

19.1. The income and property of the Association will only be applied towards the promotion of the objects and purposes of the Association.

19.2. No portion of the income or property of the Association will be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with clause 19.3 and the Association or board has first approved that payment.

19.3. The Association may pay an employee of the Association –

- i. remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the employee; or
- ii. remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the employee for any of the objects or purposes of the Association.

19.4. The Association will not appoint or nominate a member of the Association to a remunerated position unless the Association or board has first approved –

- i. that appointment or nomination; and
- ii. the receipt of that remuneration by that member

### **20. FINANCIAL ARRANGEMENTS AND PROCEDURES**

20.1. All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

20.2. The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

20.3. All financial transactions will be signed, either in writing or by other means normally recognised by financial institutions holding Association funds, in accordance with a Delegations Policy approved by the board from time to time.

20.4. The Association has an ongoing obligation to submit an Annual Information statement (AIS) and an annual financial report according to regulations as stated

by the Australian Charities and Not-For Profits Commission (ACNC) within six (6) months after the end of each financial year.

- 20.5. Members who by authority accept or incur any pecuniary liability on behalf of the Association will be held indemnified against any personal loss in respect of such liability.
- 20.6. The income, property and funds of the Association will be used and applied solely towards the promotion of the objects and will not be paid or transferred to the Members or relatives of Members providing that nothing herein contained will prevent the payment in good faith to any person in return for services actually rendered.
- 20.7. On dissolution all property whether real or personal remaining after payment of all debts and legal liabilities will be transferred to such other body formed for promoting similar objects or for charitable objects as approved by the Association provided that if the Association has been approved pursuant to Subdivision 30-B, section 30-100, of the Income Tax assessment Act 1997, then such other body will also be so approved and provided that the Association will not be dissolved except by approval of not less than two-thirds Members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been given to all Members.

## **21. NOT FOR PROFIT**

The Association will be a non-profit entity which will not seek to make a profit or gain from any of its activities or to the benefit of any Member.

## **PART 5 – AUDITOR AND ADVISORS**

### **22. SOLICITORS AND ADVISORS**

- 22.1. The Board may from time to time appoint Solicitors or advisors to the Association, at their full discretion.

### **23. AUDITOR**

- 23.1. At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.
- 23.2. If an auditor is not appointed at an annual general meeting, the board will appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- 23.3. The auditor will hold office until the next annual general meeting and is eligible for re appointment.
- 23.4. Except as provided in [these](#) provisions, the auditor may only be removed from office by special resolution.

23.5. If a casual vacancy occurs in the office of auditor, the board will appoint a person to fill the vacancy until the next annual general meeting.

## **24. AUDIT OF ACCOUNTS**

24.1. The auditor will audit the financial affairs of the Association at least once in each financial year of the Association.

24.2. After auditing the financial affairs of the Association for a particular financial year of the Association, the auditor will –

- i. certify as to the correctness of the accounts of the Association; and
- ii. at the next annual general meeting, provide a written report to the members of the Association present at that meeting.

24.3. In the report and in certifying to the accounts, the auditor will –

- i. specify the information, if any, that he or she has required under these provisions and obtained; and
- ii. state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
- iii. state whether the provisions relating to the administration of the funds of the Association have been observed.

24.4. The public officer of the Association will deliver to the auditor a list of all the accounting records, books and accounts of the Association.

24.5. The auditor may –

- i. have access to the accounting records, books and accounts of the Association; and
- ii. require from any employee of the Association any information the auditor considers necessary for the performance of his or her duties; and
- iii. employ any person to assist in auditing the financial affairs of the Association; and iv. examine any member of the board, or any employee of the Association, in relation to the accounting records, books and accounts of the Association.

## **PART 6 – MEETINGS**

### **25. ANNUAL GENERAL MEETING**

25.1. The Association will hold an annual general meeting each year on any day (being not later than 6 months after the end of the financial year of the Association) the board determines.

25.2. An annual general meeting will be in addition to any other general meeting that may be held in the same year.

25.3. The notice convening an annual general meeting will specify the purpose of the meeting.

25.4. The ordinary business of an annual general meeting is:

- i. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- ii. to receive from the board, auditor and employees of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
- iii. to elect up to four board members;
- iv. to set the membership fees if any for the current year;
- v. to appoint the auditor and determine his or her remuneration;
- vi. any other business of which previous notice has been given.

25.5. An annual general meeting may transact special business of which notice is given in accordance with [these](#) provisions.

## **26. SPECIAL GENERAL MEETINGS**

26.1. The board may convene a special general meeting of the Association at any time.

26.2. The board, on the requisition in writing of at least 10 members of the Association, will convene a special general meeting of the Association.

26.3. A requisition for a special general meeting –

- i. must state the objects of the meeting; and
- ii. must be signed by each of the requisitionists; and
- iii. must be deposited at the office of the Association; and
- iv. may consist of several documents, each signed by one or more of the requisitionists.

26.4. If the board does not cause a special general meeting to be held within 30 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day of the deposit of the requisition.

26.5. A special general meeting convened by requisitionists must be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the board.

26.6. All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

## **27. NOTICE OF GENERAL MEETINGS**

27.1. At least 21 days before the day on which a general meeting of the Association is to be held, the public officer of the Association will give notice to all members

specifying

- i. the place, day and time at which the meeting will be held; and
- ii. the nature of the business that will be transacted at the meeting.

27.2. A general meeting may be conducted by telephone conference calls, video conferencing or by any other electronic means provided that such meetings are convened and minuted in the usual manner.

## **28. BUSINESS AND QUORUM AT GENERAL MEETINGS**

28.1. All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.

28.2. Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time the meeting considers that business.

28.3. A quorum for the transaction of the business of a general meeting is 4 members of the Association entitled to vote.

28.4. If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of a general meeting, the meeting –

- i. if convened on the requisition of members of the Association, is dissolved; or
- ii. if convened by the board, will be adjourned to the same day in the next week at the same time and –
- iii. at the same place; or
- iv. at any other place specified by the chairperson –
- v. at the time of the adjournment; or
- vi. by notice in a manner determined by the chairperson.

28.5. If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

## **29. CHAIRPERSON AT GENERAL MEETINGS**

29.1. At each general meeting of the Association, the chairperson will be –

- i. the chairperson; or
- ii. in the absence of the chairperson, the deputy chairperson; or
- iii. in the absence of the chairperson and the deputy chairperson, the Secretary; or
- iv. in the absence of the chairperson and the deputy chairperson and the Secretary, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.



## **30. ADJOURNMENT OF GENERAL MEETINGS**

- 30.1. The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting. No business will be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 30.2. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in the same manner as the notice of the original meeting.
- 30.3. If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

## **31. VOTING AT GENERAL MEETINGS**

- 31.1. Each member has one vote.
- 31.2. A member or the chairperson may challenge a person's right to vote at a general meeting – but only at that meeting.
- 31.3. If a challenge is made under clause 31.2, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.
- 31.4. Voting must be conducted and decided by:
- i. a show of hands, or
  - ii. another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 31.5. After a vote is taken, the chairperson must declare the overall result.
- 31.6. On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 31.7. The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against a motion.
- 31.8. Proxy voting is not accepted by the Association.

## **PART 7 – BOARD**

### **32A. BOARD MEMBERS**

- 32A.1 The Board shall have a tiered structure, comprising:
- i. Associate Board Members
  - ii. Full Board Members
- 32A.2 Board Members shall be elected in accordance with clause 36.

- 32A.3 This provision shall be reviewed annually by the Board to ensure its effectiveness and compliance with governance standards.
- 32A.4 Any amendments to this provision must be approved by a two-thirds majority vote of Full Board Members.

### **32B. AFFAIRS OF ASSOCIATION TO BE MANAGED BY A BOARD**

- 32B.1. The affairs of the Association will be managed by a Board of Management (hereinafter called "the Management Board") of not less than five (5) Full Board Members nor more than nine (9) Full Board Members comprising:
- i. not less than 100% Members who identify as Autistic
  - ii. not less than 2 Full Board Members elected at the Annual General Meeting
  - iii. not more than 2 persons co-opted by the Committee subsequent to the Annual General Meeting
  - iv. where necessary members from Australian States and Territories other than South Australia and from New Zealand.
- 32B.2 Associate Board Members contribute to the affairs of the Association and attend Board Meetings. Together, Full Board Members and Associate Board Members are known as "the Board".
- 32B.3 Full Board Members may specify a maximum number of Associate Board Members, which must be equal to or greater than the number of Associate Board Members at that time. Alternatively, Full Board Members may determine a maximum number of vacancies for Associate Board Members to be elected at an Annual General Meeting.
- 32B.4 The Board may be supported in managing the affairs of the Association by the Executive, Advisors and Subcommittees.

### **32C. ASSOCIATE BOARD MEMBERS**

- 32C.1 Associate Board Membership is a tier of Board membership which prepares potential Board Members for transition to Full Board Membership.
- 32C.2. The purpose of Associate Board Members is to:
- i. Provide additional capacity and capability to the Board and the Organisation,
  - ii. Provide the opportunity for individuals without prior Board experience to learn about and contribute to the operation of the Board
  - iii. Provide the opportunity for active participation and significant contribution to Board activities
- 32C.3 Associate Board Members will attend Board meetings without voting rights and undertake the work of ASAN AUNZ, learning about the organisation and Board governance.
- 32C.4 Unlike co-option and casual vacancies, Associate Board Members follow a

mentorship model, providing support and practical experience.

- 32C.5 Associate Board Members may hold any officer position except for those which are Officers of the Association. Associate Board Members may assist Officers of the Association and provide reports to the Board on their behalf if given delegated authority by that Officer of the Association.
- 32C.6 Associate Board Members will serve a maximum term of 2 years after which they must stand for re-election against any other nominations approved in accordance with clause 36.
- 32C.7 There is no maximum term after which an Associate Board Member must resign from the Board.
- 32C.8 If a casual vacancy arises, Associate Board Members may become Full Board Members if nominated, and seconded by Full Board Members, and approved by the Board at a Board Meeting, as set out in clause 32D.5. To be eligible for transition to a Full Board Member, the Associate Board Member must have:
- i. served on the Board for a minimum of 3 months, and
  - ii. demonstrated active participation and significant contributions to Board activities.
- 32C.9. If a casual vacancy occurs in the office of an Associate Board Member, Full Board Members may appoint a member of the Association to fill the vacancy until the end of the term of the Associate Board Member being replaced. In filling that vacancy the Board must have regard to the skill set required to ensure that the Association is represented by the necessary skilled individuals on the Board.

32D. FULL BOARD MEMBERS 32D.1. Elections of Board Members will be staggered such that half of the Board Members will complete their full 2 year term at the Association's yearly Annual General Meeting and stand down from the Board. The other half of the Board Members will not stand down from the Board at the Association's yearly Annual General Meeting and will continue for the remaining half of their 2 year term.

In the event that 32D.1 conflicts with 32D.2 or 32.2, the retention of skills and knowledge will supersede both articles for a maximum period of 12 months.

- 32D.2. Full Board Members will serve a maximum term of 2 years after which they must stand down or stand for re-election against any other nominations approved in accordance with clause 36.
- 32D.3. Full Board Members will serve no more than four (4) 2-year terms before they must resign from the Board. A period of no less than 2 years from their resignation must lapse before they can again participate on the Board.
- 32D.4. If a casual vacancy occurs in the office of an Full Board Member, subject to clause 32C.8, the Board may appoint an Associate Board Member of the Association to fill the vacancy until the end of the term of the Full Board Member being replaced. In filling that vacancy the Board must have regard to

the skill set required to ensure that the Association is represented by the necessary skilled individuals on the Board.

- 32D.5 If a casual vacancy occurs in the office of a Full Board Member, and it is not filled by an Associate Board Member, the board may appoint an Autistic Member of the Association to fill the vacancy until the end of the term of the Full Board Member being replaced. In filling that vacancy the Board must have regard to the skill set required to ensure that the Association is represented by the necessary skilled individuals on the Board.32D.6. In addition, two Full Board Members may to be appointed by the board annually, according to the criteria set out in rule 32B.1.iii.

### **33. OFFICERS OF THE ASSOCIATION**

33.1. The officers of the Association are:

- i. One (1) chairperson;
- ii. One (1) deputy chairperson;
- iii. One (1) treasurer; and
- iv. One (1) secretary.

33.2. The officers will be determined from among the board members by the board at its first meeting within three (3) months following the annual general meeting and each shall hold office, after their probationary term is served, until their successor is appointed. Any newly elected member appointed to office will serve a probationary term of three (3) months in office to determine suitability for the role.

33.3 Officers of the Association must be Full Board Members.

33.4. No Office Bearer will hold the same office for more than 4 successive years.

### **34. BOARD APPOINTED ROLES**

34.1. **The Board will appoint a Chairperson.** The duties of the Chairperson are as follows;

- i. The Chairperson will keep the Common Seal, which will be affixed only by resolution of the Board or of a General Meeting and in the presence of two Board members including at least one office bearer.
- ii. The Chairperson at any meeting will have a casting as well as a deliberative vote.
- iii. The Chairperson will chair Executive, Board, and General Meetings except that in the absence of the Chairperson or at the request of the Chairperson or of a majority of the meeting another Member may be elected as the meeting's chairperson.
- iv. The Chairperson will encourage full balanced participation in meetings by all Members and will decide on matters of order.
- v. The Chairperson will act as Spokesperson unless an alternative Spokesperson has been appointed by the Board or a General Meeting. The

Spokesperson will make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two Members of the Board.

- vi. The Chairperson will prepare the agenda for Board and General Meetings.
- vii. The Chairperson will ensure meetings are conducted in accordance with the provisions of this constitution.

**34.2. The Board will appoint a Secretary.** The duties of the Secretary are as follows;

- i. The Secretary will ensure that electronic records are kept of
  - a) the business of the Board including the constitution and policies,
  - b) records of Members,
  - c) a register of minutes of meetings and notices,
  - d) a file of correspondence, and
  - e) records of submissions or reports made by or on behalf of the Association

**34.3. The Board will appoint a Treasurer.** The duties of the Treasurer are as follows;

- i. The Treasurer will ensure monies received are paid into an account authorised by the Board in the name of the Association. Payments will be authorised by the Board in the name of the Association.
- ii. Payments will be:
  - a) as petty cash; for minor amounts to be determined by the Board
  - b) by cheque signed by one authorised signatory of whom there will be no more than four (4) appointed by the Board. For other amounts by cheque signed by two (2) authorised signatories. Major or unusual expenditures will be authorised in advance by the Board or General Meeting.
  - c) as electronic funds transfer authorised by two (2) authorised persons of whom there will be no more than four (4) appointed by the Board;
  - d) as a credit card transaction, up to a limit to be determined by the board and signed for by the individual named on the card
- iii. The Treasurer will ensure records are kept of all receipts and payments and other financial transactions. All records will be available for inspection by any other Member of the Association.
- iv. The Treasurer will cause the preparation of financial budgets and statements and will submit a report on the finances to each board Meeting
- v. The Treasurer will present audited accounts to the Annual General Meetings.

**34.4. The Board will appoint a Public Officer.** The duties of the Public Officer are as follows;

- i. The Public Officer shall keep and maintain a register of members of the Association, showing the name, address, telephone and/or email contact details, date of application, date of approval and type of membership and

where appropriate, the date of expiration of membership.

- ii. The Public Officer shall strike out on the register of members the name of any person or organisation that ceases to be a member of the Association.

### **35. EXECUTIVE OF THE BOARD**

35.1. The Board may elect to form a broader Executive made up of Office Bearers, other Board Members and Association staff to meet between Board meetings. The Executive may make urgent decisions on behalf of the Board between regular Board meetings. Decisions made by the Executive on behalf of the Board will be subject to ratification by the full Board at the subsequent meeting.

35.2. During the period between meetings of the board, the Executive may issue instructions to the public officer and employees of the Association in matters of urgency connected with the management of the affairs of the Association.

35.3. The Executive will report on any instructions issued under [these](#) provisions to the next meeting of the board.

### **36. ELECTION OF MEMBERS OF BOARD**

36.1. Full Board Members and Associate Board Members will be persons who have agreed to accept the above objects and who are Autistic Members of the Association.

36.2. The Board shall determine the skills, lived experience and knowledge required to meet the governance needs of the Association from time to time, and must advise members of these criteria at the time of calling for nominations.

36.3. To be eligible to stand, candidates must possess one or more of the criteria identified by the board and must nominate these, in a form determined by the board, at the time of nominating to stand for election.

36.4. An immediate family member of a member of the board cannot be nominated for a board position of the Association

36.5. A nomination of a candidate for election as a board member, will be –

- i. self-nomination made in writing or such other method as nominated by the Board, according to instructions from the Board.
- ii. delivered to the public officer of the Association at least 7 days before the day on which the annual general meeting is to be held.
- iii. a nomination for an Associate Board Member vacancy, unless the candidate is an existing Full Board Member or an Associate Board Member nominating to stand for a Full Board Membership.

36.6. If insufficient nominations are received to fill all vacancies on the board –

- i. the candidates nominated are taken to be elected; and
- ii. any board vacancy at the close of the nomination period shall be filled in accordance with clauses 32D.4 or 32D.5 as a casual vacancy.

- 36.7. If the number of nominations received is equal to the number of vacancies on the board to be filled, the persons nominated are taken to be elected.
- 36.8. If the number of nominations received exceeds the number of vacancies on the board to be filled, a ballot will be held.
- 36.9. The ballot for the election of ordinary board members will be conducted at the annual general meeting in the manner determined by the board.
- 36.10. Notice of all board members seeking re-election to the board shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.

### **37. WHEN AN PERSON STOPS BEING AN OFFICER OR ORDINARY BOARD MEMBER**

- 37.1. An officer or ordinary board member stops being an officer or ordinary board member if they:
- i. die; or
  - ii. become bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
  - iii. become a represented person within the meaning of the [Guardianship and Administration Act 1995](#); or
  - iv. give written notice of resignation as an officer or board member to the board; or
  - v. stop being ordinarily resident in Australia or New Zealand; or
  - vi. are absent from 3 consecutive meetings of the board without approval from the board; or
  - vii. stop being a member of the Association;
  - viii. Fails to give notice of non-attendance of 2 consecutive meetings
  - ix. Fails to respond within 10 working days to a repeated directive or question, either during a meeting or in writing, from the Chairperson of the Board.
  - x. By their words or actions, in accordance with the Constitution, brings the Board and the Association into disrepute.

### **38. DISCIPLINE OF BOARD MEMBERS**

- 38.1. Board members will be disciplined under the conditions stated in Sections 17 and 18.

### **39. MEETINGS OF THE BOARD**

- 39.1. The Board will meet as often as may be required to conduct the business of the Association and not less than 5 times in each calendar year.
- 39.2. A meeting of the board may be conducted by telephone conference calls, video

link or by any other electronic means provided such meetings are convened and minuted in the usual manner.

39.3. The quorum will be one half the number of Board Members.

39.4. If a quorum is not present within half an hour after the time appointed for the commencement of –

- i. a meeting of the board (other than a special board meeting), the meeting will be adjourned to the same day in the next week at the same time and at the same place; or
- ii. a special board meeting, the meeting is dissolved.

39.5. The Chairperson or two other Members of the Board will have power to call a meeting of the Board.

39.6. Notice of meetings will be given at the previous Board meeting or by 7 days written notice distributed to all Board Members or in an emergency by such other notice as will be ratified by the Board and will specify the general nature of the meeting to be held.

39.7. Written notice of any special board meeting will be served on members of the board and will specify the general nature of the business to be transacted.

39.8. A special board meeting may only transact business of which notice is given in accordance with [these](#) provisions.

39.9. The Board may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.

39.10. The Board may appoint subcommittees of Members and Non-members for specific project areas who will meet as they see fit or as directed by the Board and who will report to the Board.

39.11. Board Members will upon election or nomination become Members in their own right and will not in their capacity of Board Members act as representative of another organisation.

39.12. At each meeting of the board, the chairperson will be –

- i. the chairperson; or
- ii. in the absence of the chairperson, the Secretary; or
- iii. in the absence of the chairperson and the deputy chairperson and the Secretary, a member of the board elected to preside as chairperson by the members of the board present at the meeting.

39.13. Any question arising at a meeting of the board will be determined –

- i. By text confirmation “aye”, “Yes” or 

39.14. On any question arising at a meeting of the board, a member of the board



(including the chairperson) has one vote only. However, in the case of an equality of votes, the chairperson has a second or casting vote.

39.15. Written notice of each board meeting will be served on each member of the board by

- i. agreement of a schedule of meetings at the first board meeting after the AGM
- ii. agreement at the previous meeting
- iii. agreement to postpone the meeting at any time prior to the meeting.

#### **40. DISCLOSURE OF INTERESTS AND RESTRICTION**

40.1. If a member of the board or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the board or subcommittee at a meeting, the member must disclose the nature of the interest to the board as soon as practicable after the relevant facts come to the member's knowledge.

40.2. If at a meeting of the board or a subcommittee a member of the board or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

#### **41. EMPLOYEES OF THE ASSOCIATION**

41.1. Neither an immediate family member of a member of the Board or a member of the Board can be employed as an employee of the Association; and

41.2. An immediate family member of an employee of the Association cannot be nominated for a Board position of the Association.

#### **42. SUBCOMMITTEES**

42.1. The board may –

- i. appoint a subcommittee from the board; and
- ii. prescribe the powers and functions of that subcommittee.

42.2. The board may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.

42.3. Each subcommittee must include at least one (1) member of the board.

42.4. A quorum for the transaction of the business of a meeting of the subcommittee is three (3) appointed members entitled to vote.

42.5. The board members appointed to a subcommittee will convene meetings of a subcommittee.

42.6. Any question arising at a meeting of a subcommittee will be determined –

i. by a text response, "Aye", "Yes" or "👍"

42.7. On any question arising at a meeting of a subcommittee, a member of the subcommittee (including the chairperson) has one vote only.

42.8. Written notice of each subcommittee meeting will be served on each member of the subcommittee by –

- i. text notification before the day on which the meeting is to be held; or
- ii. emailing it to the member's email address.

42.9. On any question arising at a meeting of a subcommittee, a member of the subcommittee (including the chairperson) has one vote only.

### **43. ALTERATION**

43.1. The rules of the Association may only be altered by special resolution.

43.2. Within one (1) month after an alteration of

- i. the rules of the association;
- ii. the objects or purposes of the association; or
- iii. any trusts relating to the association –

the public officer must lodge a notice of the alteration in the prescribed form with the Commissioner.

43.3. An alteration of the rules, objects or purposes of an association, or of any trusts relating to the Association, is of no effect unless this rule has been complied with in respect of that alteration and, in the case of an alteration of the objects or purposes of the association, unless the alteration is approved by the Commissioner.

## **PART 8 – NOTICES**

### **44. SERVICE OF NOTICES**

44.1. Written notice or any communication under this constitution may be given to a member:

- i. sending it to the email address nominated by the member.
- ii. notifying the member at an email or other electronic address that the notice is available at a specified place or address (including an electronic address).

44.2. if the Association does not have an address for the member, the Association is not required to give notice in person.

## **PART 9 – DISPUTES**

### **45. DISPUTE ARBITRATION**

45.1. A dispute between a member of the Association, in the capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.

## **PART 10 – INSURANCE**

### **46. INSURANCE**

46.1. To the extent permitted by law, the Association may pay, or agree to pay, a premium in respect of a contract insuring a person who is, or has been, an Officer of the Association or a related body corporate against a liability incurred by that person:

- i. in their capacity as such an Officer;
- ii. in the course of acting in connection with the affairs of the Association or a related body corporate, or;
- iii. otherwise arising out of the person holding office as such an Officer; provided that the liability does not arise out of conduct involving:
- iv. a wilful breach of duty in relation to the Association or a related body corporate; or v. a contravention of the Act; or
- vi. for costs and expenses incurred by that person in defending proceedings, whatever their outcome.

## **PART 11 – GENERAL POWERS**

### **47. GENERAL POWERS OF INCORPORATED ASSOCIATIONS**

47.1. Subject to the Act and without prejudice to any other powers given in this Constitution or implied by law, the Association has power –

- i. to act as trustee for any other incorporated association or anybody (whether incorporated or unincorporated) formed for charitable purposes;
- ii. to accept and hold upon trust real or personal property that is given to the association subject to any trust and to carry out any such trust;
- iii. to buy, sell, lease;
- iv. to employ employees,
- v. to invest its money in or upon any security in which trustees are for the time being authorized by law to invest trust funds;
- vi. to operate bank accounts, to open and operate authorised deposit-taking institution accounts;

- vii. to borrow money upon such terms and in such manner and upon such security (if any) as the association thinks fit, for the purpose of carrying out its objects and purposes;
- viii. to secure the repayment of money so raised or borrowed, or the payment of a debt or liability of the association, by giving mortgages, charges, or securities upon or over all or any of the real or personal property of the association; and
- ix. to undertake any other lawful activity necessary to carry out the objectives and purposes of the Association.

## **PART 12 – DISSOLUTION**

### **48. DISSOLUTION**

48.1. The Association must not be dissolved unless:

- i. not less than fifty one (51) percent of the members of the Association entitled to vote as may be present in person at a general meeting called for that purpose and of which at least fourteen (14) days' notice has been given to all members approve the dissolution of the Association;
- ii. such notice included notice of the proposed dissolution; and
- iii. a copy of the resolution to dissolve the Association is lodged with the Commissioner for Corporate Affairs within fourteen (14) days after passing the resolution.

48.2. On the dissolution of the Association, any property which remains after the satisfaction of all debts and liabilities shall not be paid or distributed among the members but shall be paid, given, transferred and applied by the Board in accordance with their powers to any fund, institution or authority having objects similar to the objects of the Association and which is a Gift Deductible Charity as accepted by the Commissioner of Taxation.

## **PART 13 – SEAL**

### **49. SEAL OF ASSOCIATION**

49.1. The seal of the Association will be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".

49.2. The seal will not be affixed to any instrument except by the authority of the board.

49.3. The affixing of the seal is to be attested by the signatures of –

- i. two members of the board; or
- ii. one member of the board and the public officer of the Association or any other person the board may appoint for that purpose.

49.4. If a sealed instrument has been attested as above it is presumed that the seal was affixed to that instrument by the authority of the board unless the contrary is shown.