



Abilities Unlimited Australia (AUA) Incorporated Constitution
Association No: A05966
ABN: 30 874 134 405

Constitution

Abilities Unlimited Australia (AUA) Incorporated

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Purpose of Incorporated Association

To support children who are vulnerable, disadvantaged or with disabilities to participate in physical activity and/or wellbeing programs by delivering multi-disciplinary programs and services.

Formally tabled and adopted: October 2023



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CONSTITUTION

Based on the Model Rules prescribed in the Schedule in Regulation 15 of the *Associations Incorporation Regulation 1991* and complying with Section 32 of the *Associations Incorporation Act 1991*: "Rules other than model rules".

NAME

The name of the Association shall be Abilities Unlimited Australia (AUA) Incorporated.

OBJECTS

Abilities Unlimited Australia Inc. is a not-for-profit community organisation established whose purpose is to run a multi-disciplinary disability support service –

- 1 In general, to promote social inclusion and community participation to people with additional needs and their families; and in accordance with these objects, provide for the furtherance of safety, physical activities, communication, and education for people with additional needs and the community at large.
- 2 To provide training, education, and support to people with additional needs, their families, carers, support workers and professionals on all areas of those listed within (1) above.
- 3 To draw to the attention of the appropriate authorities the concepts, aims and problems of safety, physical activities relating to people with additional needs, their families and the community at large.
- 4 To initiate projects and co-operate with other organisations in projects involving those activities listed within (1) above.
- 5 To receive and raise money by any appropriate practical means to enable these objects of Abilities Unlimited Australia (AUA) Incorporated to be affected.
- 6 To take such other action as is consistent with the provisions herein.



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Part 1.1 Preliminary

1 Definitions for model rules

In these rules:

Note A definition applies except so far as the contrary intention appears (see *Legislation Act 2001*, s 155).

financial year means the year ending on 30 June.

member means a member, however described, of the association.

ordinary Board member means a member of the Board who is not an Executive Board office-bearer of the association as mentioned in paragraph 12 (1)(a).

secretary means the person holding office under these rules as secretary of the association or, if no such person holds that office, the public officer of the association.

the Act means the *Associations Incorporation Act 1991*.

the Regulation means the *Associations Incorporation Regulation 1991*.

1A Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.



Part 1.2 Membership

2 Membership qualifications

- (a) A person is qualified to be a member if—
 - (i) The person is a person mentioned in paragraph 21(2)(a) or 21(2)(b) of the Act, and has not ceased to be a member of the association at any time after the incorporation of the association under the Act; or
- (b) the person—
 - (i) has been nominated for membership in accordance with subsection 3(1); and
 - (ii) has been approved for membership of the association by the Board of the association; or
- (c) the person-
 - (i) a participant or family member in an Abilities Unlimited Australia program, a Board member, a sub-committee group member, an AUA staff member, an AUA volunteer, an AUA life member.

3 Nomination for membership

- (1) A person nominates for membership of the association—
 - (a) in writing in the form set out in appendix 1; and
 - (b) must lodge the nomination with the secretary of the association.
- (2) As soon as is practicable after receiving a nomination for membership, the secretary must refer the nomination to the Executive Board Office Bearers which must decide whether to approve or reject the nomination.
- (3) If the Executive Board Office Bearers decide to approve a nomination for membership, the secretary must as soon as practicable after that decision notify the nominee of that approval.
- (4) If the Executive Board Office Bearers decide not to approve a nomination for membership, the secretary must as soon as practicable after that decision notify the nominee of the decisions and the reasons for the decision.
- (5) The secretary must enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.



4 Membership entitlements not transferable

- (1) A right, privilege or obligation that a person has because of being a member of the association—
 - (a) cannot be transferred or transmitted to another person; and
 - (b) terminates on cessation of the person's membership.

5 Cessation of membership

- (1) A person ceases to be a member of the association if the person—
 - (a) dies or, for a corporation, is wound up; or
 - (b) resigns from membership of the association; or
 - (c) is expelled from the association; or
 - (d) fails to renew membership of the association.

6 Resignation of membership

- (1) A member is not entitled to resign from membership of the association except in accordance with this section.
- (2) A member may resign from membership of the association by first giving notice (of not less than 1 month or, if the Board has determined a shorter period, that shorter period) in writing to the Secretary of the members intention to resign and, at the end of the notice, the member ceases to be a member.
- (3) If a person ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

7 Fees, subscription

- (1) There is no entrance fee to the association.

8 Members Liabilities

- (1) The liability of a member to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of winding up the association is limited to the amount (if any) paid by the member in relation to the association as required by section 7.



9 Disciplining of members

- (1) If the Board is of the opinion that a member—
 - (a) has persistently refused or neglected to comply with a provision of board policies and procedures; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association; the Board may, by resolution—
 - (c) expel the member from the association; or
 - (d) suspend the member from the rights and privileges of membership of the association that the Board may decide for a specified period.
- (2) A resolution of the Board under subsection (1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.
- (3) If the Board passes a resolution under subsection (1), the secretary must, as soon as practicable, serve a written notice on the member—
 - (a) setting out the resolution of the Board and the grounds on which it is based; and
 - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Board at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the Board mentioned in subsection (2), the Board must—
 - (a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the Board by that member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the Board made under subsection (1).



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- (5) If the Board confirms a resolution under subsection (4), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 10.
- (6) A resolution confirmed by the Board under subsection (4) does not take effect—
 - (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - (b) if within that period the member exercises the right of appeal—unless and until the association confirms the resolution in accordance with subsection 10(4).

10 Right of appeal of disciplined member

- (1) A member may appeal to the association in a general meeting against a resolution of the Board that is confirmed under subsection 9(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) On receipt of a notice under subsection (1), the secretary must notify the Board which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the association called under subsection (2)—
 - (a) no business other than the question of the appeal may be transacted; and
 - (b) the Board and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present must vote by secret ballot on the question of whether the resolution made under subsection 10(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subsection 10(4), that resolution is confirmed.



Part 1.3 Board

11 Powers of Board

- (1) The Board, subject to the Act, the regulation, these rules, and to any resolution passed by the association in a general meeting—
 - (a) controls and manages the affairs of the association; and
 - (b) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in a general meeting; and
 - (c) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the association.

12 Constitution and membership of the Board

- (1) The Board consists of—
 - (a) the Executive Board, Office Bearers of the association; and
 - (b) up to 8 ordinary Board members; each of whom must be elected under section 13 or appointed in accordance with subsection (4).
- (2) The Executive Board, Office Bearers of the association are—
 - (a) the Board Chair; and
 - (b) the Vice-Chair; and
 - (c) the Treasurer; and
 - (d) the Secretary.
- (3) Each member of the Board holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election but will hold their place on the Board for 3 years, unless standing down from re-election.
- (4) If there is a vacancy in the membership of the Board, the Board may appoint a candidate of the association to fill the vacancy. The candidate so appointed holds office in that position until the conclusion of the annual general meeting following the date of the member's election. The candidate will hold their place on the board for 3 years, unless standing down from re-election.



13 Election of Board members

- (1) Nominations of candidates for election as Executive Board office-bearers of the association or as ordinary Board members—
 - (a) must be made verbally or in writing, with the consent of the candidate. The candidate may nominate themselves; and
 - (b) must be given to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of Office Bearers and ordinary Board members must be conducted at the annual general meeting in the way the Board may direct.
- (7) A person is eligible to simultaneously hold more than 1 position on the Board.

14 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of their address.
- (2) The secretary must keep minutes of—
 - (a) all elections and appointments of Executive Board Office Bearers and ordinary Board members; and
 - (b) the names of members of the Board present at a Board meeting or a general meeting; and
 - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.



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15 Treasurer

- (1) The treasurer of the association must—
 - (a) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

16 Vacancies

- (1) For these rules, a vacancy in the office of a member of the Board happens if the member—
 - (a) dies; or
 - (b) ceases to be a member of the association; or
 - (c) resigns the office; or
 - (d) is removed from office under section 17 (Removal of Board members); or
 - (e) becomes bankrupt or personally insolvent; or
 - (f) suffers from mental or physical incapacity; or
 - (g) is disqualified from office under subsection 63(1) of the Act; or
 - (h) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

17 Removal of Board members

- (1) The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the Board from the office of member of the Board before the end of the member's term of office.

18 Board meetings and quorum

- (1) The Board must meet at least 6 times in each calendar year at the place and time that the Board may decide.
- (2) Additional meetings of the Board may be called by any member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or any other period that may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that



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- business may be transacted at the meeting, except business that the Board members present at the meeting unanimously agree to treat as urgent business.
- (5) Fifty percent plus one the Board constitutes a quorum for the transaction of the business of a meeting of the Board.
 - (6) No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
 - (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
 - (8) At meetings of the Board—
 - (a) the Board Chair or, in the absence of the Board Chair, the Vice Chair presides; or
 - (b) if the Board Chair and the Vice Chair are absent—1 of the remaining members of the Board may be chosen by the members present to preside.

19 Delegation by Board to Sub Committee

- (1) The Board may, in writing, delegate to 1 or more Sub Committees (consisting of the member or members of the association that the Board considers appropriate) the exercise of the functions of the Board that are specified in the instrument, other than—
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of the association in general meeting.
- (2) A function, the exercise of which has been delegated to a Sub Committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the Sub Committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances that may be specified in the instrument of delegation.
- (4) Despite any delegation under this section, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Sub Committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Board.



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- (6) The Board may, in writing, revoke wholly or in part any delegation under this section.
- (7) A Sub Committee may meet and adjourn as it considers appropriate.

20 Voting and decisions

- (1) Questions arising at a meeting of the Board or of any Sub Committee appointed by the Board are decided by a majority of the votes of members of the Board or Sub Committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any Sub Committee appointed by the Board (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.



Part 1.4 General meetings

21 Annual general meetings—holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its members.
- (2) The association must hold its first annual general meeting—
 - (a) within 18 months after its incorporation under the Act; and
 - (b) within 5 months after the end of the first financial year of the association.
- (3) Subsections (1) and (2) have effect subject to the powers of the registrar-general under section 120 of the Act, in relation to extensions of time.

22 Annual general meetings—calling of and business at

- (1) The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the Board considers appropriate.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
 - (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Board an Annual Report, including outcomes of activities of the association during the last financial year, Board Chair Report and CEO report; and
 - (c) to elect members of the Board, including Executive Board Office Bearers; and
 - (d) to receive and consider the Treasurers statement of accounts and the reports that are required to be submitted to members under the Act, subsection 73(1).
- (3) An annual general meeting must be specified as such in the notice calling it in accordance with section 24 25 (Notice).
- (4) An annual general meeting must be conducted in accordance with the provisions of this part.



23 General meetings—calling of

- (1) The Board may, whenever it considers appropriate, call a general meeting of the association.
- (2) The Board must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the association.
- (3) A requisition of members for a general meeting—
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the Board fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a member or members mentioned in subsection (4) must be called as early as is practicable in the same way as general meetings are called by the Board and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

24 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, send by email to each member, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in subsection (1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under subsection 22(2).



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- (4) A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

25 General meetings—procedure and quorum

- (1) No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Fifty percent plus one members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than fifty percent plus one) constitute a quorum.

26 Presiding member

- (1) The Board Chair, or in the absence of the Board Chair, the Vice Chair, presides at each general meeting of the association.
- (2) If the Board Chair, and the Vice Chair are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

27 Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the



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association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in subsections (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

28 Making of decisions

- (1) A question arising at a general meeting of the association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than three members present in person or by proxy at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken—
 - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

29 Voting

- (1) Subject to subsection (3), on any question arising at a general meeting of the association a member has 1 vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable for the then current year.



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30 Appointment of proxies

- (1) Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in appendix 2.



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Part 1.5 Miscellaneous

31 Funds—source

- (1) The funds of the association must be derived from program participation fees, donations, grants, fundraising and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act, , any other sources that the Board decides.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

32 Funds—management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the Board decides.
- (2) No portion of the funds of the association shall be distributed directly or indirectly to the members of the association except as genuine compensation for services rendered or expenses incurred on behalf of the association.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the association, being members of the Board or employees authorised to do so by the Board.

33 Alteration of objects and rules

- (1) Neither the objects of the association mentioned in section 29 of the Act, , nor these rules may be altered except in accordance with the Act.

34 Common seal

- (1) The common seal of the association must be kept in the custody of the secretary.
- (2) The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures either of 2 members of the Board or of 1 member of the Board and of the secretary.



35 Custody of books

- (1) Subject to the Act, the regulation and these rules, the secretary must keep in their custody or under his or her control all records, books, and other documents relating to the association.

36 Inspection of books

- (1) The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.

37 Service of notice

- (1) For these rules, the association may serve a notice on a member by sending it by post to the member at the member's address shown in the register of members.
- (2) Note: For how documents may be served, see the Legislation Act, pt 19.5.

38 Surplus property

- (1) At a time prior to the dissolution or winding up of the association, the association must pass a special resolution nominating—
 - (a) another association in accordance with paragraph 92(1)(a) of the Act, ;
or
 - (b) a fund, authority or institution in accordance with paragraph 92(1)(b) of the Act,;
in which it is to vest its surplus property in the event of the dissolution or winding up of the association.
- (2) An association nominated under subsection (1)—
 - (a) must fulfil the requirements specified in the Act, subsection 92(2);



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Appendix 1

(see s 3(1))

Application for membership of association

Abilities Unlimited Australia (AUA) Incorporated (incorporated under the *Associations Incorporation Act 1991*)

I,

.....

(full name of applicant)

of

.....

(address)

apply to become a member of the incorporated association. If I am admitted as a member, I agree to be bound by the rules of the association for the time being in force.

.....

(Signature of applicant)

Date



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Appendix 2

(see s 30(2))

Form of appointment of proxy

I,

(full name)

of

(address)

a member of **Abilities Unlimited Australia (AUA) Incorporated** appoint

.....

(full name of proxy)

of

(address)

a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on

.....

And at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....

(Signature of member appointing proxy)

(*To be inserted if desired.)

Date

Note A proxy vote may not be given to a person who is not a member of the association.