

October 2010

CONTENTS

| | |
|---|---|
| 1. MEETINGS..... | 1 |
| 2. SPECIAL MEETINGS..... | 2 |
| 3. NATIONAL COUNCIL MEETING CONDUCT | 2 |
| 4. CONDUCT OF BALLOTS | 4 |
| 5. VOTING BY POST | 4 |
| 6. POSTAL VOTING PROCEDURE FOR SPECIAL MEETING..... | 4 |
| 7. ELECTION OF NATIONAL OFFICERS | 5 |
| 8. CONDUCT OF BALLOTS | 6 |
| 9. APPOINTMENT OF ADDITIONAL OFFICERS | 6 |
| 10. FINANCIAL MANAGEMENT | 6 |
| 11. CAPITATION FEES | 7 |
| 12. NATIONAL OFFICERS EXPENSES ... | 7 |
| 13. GROUPS AND BRANCHES | 8 |
| 14. NATIONAL COUNCIL DUTIES AND RESPONSIBILITIES | 9 |
| 15. WEBSITE | 9 |
| 16. AMENDMENTS TO BY-LAWS..... | 9 |

1. MEETINGS

- 1.1 The Agenda of every meeting of the National Council shall be forwarded by the National Vice President Administration to each Branch one month prior to the date of the holding of such meeting.
- 1.2 Secretaries of the Branches shall forward to the National Vice President Administration as early as possible, and no later than six weeks before any meeting of the National Council or of the National Board of Directors, details of any business their Branch desires to have placed on the Agenda for the meeting. This business shall be in the form of a motion.
- 1.3 No contentious motion may be raised for discussion at the Annual General Meeting, unless that motion has been circulated to Branches before the meeting in accordance with the requirements for motions for the Agenda.
- 1.4 At all meetings of the National Council, in particular the Annual General Meeting, time must be allowed for the presentation of amendments to any motions appearing on the Agenda, and, questions and / or discussion on all Reports presented.
- 1.5 Any member of a Branch may attend any meeting of the National Council as observers, but no such person shall take part in the proceedings, unless invited to speak by the Chairperson, nor have the right to vote in the meeting.

- 1.6 Members of the National Council are to be informed when a meeting of the Board of Directors is arranged and a copy of the minutes of such meetings are to be circulated to members of the National Council.

2. SPECIAL MEETINGS

- 2.1 A Special Meeting may be convened if approved by postal vote of the National Council:
 - 2.1.1 to discuss and decide upon any matter which, in the opinion of the National Board of Directors, is too important or too urgent to be deferred until the next Annual General Meeting; or
 - 2.2.2 at the request of any two Branches that a Special Meeting be called to decide any matter which such Branches consider to be too urgent or important to be deferred until the next Annual General Meeting. Such a request must be in writing, specifying the business to be considered, signed by the President of the two Branches and addressed to the National Vice President Administration. No other business is to be discussed at that Special Meeting.
- 2.2 The National Vice President Administration shall, in the case of:
 - 2.2.1 within seven days – and in the case of

- 2.2.2 within seven days of receiving the correspondence, write to members of the National Council, giving 14 clear days to reply. The letter is to include a copy of the National Board of Directors' decision as to whether, in their opinion, a meeting is necessary, or, if it could be dealt with by postal vote.

- 2.3 A copy of all correspondence shall be sent to all Branch Secretaries.
- 2.4 No further action in regard to arranging a meeting is to take place until 14 days have expired. If a majority of those members who have replied by the prescribed date are in favour of a Special Meeting, then the National Vice President Administration will make arrangements and advise the venue within a further 14 days. If the majority considers the matter can be dealt with by correspondence it shall be done as prescribed in By-Law 2.15, Voting by Post

3. NATIONAL COUNCIL MEETING CONDUCT

- 3.1 The National President shall preside at all meetings of the National Council and National Board of Directors, and, if unable to attend such meetings, the meeting will elect one of the National Vice Presidents to Chair the meeting.
- 3.2 At all meeting of the National Council, a quorum shall consist of half the total number of Councillors, plus one.
- 3.3 At a meeting of the National Board of Directors four members shall form a quorum.

- 3.4 Before any motion is put to the meeting the mover shall hand the motion either written or typed, signed by the mover and seconder, to the Chairperson. The National Vice President Administration shall preserve such records until after the minutes of the meeting have been confirmed. Voting shall be by show of hands unless two members demand a ballot. Members or deputies shall have one vote for each position they hold or person they represent, except the National President, (or Chairperson), who shall have a deliberate vote, and, in the case of equality of voting, a casting vote. All motions shall be decided by a simple majority of those present and entitled to vote, **except** for motions to alter the Constitution, (see Constitution Clause 16).
- 3.5 Deputies of a Branch may move or second circulated motions and / or amendments only when they have specific instructions from the Branch Administrators or Branch Councillor who appoints them as deputies. These specific written instructions will be presented to the Chairperson prior to the commencement of the meeting.
- 3.6 Any motion or amendment not seconded shall lapse and shall not be debated.
- 3.7 No amendment which is a direct negative of the motion or does not preserve the substance of the motion, shall be accepted by the Chairperson.
- 3.8 Only one amendment shall be dealt with at a time. If the first or any amendment is carried it becomes the substantive motion and the original is lost. If the amendment or any subsequent amendment is lost, the mover of the original motion shall be given the right of reply and the motion shall then be forthwith voted upon.
- 3.9 No Councillor or Deputy shall speak more than once on each motion or amendment, unless invited by the Chairperson to explain a point with the exception of the mover, who shall have the right of reply.
- 3.10 Nobody shall speak on any motion after the same has been put by the Chairperson.
- 3.11 When the Chairperson rises during the debate, the Councillor or Deputy speaking or proposing to speak shall sit down, so that the Chairperson may be heard without interruption.
- 3.12 Any Councillor or Deputy dissatisfied with the Chairperson's ruling may move the following: "That the Chairperson's ruling be disagreed with." In such a case, only the mover shall speak, with the exception of the Chairperson, who may state his / her reasons for the ruling given. The Chairperson shall then vacate the Chair, and a member of the National Board of Directors or National Council shall preside. After which the Chairperson re-occupies the Chair.

3.13 Any Councillor or Deputy who has not spoken in the debate shall have the right at any time to move "That the question be now put". Such a motion shall be voted upon without debate. If lost, the debate goes on. If carried, the mover of the motion being debated is given his / her right of reply. The question is then put.

4. CONDUCT OF BALLOTS

4.1 At the commencement of the Annual General Meeting a Returning Officer shall be appointed by the Chairperson to conduct the ballots for the election of officers.

4.2 Two scrutineers shall be appointed by the National Council to assist in the distribution and collection of ballot papers and in the counting of votes in the ballots conducted during the meeting.

4.3 Persons appointed to the above positions must be observers present at the meeting.

5. VOTING BY POST

5.1 At the discretion of the National Council or National Board of Directors a vote on national motions may be decided by postal voting.

5.2 All such motions will be in the format approved for all National Council meetings.

5.3 Normal National Council or National Board of Directors acceptance of the motion will be the procedure.

5.4 Before proceeding with a postal vote, the National Vice President Administration shall inform all National Councillors of the content of the motion to be put. No further action in regard to arranging the postal vote is to take place until 14 days have expired. If no amendments have been put forward during this time, then the National Vice President Administration will arrange the postal vote.

5.5 The National Vice President Administration will be responsible for the distribution of voting papers and will act as the Returning Officer, setting the timetable for the process to reach finality.

5.6 A scrutineer shall be appointed by the National Board of Directors to be present at and verify the counting of votes.

5.7 The National Vice President Administration will advise all members of the National Council and all Branch Secretaries of the result of the vote, and record it as a Minute, to be confirmed at the next National Council Annual General Meeting.

5.8 The form following 6.6 shall be used for the purpose of voting by post.

6. POSTAL VOTING PROCEDURE FOR SPECIAL MEETING

6.1 In lieu of seeking a meeting of the National Council any Branch may embody in form of a motion any business, ruling, decision or matter with which it desires National Council to deal.

- 6.2 The format of the motion will be similar top that used at National Council Annual General Meetings.
- 6.3 The motion will be duly seconded in accordance with the procedure used at National Council Annual General Meeting.
- 6.4 The motion shall be forwarded to the National Vice President Administration with presentation to the National President.
- 6.5 If the National President considers the matter too urgent to await the next National Board of Directors Meeting he / she may authorise the National Vice President Administration to conduct a vote of National Council by post.
- 6.6 Voting by post shall follow the procedure set out in By-Law 6.

VOTING BY POST

MOTION.....
MOVED BY..... (Name)
OF (Branch / National Board of Directors)

SECONDED BY(Name)
OF (Branch / National Board of Directors)

ACCEPTED BY NATIONAL COUNCIL /
NATIONAL BOARD OF DIRECTORS
.....

DATE OF RETURN FOR VOTING PAPERS
.....

OR VOTE ENVELOPE TO BE FRANKED NO
LATER THAN

TICK THE APPROPRIATE SQUARE
APPROVED
DISAPPROVED

SIGNATURE
NAME OF COUNCIL MEMBER

7. ELECTION OF NATIONAL OFFICERS

- 7.1 Nominations for position as National Officers as detailed in Clause 9.1 of the National Constitution shall be called by the National Vice President Administration eight weeks prior to the Annual General Meeting. Nominations for officers shall be proposed and seconded by members of the National Board of Directors or Branch Administrations and forwarded with resume and consent of the nominees to the National Vice President Administration who shall acknowledge same to the nominee.
- 7.2 Nominations shall close with the National Vice President Administration twenty-one days prior to the Annual General Meeting. In the event that there are not sufficient nominees to fill the positions and for no other reason, nominations (in writing) will be accepted up to the time of ballot.
- 7.3 A person can be nominated for any number of positions, but can hold only one. After successfully being elected to the first position the person contests, the person must withdraw all other nominations.
- 7.4 It will be the responsibility of the National Vice President Administration to inform the Branches of all nominations within one week of the close of nominations.

8 CONDUCT OF BALLOTS

- 8.1 The National Vice President Administration will supply the Returning Officer with a list of those National Officers, Councillors and Deputies entitled to vote at the meeting, as well as the Ballot Papers.
- 8.2 The National Vice President Administration will write or type the names of the candidates on sufficient papers for each Ballot and the Returning Officer will initial same. At a convenient time so as not to delay the meeting, and in the same order as the agenda items, the Returning Officer shall count the votes.
- 8.3 Voters will sign for their Ballot Papers and made their selection with a tick. The Ballot will be counted on the principle of first past the post. When each Ballot is completed the results will be written down and delivered to the Returning Officer, who shall announce the name of the elected person to the meeting. The Ballot Papers will be placed in a sealed envelope and retained until the end of the meeting, in case a recount is called for.

9 APPOINTMENT OF ADDITIONAL OFFICERS

- 9.1 The National Council may appoint such other officers as it may deem necessary for the carrying out of the work of BHA. Such officers may be invited to attend the National Council Meetings but shall have no vote in the deliberations of National Council due to that appointment.

- 9.2 The appointment of such officers shall lapse unless they are re-appointed at the Annual General Meeting.

10. FINANCIAL MANAGEMENT

- 10.1 All moneys received by the National Council shall be receipted by the National Vice President Finance and paid, not later than seven days from date of receipt, into such Bank as the National Board of Directors, on the recommendation of the National Vice President Finance, may, from time to time decide, to the credit of an account in the name of Better Hearing Australia Incorporated.
- 10.2 All cheques drawn on such account shall be signed by two of the signing officers appointed from time to time by the National Board of Directors.
- 10.3 Cheques and other negotiable instruments paid to the banking account of BHA and requiring the endorsement of the Incorporation, may be endorsed by any of the appointed signing officers.
- 10.4 An itemized accounting of the money spent by the Board of Directors shall be included in the Annual Financial Statement each year.
- 10.5 The Annual Balance Sheet and Revenue Account prepared by the National Vice President Finance, together with all accounts, shall be examined and the correctness thereof ascertained and reported upon by one or more qualified Auditors appointed by the National Council. This Auditors Report to be presented at the next Annual General Meeting of the National Council.

- 10.6 The National Vice President Finance shall prepare and distribute to Branches a Statement of Receipts and Payments for the period of 1st July each year to 31st December the same year.
- 10.7 The Board of Directors, National Editor and Representatives appointed by the National Council or Board of Directors shall be covered by Professional Indemnity Insurance.
- 10.8 In the event of a vacancy in the position of National Vice President Finance all the books of account shall be audited by the auditor appointed by the National Council before they are passed on to the National Vice President Finance filling the vacancy.
- 10.9 Where circumstances warrant, any or all of the duties of the National Vice President Finance may be temporarily performed by the National Vice President Administration, providing the proposal to delegate such duties has been first submitted to, and approved by, the National Board of Directors.

11. CAPITATION FEES

- 11.1 The per capita fee to be paid annually to the National Council by all member Branches as required by Section 12.2 of the National Constitution shall be at a rate per member per annum as determined from time to time by the National Council on the advice and recommendation of the National Board of Directors.
- 11.2 The fee shall be payable in respect of all members of all categories as at the 30th June each year.

- 10.3 Capitation fees are payable to the National Vice President Finance not later than September 30th each year.

12. NATIONAL OFFICERS EXPENSES

- 12.1 The National Council shall reimburse in full or in part the cost of fares and accommodation to the members of the National Board of Directors as listed in Section 9 of the National Constitution to attend meetings of the National Council and the National Board of Directors. It will also do likewise for them and any other member of the National Council it instructs to represent it at Conferences or the like.
- 12.2 The National Board of Directors, whenever practical, shall minimize expenses of National Board meetings, for example through the use of electronic conference facilities.

Added 10/10/2010

- 12.3 The payment will be made if, in the opinion of the National Board of Directors, the funds are available. That opinion is to be conveyed to such persons three months in advance of the meetings.
- 12.4 Fares are to be paid at the economy rate, or the amount paid, whichever is the lesser amount.
- 12.5 Accommodation will be paid at a rate agreed to by the National Board of Directors.
- 12.6 In the event of a shortage of funds, fares will take precedence for reimbursement.

12.7 All the various incidental charges incurred by members of the National Executive whilst performing their respective duties be met by BHA Inc. following approval by a full Board of the National Executive.

13. GROUPS AND BRANCHES

- 13.1 Branches within BHA may be formed in accordance with guidelines determined from time to time by the National Council and subject to the conditions set out in the National Constitution.
- 13.2 Any member of a Branch of BHA may transfer his / her membership from Branch to Branch without payment of additional fees, provided they are financial at the time of transfer.
- 13.3 Each Branch shall forward to the National Vice President Administration within 14 days of the date of their Annual General Meeting copies of their Annual Balance Sheet and Financial Statement, and Annual Report.
- 13.4 The Secretary of each Branch shall promptly advise the National Vice President Administration of any important matters with such Branch which may of general interest to other members of BHA, or which may affect to any large extent the activities or continuance of the Branch, or which may assist the National Council in carrying out its functions.

13.5 In the event of any circumstances arising within any Branch causing dissension and which cannot be settled within the Branch or cannot be settled without causing grave dissatisfaction to a large section of the Members of such Branch, the Branch Administrators shall advise the National Vice President Administration of all the relevant facts.

13.6 The National Vice President Administration shall thereupon advise members of the National Board of Directors and it shall be their duty or, if necessary, the duty of the National Council, to endeavour to assist the Branch to reconcile the opposing points of view and to arrive at as mutually satisfactory conclusion as possible.

13.7 Immediately when the Committee of any branch considers itself in danger of closure it should contact the National Board of Directors which shall advise or organize financial expertise, marketing or technical assistance.

Added 10/10/2010

13.8 In carrying out its duties under this By-Law, the National Board of Directors shall have power to call for full reports from any Member of the Branch concerned.

14. NATIONAL COUNCIL DUTIES AND RESPONSIBILITIES

- 14.1 The National Council shall have power to register Better Hearing Australia Incorporated under any appropriate Federal or State legislation.
- 14.2 The National Council may delegate any of its powers to a committee or committees consisting of one or more persons as it shall think fit to appoint. Such appointments will be effective until elections at the next National Annual General Meeting, unless previously recalled or revoked by the National Board of Directors.

15. WEBSITE

- 15.1 The National Board of Directors shall be responsible for keeping Better Hearing Australia's website up-to-date.

Added 10/10/2010

16 AMENDMENTS TO BY-LAWS

- 16.1 The By-Laws of BHA may be amended, altered or repealed by the National Council.
- 16.2 Any motion to change a By-Law/s shall be given in writing to all National Council members as early as possible and not later than six weeks before any meeting of the National Council at which the voting will take place.
- 16.3 Amendments can be decided by postal vote, subject to By-Law 16.2 and By-Law 6.