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1. NAME

The name of the Association is Better Hearing Australia Incorporated referred to herein as BHA.

2. INTERPRETATION

In this Constitution, unless the contrary appears:

- 2.1 "National Council" means the controlling body of BHA.
- 2.2 "National Board" means the Board of Directors of the National Council.
- 2.3 "Branch" means a constituent Member Branch of BHA.
- 2.4 "Individual Member" means a Member of a Branch of BHA.
- 2.5 "BHA Group" refers to a geographically identifiable group within a Branch.
- 2.6 "By-Laws" means By-Laws established in accordance with this Constitution.
- 2.7 "The Act" means the Associations Incorporation Act 1985 (SA) together with any amendments thereto.
- 2.8 The "Regulations" means the Associations Incorporation Regulations 1985 (SA) together with any amendments thereto.

3. OBJECTS

The objects of BHA are to:

- 3.1 Encourage the preservation of hearing of all people,
- 3.2 Encourage the use of preventative measures to lower the prevalence of deafness and hearing impairment in the Australian community,
- 3.3 Improve the communication of hearing impaired people, their families and friends.

4. METHODS

To achieve its objectives BHA shall:

- 4.1 Co-operate with relevant authorities in research and action directed towards the preservation of hearing and the prevention and alleviation of deafness.
- 4.2 Encourage all people to have regular audiometric tests.
- 4.3 Arrange conferences of like minded organizations and co-operate with kindred bodies.
- 4.4 Serve as an Information Centre on all problems of impaired hearing.
- 4.5 Establish programs for the rehabilitation of hearing impaired people.
- 4.6 Establish Training Courses for people working in the field of rehabilitation of hearing impaired people.
- 4.7 Obtain and disseminate information and advice on hearing aids and assistive devices and systems.

4.8 Encourage improved access to educational opportunities for hearing impaired people.

4.9 Encourage hearing impaired people to participate in social interaction.

4.10 Promote and assist in the establishment of new Branches and Groups.

4.11 And promote public awareness of the problems associated with hearing impairment.

5. POWERS

For The purpose of carrying out these objects BHA shall, subject to the Act, have power:

- 5.1 To acquire, hold, deal with, and dispose of any property.
- 5.2 To invest the moneys of BHA.
- 5.3 To appoint, employ, and at its discretion reimburse, officers, staff and agents.
- 5.4 To incur expenses primarily devoted to the attainment of the objects of BHA.
- 5.5 To enter into any other contract considered necessary or desirable for the attainment of the objects and the exercise of the powers of BHA.
- 5.6 To raise other funds by legitimate fundraising processes.
- 5.7 To approach private and government agencies for funding purposes.

6. BRANCH

A BHA Group shall be **constituted a "Branch"** when:

- 6.1 It meets the admission requirements stipulated in the By-Laws.
- 6.2 Its Constitution and By-Laws are compatible with this Constitution and By-Laws.
- 6.3 It has been recommended by the National Board of Directors.
- 6.4 The National Council accepts it into Membership of the National Council of BHA.

7. MEMBERSHIP

- 7.1 The **individual** is a member of a Branch of BHA.
- 7.2 The National Council may confer the title of **Honorary Life Member** for exceptional services of a National character. Honorary Life Members are not entitled to individual votes at National Council but may be elected to any office which entitles them to vote.
- 7.3 The National Vice President Administration shall establish and **maintain a Register**, specifying the name and address of each Branch, Honorary Life Members and accredited representatives of National Council together with the relevant membership dates on which each was admitted.

- 7.4 Each Branch shall **maintain a Register** of members, specifying the name and address of each member, with the date on which the members joins, leaves, becomes non-financial or deceased.
- 7.4 A Branch **ceases to be a member** of BHA if it:
 - 7.4.1 **Ceases to exist.**
 - 7.4.2 **Resigns** that membership, or the National Council decides to terminate a branch's status as a member branch of Better Hearing Australia.
- 7.5 If the membership of a Branch falls below twelve (12) for the period July 1 to June 30 the following year it shall be deemed to have **ceased to exist** as a Branch of BHA pursuant to conditions set out in the By-Laws.
- 7.6 A Branch may **resign** from membership by giving written notice thereof to the National Vice President Administration of BHA. Any Branch so resigning shall be liable for any outstanding fees, which shall be recovered as a debt due to BHA.
- 7.7 If the **capitation** due to be paid by a branch remains **unpaid** for a period of 12 months from the due date, the member branch may, after a notice of default has been sent to it by the National President, be debarred by resolution of the National Council from all privileges of membership, provided that the National Council may reinstate the member branch on payment of all arrears if it thinks fit to do so.

8. NATIONAL COUNCIL

8.1 Members of National Council shall be:

8.1.1 The National Board of Directors, namely the National President, National Vice President Administration, National Vice President Finance, National Vice President Marketing, National Vice President Policy and Planning, National Vice President Services and Training.

8.1.2 Accredited national councillors appointed by each Branch.

8.2 Each branch may **appoint one** of its members as its National Councillor.

Amended 10/10/2010

8.3 A **Branch may appoint** as its national councillor any member of the Board of Directors, other than the National President or the National Vice President Administration, provided such person is a member of that Branch.

8.4 National councillors must **consult** with and present the views of their Branch administrators at all times.

8.5 **Branch administrators** have a duty to provide effective consultation with and direction to their national councillors.

8.6 All members of the National Council shall be eligible **for re-election each year**.

8.7 The administrators of the Branch concerned shall **fill all vacancies** occasioned by any cause of Branch national councillors for the unexpired part of the term.

8.8 In the absence of accredited national councillors, **deputies may be appointed** from the members of any Branch, by the Branch of which the absentee is a national councillor, or, by the national councillors of that Branch.

8.9 No person shall fill more than **two positions** on the National Council.

8.10 Subject to these rules, the term of **appointment of a national councillor** shall be from the commencement of an Annual General Meeting to the commencement of the next Annual General Meeting.

8.11 No Branch national councillor shall take part in the meeting of the National Council until **capitation fees due** by the Branch to the National Council have been paid.

8.12 The **National Council shall:**

8.12.1 Manage and control the affairs of BHA.

8.12.2 Form and direct the policy of BHA.

8.12.3 Determine matters consistent with the Objectives and conduct all business in connection therewith.

8.12.4 At its discretion remit any matter to Branches for consideration and report.

8.12.5 Hold an Annual General Meeting for all members of the National Council.

- 8.12.6 Arrange National Conferences.
- 8.12.7 Select the place of Annual General Meetings and when feasible ensure that the venue rotates among the States of Australia in turn.
- 8.12.8 Decide the best method of transacting its business.
- 8.16 A **special meeting** may be convened in accordance with the By-Laws to consider matters too urgent to be deferred to the next Annual General Meeting and too important to be decided by postal vote.

9. NATIONAL BOARD OF DIRECTORS

- 9.1 The National Board of Directors shall:
 - 9.1.1 Comprise the National President, National Vice President Administration, National Vice President Finance, National Vice President Marketing, National Vice President Policy and Planning, National Vice President Services and Training.
 - 9.1.2 Be elected from the membership of BHA by the National Council at its Annual General Meeting.
 - 9.1.3 Have the power to co-opt non-voting members.
- 9.2 The National President shall not serve longer than **five (5) years** consecutively.

- 9.3 Any member of the Board of Directors may be **removed from office** by the National Council in meeting assembled by passing a resolution of "no confidence" in the Board member.
- 9.4 The Board of Directors shall **fill by appointment any vacancy**, which may occur amongst its office bearers through any cause, and the appointee shall hold office until elections at the next Annual General Meeting of BHA.
- 9.5 A Director may with the approval of the Directors appoint an individual to act as an **alternative Director** in the Director's place during such period as the Director thinks fit.
- 9.6 An **alternate Director** is entitled to receive notice of all meetings of the Directors and if the appointing Director is not involved in such meeting, is entitled to participate and vote in the appointing Director's stead.
- 9.7 Subject to the terms of appointment, an **Alternate Director** may be granted the same powers and carry out some or all of the same duties as the appointing Director for a specified period
- 9.8 The appointing Director may **terminate the appointment of an Alternate Director** at any time, notwithstanding that the period of appointment of the Alternative Director has not expired and terminates in any event if the appointing Director vacates office as a Director
- 9.9 An appointment or its termination must be effected by **a notice in writing** signed by the Director who makes or made the appointment and served on the National Board of Directors of the Association.

9.10 The **notice** of appointment or termination of appointment of an Alternate Director may be served on the National Board of Directors of the Association by leaving it at the registered office or by forwarding it by facsimile transmission to the registered office

9.11 The National Board of Directors shall:

9.11.1 collectively and by sharing responsibility, diligently manage the affairs of BHA and implement and act upon the decisions made the National Council,

9.11.2 be collectively responsible for developing policies and long and short term strategic planning for BHA to achieve its goals, and advise Branches of such activities and decisions,

Amended 10/10/2010

9.11.3 exercise all powers vested in BHA,

9.11.4 maintain an awareness of the concerns of all Branches.

Amended 10/10/2010

10. REPRESENTATIVES AND COMMITTEES

10.1 The National Council may appoint or elect, as necessary, any members of BHA to hold positions as BHA representatives to other national committees or organizations. Such representatives will take direction from and report to, BHA members through the appropriate Vice President.

10.2 The terms and conditions of calling for nominations and methods of conducting the elections shall be according to the By-Laws.

10.3 BHA National Representatives shall hold office until election at the next succeeding Annual General Meeting or until successors are appointed.

10.4 The National President and National Vice President Administration shall be ex-officio members of all committees appointed by the National Council.

11. PATRON

The National Council may appoint a person to be a Patron of BHA.

12. FINANCE

12.1 The financial year of Better Hearing Australia Inc. shall be from 1st July in one year to the 30th June in the following year.

12.2 Every Branch shall pay to BHA a uniform per capita fee based on the total number of individual Members of all categories as at June 30 each year.

12.3 If a Branch invites the National President or a member of the National Board of Directors to visit the Branch for any purpose, then that Branch must pay both the travel and accommodation expenses of the National visitor(s).

13. USE OF ASSETS AND INCOME

- 13.1 All assets and income of BHA shall be applied solely towards the furtherance of its Objects.
- 13.2 No portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise to members of the National Council
- 13.3 Payment may be made for services rendered to, or expenses actually incurred on behalf of the National Council

14. PUBLIC OFFICER

- 14.1 The National Council shall appoint a member as Public Officer as prescribed by the Act.
- 14.2 The Public Officer shall carry out the necessary responsibilities on behalf of BHA as prescribed by the Act.

15. BY-LAWS

The National Council to have power to:

- 15.1 Make By-Laws, not inconsistent with this Constitution, for the efficient working of BHA.
- 15.2 Alter, amend and rescind By-Laws.

16 ALTERATION OF CONSTITUTION

- 16.1 The National Council may amend, alter or repeal the Constitution at an Annual General Meeting or at a Special General Meeting.

- 16.2 Any motion to adopt a new Constitution, or amend, alter, or repeal all or any part of the Constitution shall be passed by at least two-thirds majority of National Council members present and voting.

- 16.3 At least (60) days prior to an Annual General Meeting, written notice shall be given by the National Vice President Administration of any motion to change the Constitution.

17. DISSOLUTION

- 17.1 The National Council in a manner provided for in the Act may dissolve BHA. At least sixty (60) days notice in writing specifying this intention shall be given to individual members.

- 17.2 The resolution shall be passed by not less than a three-fourths majority of its individual members.

- 17.3 Upon dissolution, surplus assets and funds shall:

- 17.3.1 Not be distributed to members of BHA.

- 17.3.2 Be distributed to a suitable charitable organization, or organizations which prohibits distribution of its funds to members and which has been approved under Section 78 (1) (a) of the Income Tax Assessment Act.