



CONSTITUTION

Of

Parenteral Nutrition Down Under Inc.
(PNDU)

2nd, August 2016

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Part 1 – Preliminary

1. Name and Objectives

- (1) The name of the incorporated association is *Parenteral Nutrition Down Under Inc.* (the “Association”).
- (2) The Association reserves the right to use the abbreviation “PNDU Inc.” or “PNDU” in all acts, announcements, publications and other documents issued by, or on the authority of the association where it is legally permitted to do so.
- (3) The objectives of the Association are:
 - a. To support Australian and New Zealand patients receiving home parenteral nutrition for intestinal failure (also known as consumers) and/or their families and carers, with a focus on education, advocacy and increasing awareness.
 - b. To exchange experience and knowledge of how others cope with intestinal failure and home parenteral nutrition in everyday life.
 - c. To support and/or sponsor research and other activities to ensure the highest quality treatment options for those receiving home parenteral nutrition.
 - d. To work with health professionals, organisations and like-minded persons to achieve these goals.

Part 2 - Membership

2. Membership generally

- (1) A person is eligible to be a member of the Association if:
 - (a) the person is a natural person, an incorporated entity or association, and
 - (b) the person has been nominated and approved for membership of the Association in accordance with clause 3.
- (2) A person is taken to be a Member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6 (1) (a) of the Act was made.
- (3) Membership of the Association shall fall into the following categories:
 - (a) Australian and New Zealand home parenteral nutrition consumers/carers past and present ("**ANZ Members**") who shall have full voting rights at general meetings of the Association;
 - (b) Associate members being interested individuals and international home parenteral nutrition consumers/carers ("**Associate Members**") who shall have no voting rights at general meetings of the Association, except where an Associate Member is an Eligible Voting Member; and
 - (b) Corporate entities or associations in the health and medical sectors ("**Corporate Members**") who shall have no voting rights at general meetings of the Association.

3. Nomination for membership

- (1) Nomination of a person for membership of the Association:
 - (a) may be made by an ANZ Member; or
 - (b) may be self directed; andmade in writing in the form set out in Appendix 1 to this constitution or via electronic form and must be lodged with the Secretary of the Association.
- (2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Committee makes that determination, the Secretary must:
 - (a) notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable), and
 - (b) (subject to timely payment of any applicable registration fees) enter or cause to be entered 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. Cessation of membership

A person ceases to be a Member of the Association if the person:

- (a) dies, or

- (b) resigns membership, or
- (c) is expelled from the Association, or
- (d) at the discretion of the Committee, suffers a change of more than 50% shareholding (in the case of Corporate Members).

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

- (1) A Member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- (2) If a Member of the Association ceases to be a Member under subclause (1), and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

7. Register of Members

- (1) The Secretary of the Association must establish and maintain a register of Members of the Association specifying the name and postal or residential address of each person who is a Member of the Association together with the date on which the person became a Member.
- (2) The register of Members must be kept in New South Wales:
 - (a) at the main premises of the Association, or
 - (b) if the Association has no premises, at the Association's official address.
- (3) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

- (1) A Member of the Association may, on admission to membership, pay to the Association a fee of \$1 or, if some other amount as determined by the Committee, that other amount.
- (2) In addition, a Member may elect, at their sole discretion, to make a donation to the Association annually.

- (3) Members may be required to confirm the subscription to membership from time to time, and failure to do so may result in cancellation of the membership, at the reasonable discretion of the Committee.

9. Members' liabilities

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association as required by clause 8 (1).

10. Resolution of disputes

- (1) A dispute between a Member and another Member (in their capacity as Members) of the Association, or a dispute between a Member or Members and the Association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11. Disciplining of members

- (1) A complaint may be made to the Committee by any person that a Member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has willfully acted in a manner prejudicial to the interests of the Association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the Member concerned, and
 - (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (4) The Committee may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's right of appeal under clause 12.

- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the later.

12. Right of appeal of disciplined Member

- (1) A Member may appeal to the Association in a general meeting against a resolution of the Committee under clause 11, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Member under subclause (1), the Secretary must notify the Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 3 - The Committee

13. Powers of the Committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Committee:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

14. Composition and membership of Committee

- (1) The Committee is to consist of:
 - (a) the office-bearers of the Association, and
 - (b) up to 3 Ordinary Committee Members,
elected at the annual general meeting of the Association under clause 15.
- (2) The total number of Committee Members may be up to 8 (but must have a minimum of 4) and ideally include at least one ANZ Member who is based or residing in New Zealand and at least one ANZ Member who is based or residing in Australia.
- (3) The office-bearers of the Association are as follows:
 - (a) the President,
 - (b) the Vice-President,
 - (c) the Treasurer,
 - (d) the Secretary,
 - (e) the Public Officer
- (4) A Committee Member may hold up to 2 offices.
- (5) To be eligible to hold office in the Committee, a person must:
 - (a) be an ANZ Member; or
 - (b) be an Associate Member having received the highest number of and at least sixty per cent (60%) of votes for that specific office; and
 - (c) have been an active member of PNDU's email forum for a minimum period of three (3) months.
- (6) Each Committee Member is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the Committee Member's election, but is eligible for re-election.

15. Election of members

- (1) Nominations of candidates for election as office-bearers of the Association or as Ordinary Committee Members:
 - (a) must be made in writing, signed by ANZ or Associate Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and Ordinary Committee Members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an Ordinary Committee Member of the Association must be a Member of the Association.

16. Responsibilities of the Committee Members

The responsibilities of the office-bearers shall be set out in role descriptions as approved by the Committee. The role descriptions shall be construed as a confirmation of or additional to and not derogate from any responsibilities of an office-bearer as set out in this constitution. In the event of any inconsistency, the provisions of this constitution shall prevail.

17A. Secretary

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice or confirm with the Association his or her address.
- (2) It is the duty of the Secretary to keep:
 - (a) a register of members and members' details in accordance with clause 7 of the constitution
 - (b) minutes of all appointments of office-bearers and of the Committee Members,
 - (b) minutes of the names of the Committee Members present at a Committee meeting or a general meeting, and
 - (c) minutes all proceedings at Committee meetings and general meetings.

- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The duties of the Secretary may be delegated in writing, as deemed appropriate by the Committee.

17B. Treasurer

It is the duty of the Treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

18. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint an eligible Member of the Association to fill the vacancy and the Member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a Committee Member occurs if the Member:
 - (a) dies, or
 - (b) ceases to be a Member of the Association, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19. Removal of Committee Members

- (1) The Association in a general meeting may by resolution remove any Committee Member from the office of Committee Member before the expiration of the Committee Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Committee Member so removed.

- (2) If a Committee Member to whom a proposed resolution referred to in subclause (1) makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each Member of the Association. If the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Committee meetings and quorum

- (1) The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any Committee Member.
- (3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each Committee Member at least 48 hours (or such other period as may be unanimously agreed on by the Committee Members) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 Committee Members constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week or as otherwise determined by the Committee Members in the period 3 weeks following the meeting.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
 - (a) the President or, in the President's absence, the Vice-President is to preside, or
 - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining Committee Members as may be chosen by the Committee Members present at the meeting is to preside.

21. Delegation by Committee to sub-committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member or Members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:

- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause 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 clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
 - (4) Despite any delegation under this clause, the Committee 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 clause has the same force and effect as it would have if it had been done or suffered by the Committee.
 - (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
 - (7) A sub-committee may meet and adjourn as it thinks proper.

22. Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of Committee Members or sub-committee present at the meeting or by proxy.
- (2) Each Committee Member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Committee Member or sub-committee.

Part 4 - General meetings

23. Annual General Meetings - holding of

- (1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Association must hold its annual general meetings:
 - (a) within 6 months after the close of the Association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and Ordinary Committee Members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25. Special general meetings - calling of

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee must, on the requisition in writing of at least 5 per cent of the total number of Members, convene a special general meeting of the Association.
- (3) A requisition of Members for a special 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 one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a Member or Members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

26. 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, give a notice to each Member 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, cause notice to be given to each Member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing 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.

27. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Three Eligible Voting Members present constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of Members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the 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.

28. Presiding Member

- (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

29. Adjournment

- (1) The chairperson of 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 is to 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 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 subclauses (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.

30. Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands,
 - (b) election communicated by electronic means,
 - (c) election communicated verbally or
 - (b) if on the motion of the chairperson or if 5 or more Members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson 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.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

31. Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

32. Voting

- (1) On any question arising at a general meeting of the Association only Eligible Voting Members shall be entitled to vote and shall each have one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) An Eligible Voting Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the Eligible Voting Member (if any) to the Association has been paid.

- (4) An Eligible Voting Member is not entitled to vote at any general meeting of the Association if the Member is under 18 years of age.

33. Proxy votes permitted

Proxy voting may be undertaken at or in respect of a general meeting and an annual general meeting.

34. Postal ballots

- (1) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

35. Insurance

The Association may effect and maintain insurance.

36. Funds - source

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of Members (if any), donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- (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 or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

37. Funds - management

- (1) Subject to any resolution passed by the Association in a general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Association, being Members or employees authorised to do so by the Committee.

38. Change of name, objects and constitution

An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Committee Member.

39. Custody of books etc

Except as otherwise provided by this constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

40. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by an ANZ Member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association,
 - (b) this constitution,
 - (c) minutes of all Committee meetings and general meetings of the Association.
- (2) A Member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a reasonable fee of not more than \$1 for each page copied.

41. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42. Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

43. Electronic Communications

In this constitution, any reference to:

- (a) provision of notice or other communication in writing includes writing in electronic form;
- (b) communication or notice by mail shall include e-mail or mail sent by electronic means;
- (c) meetings of the Association, including annual general meetings includes meetings conducted by electronic means such as audio or video meetings; and
- (d) votes, polling or ballots includes voting, polling or ballots conducted or communicated by electronic means.

44. Dissolution

In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

45. *Winding up or DGR Revocation*

If the Association is wound up or endorsement as a deductible gift recipient (if attained) is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another patient support organisation to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the Association
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association
- (c) money received by the organisation because of such gifts and contributions.

Part 5 – Definitions and Interpretation

46. Definitions

In this constitution:

Committee means the office-bearers of the Association and any Ordinary Committee Member(s) who hold the powers and responsibilities set out in Part 3 of the Constitution.

Committee Member means an office-bearer of the Association (as set out in clause 14(3)) or an Ordinary Committee Member.

Director-General means the Director-General of the Department of Services, Technology and Administration.

Eligible Voting Member means:

- a) an ANZ member; or
- b) an Associate Member who has been duly elected a Committee Member under clause 14(5).

Member means an ANZ Member, an Associate Member or a Corporate Member.

Ordinary Committee Member means a member of the Committee who is not an office-bearer of the Association.

PNDU means Parenteral Nutrition Down Under Inc.

special general meeting means a general meeting of the Association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

47. Interpretation

In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (c) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Parenteral Nutrition Down Under Inc. (“PNDU” or “the Association”)

(incorporated under the *Associations Incorporation Act 2009*)

Name:Email:.....

Address:Postcode:.....

Country: Contact Number:

Membership Category (please mark one below):

- a) ___ **ANZ Member** (Aust. and NZ HPN consumers/carers past and present)
- b) ___ **Associate Member** (Interested individuals, international PN consumers/carers)
- c) ___ **Corporate Member** (Corporate entities or associations in the health and medical sectors)

My nomination for membership is (mark below):

- a) ___ Self directed (nomination to be seconded by a PNDU Member): OR
- b) ___ Proposed by (pls provide name), an ANZ or Associate Member of the Association.

Please check boxes below (required for approval of application):

- I hereby apply to become a Member of the above named incorporated Association. In the event of my admission as a Member, I agree to be bound by the constitution and rules of the Association for the time being in force and have read, accept and agree to abide by the Association's Privacy Policy (available at www.pndu.org).
- I agree and acknowledge that my participation, involvement or volunteer work in any activities or discussions conducted by the Association will be at my sole risk and hereby release and hold harmless the Association its successors, and each of the directors, officers, employees and agents from any and all liability, claims and demands of whatever kind (including personal injury, death or property damage), in law and in equity which may arise from my involvement with the Association.

.Date: Signature of Applicant.....

For ANZ applicants only, please see below:

- I wish to be added onto the **PNDU's private email forum and/or closed Facebook group**. [*please delete one, if appropriate*] I understand that I can request to be removed from the forum(s) at any time. I understand that any personal information shared by any Member on the PNDU private email forum(s) is not to be shared outside the forum(s) without the express consent of the individual concerned. I agree to behave with common courtesy and respect the privacy of all other forum Members. I understand and accept that the Association does not accept any liability for breaches of privacy or any other damage arising from my use of the forum(s).

Your personal information is strictly confidential and only used to add you to our membership database. We store your information in hardcopy or electronically or both. Access to your information is strictly limited to the PNDU Committee or a delegated sub-committee and will not be passed on to any other organisation or individual. You can access or correct your personal information by contacting us on contactpndu@gmail.com. Please be aware that for security reasons we require any detail change in writing.