

napwha national association of
people with HIV australia

RULES as at November 2014

NATIONAL ASSOCIATION OF PEOPLE WITH HIV AUSTRALIA

RULES

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PART I – PRELIMINARY

1. NAME

The name of the incorporated association is the National association of people with HIV Australia Incorporated, abbreviated in these rules as NAPWHA.

2. INTERPRETATION

(1) In these rules, unless a contrary intention appears:

- (a) “HIV/AIDS” means the Human Immunodeficiency Virus / Acquired Immune Deficiency Syndrome;
- (b) Full Member means one PLWH/A organisation from each Australian State and Territory, each to exercise two votes at general meetings, with the ability to nominate and vote for PLWHA to sit on the Board of directors;

Associate Member means any other positive organisation, group or individual, no voting rights at general meetings, with the ability to nominate PLWHA to sit on the Board of directors; and

Affiliate Member means any organisation, group or individual regardless of sero-status, no voting rights, to be charged a subscription to cover the cost of mail outs.

Special Member means a PLWHA from a state where there is no recognised PLWH/A organisation to ensure representation from that state until such time as a PLWHA organisation is able to be established.

Honorary Member means a non-voting PLWHA having been granted such membership by the Association in recognition of his or her significant contribution to NAPWHA.

- (c) “representative” means a person appointed by a full member organisation in accordance will rule 11;
- (d) “board of directors” means the board of directors of NAPWHA as provided by rule 16;
- (e) “general meeting” means a meeting or process of deliberation among full members as established by rule 8;

- (f) “financial year” means the year ending 30 June;
 - (g) “The Act” means the (ACT) Associations Incorporation Act 1991;
 - (h) “the Regulations” means the (ACT) Associations Incorporation Regulations.
 - (i) ‘staff representative’ means a non-voting member of the Board of Directors, to be elected annually by staff of the NAPWHA secretariat (excluding the Executive Director).
- (2) In these rules:
- (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, where the function is a power, authority or duty, a reference to exercise the power or authority or the performance of the duty.
- (3) The provisions of the (ACT) Legislation Amendment Act (2002) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

3. OBJECTS

The objects for which the Association is established are:

- (a) To advance the human rights and dignity of people with HIV/AIDS, including their right to participate in the Australian community without discrimination and their right to comprehensive and appropriate treatment, care, support and education;
- (b) To advocate on national issues concerning people with HIV/AIDS;
- (c) To assist people affected by HIV/AIDS, including by the provision of material, emotional and social support;
- (d) To encourage, assist, monitor and promote medical and scientific research into the causes, prevention and cure of HIV/AIDS; and
- (e) In furtherance of the above objects to formulate policies on these matters, and:
 - (i) To formulate policies for its members on matters concerning HIV/AIDS at a national and international level;

- (ii) To represent the community-based organisations which are its members on all matters concerning HIV/AIDS at a national and international level; and
- (iii) To collect and assess information and resources for distribution to its members.

PART II – MEMBERSHIP

4. MEMBERSHIP

(1) FULL MEMBERS

- (1) Full Membership of NAPWHA is restricted to one PLWH/A organisation from each Australian State and Territory, whether incorporated or otherwise.
- (2) It shall be a condition of admission to full membership of NAPWHA that such State or Territory PLWH/A organisation does not discriminate or restrict membership on the basis of known or perceived HIV transmission mode.
- (3) The Full Members of NAPWHA are those organisations listed in Schedule ‘A’ (where the member is incorporated) and Schedule ‘B’ (where the member is unincorporated) hereto.
- (4) Where a Full Member is a body corporate under the laws of any State or Territory in Australia, the right of membership shall be held by that body acting in its corporate capacity according to the rules of its incorporation.
- (5) Where an Full Member is an unincorporated association the right of membership shall be held jointly (and not severally) by the natural persons who are the members of that association, acting by a majority decision or in accordance with such other decision making process as shall have previously been agreed among its members and advised to the Secretary of the Board of Directors.
- (6) The members of an unincorporated association which is a Full Member shall be such persons as have been admitted as members to that association, who have not ceased to be members of that association.
- (7) A Full Member may resign by notice in writing to the Secretary of the Board of Directors.
- (8) An organisation shall cease to be an Full Member of NAPWHA if it:
 - a. resigns in accordance with the preceding sub-rule;
 - b. is dissolved either in accordance with its constitution or any relevant legislation; or

- c. is removed from membership by a special resolution of a general meeting at which the Full Member shall be given an opportunity to state why it should not be removed and its name shall thereupon be removed from the register of Full Members.

(9) If an unincorporated association ceases to be a Full Member under these rules, its members automatically cease to be co-members.

(2) SPECIAL MEMBERSHIP

(1) The position of Special Member may be granted by a vote of the Representatives of the Full Members of the Association. Special Membership may be granted to a PLWHA from a state where there is no recognised PLWH/A organisation to ensure representation from that state until such time as a PLWH/A organisation is able to be established.

(2) The Special Member shall be given voting rights at Meetings of the Representatives of the Full Members and accorded the same rights as Member Representatives.

(3) The Representatives of the Full Members of the Association shall nominate a length of appointment for the Special Member at the time of appointment, after which time their right to inclusion in meetings and voting rights shall expire unless extended by special resolution of the Representatives of the Full Members of the Association.

(3) HONORARY MEMBERSHIP

(1) Honorary Members may be elected by the Representatives of the Full Members of the Association from time to time to recognise significant contribution by a PLWHA for furthering the interests of PLWHA.

(2) Nominations shall be made by Representatives of the Full Members of the Association or Board of directors, for deliberation by the Representatives of the Full Members of the Association in General Meeting. Nominations shall be made in writing in advance of a General meeting in accordance with Rule 8 (5), and be accompanied by a brief explanation of the work or contribution of the person.

(3) The Public Officer shall maintain a register of all Honorary Members as are admitted by the Representatives of the Full Members of the Association.

(4) Honorary Members shall not have voting rights, but will be included in mail outs and generally kept up to date on the activities of NAPWHA.

(4) ASSOCIATE MEMBERSHIP

- (1) A PLWH/A organisation (other than those accepted above as Full Members) representing regional, race, sex, transmission mode or other body of PLWHA constituents may apply to become an Associate Member of NAPWHA. Associate Membership can also be applied for by an individual PLWHA.
 - (2) Associate Members shall not have voting rights.
 - (3) Associate Members shall be encouraged to attend NAPWHA general meetings and will be included in mail outs and generally kept up to date with the activities of NAPWHA.
 - (4) The decision to admit an Associate Member shall be decided by a vote of the Representatives of the Full Members of the Association. A representative of the nominating Associate Member may be invited to present the member's case for being granted membership prior to voting. The decision of the General Meeting to grant or deny Associate Membership is final.
- (5) SPECIAL BOARD OF DIRECTORS MEMBERS
- (1) The position of Special Board of directors Member may be granted by a vote of the Representatives of the Full Members of the Association. Special Board of directors membership shall be granted to provide temporary additional expertise to the Board of directors for such other purposes as the Representatives of the Full Members of the Association see fit.
 - (2) Special Board of directors Members shall be given voting rights on the Board of directors (but not in General Meeting) and accorded the same status as elected Office Bearers.
 - (3) The Representatives of the Full Members of the Association in General Meeting shall nominate a length of appointment for the Special Board of directors Member at the time of the appointment after which time their inclusion on the Board of directors and voting right shall expire unless extended by special resolution of the General Meeting.
- (6) AFFILIATE MEMBERSHIP
- (1) Any organisation, group or individual may be granted affiliate membership by a vote of the full members of the Association.
 - (2) Affiliate membership is available regardless of sero-status.

- (3) Affiliate Members shall not have voting rights at general meetings and may not nominate people for the Board of Directors.

5. FULL MEMBERS' PROCEDURES

- (1) Each Full Member shall forward to the Returning Officer, prior to choosing representatives under rules 8 and 11 or voting under rule 8, a statement confirming their respective voting representatives and the process by which the representatives were chosen.
- (2) If the Returning Officer receives a purported election or vote where there is reason to believe that the election or vote has not been arrived at by the procedures previously advised, the Returning Officer shall request the member to confirm that election or vote before accepting it as valid.

6. MEMBERSHIP FEES

- (1) A general meeting may establish, and from time to time vary, fees for admission as a member of NAPWHA or for annual renewal of membership.
- (2) Unless, and until such fees are established by a general meeting, no entrance or annual membership fees shall be payable.

7. MEMBERS' LIABILITIES

The liability of a member to contribute towards the payment of 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 rule 6

PART III – GENERAL MEETINGS

8. GENERAL MEETINGS

- (1) A general meeting consists of a process of deliberation by the full members either through representatives of each member meeting together as provided for in sub-rule (4), or through the Committee of Management (whether known by that name or not) of each Full Member, or where there is no Committee of Management by the membership of the member as a whole, meeting separately as provided for in sub-rule (5).
- (2) Each Full Member may choose either one or two representatives to attend general meetings.
- (3) The representatives from any State or Territory may collectively exercise two votes at general meetings and shall decide amongst themselves who shall hold which vote or part of a vote but in the event that they cannot so decide, the general meeting shall decide.
- (4) Representatives to general meetings shall be chosen by each Full Member organisation in accordance with its constitution, however such representatives may not currently hold a position as a NAPWHA Office Bearer.
- (5) A general meeting of representatives of Full Members may be convened for a particular time and for a particular place or by telephone and in such cases:
 - (a) 21 days written notice stating the date, time and, where applicable, place of the meeting and the business proposed to be transacted there shall be given to each member;
 - (b) all persons entitled under sub-rule (2) to participate have the right to attend either personally or by proxy;
 - (c) the quorum for such a meeting shall be one person entitled under sub-rule (2) to participate from each of half of the total number of members; and
 - (d) the vote of each person present in person or by proxy shall be cast separately but the votes cast shall be so calculated that the total number of votes cast by each full member shall be two votes. The members from each State or Territory shall decide amongst themselves how the votes will be allocated, but in the event of a dispute, the general meeting shall decide.

- (6) A general meeting may consist of deliberation by the separate Committees of Management of each full member (in accordance with its constitution) or, where there is not Committee of Management, by the membership of the member as a whole, and in such cases:
- (a) the general meeting may deliberate and resolve only upon proposals each of which is presented in 21 days in advance in writing in identical terms to each full member organisation;
 - (b) each member may cast two votes and shall transmit those votes to the Returning Officer either in writing or orally but subject to written confirmation;
 - (c) if after 7 days from the date of the meeting, a member has not transmitted its votes to the Returning Officer, that member shall be deemed to have abstained from voting;
 - (d) unless at least half of the full members cast at least one vote for or against any such proposal or actually advise the Returning Officer that they are abstaining from voting (otherwise than pursuant to sub-rule 6 (c) hereof) the general meeting shall lapse and the proposal shall not be passed, even if a majority of the votes cast are in favour of the proposal; and
 - (e) the Returning Officer shall transmit the result of the voting to all members, which result shall be the decision of the general meeting.

9. ANNUAL GENERAL MEETING

An annual financial statement for the period from 1 July to 30 June shall be prepared in accordance with any requirements of the Act and the Regulations and shall be audited and presented to a general meeting held between 1 July and 31 December in each calendar year. The consideration of this statement by the general meeting shall constitute the annual general meeting.

PART IV – MEETINGS OF THE REPRESENTATIVES OF THE FULL MEMBERS OF THE ASSOCIATION

10. REPRESENTATION

- (1) Each Full Member may choose either one or two representatives to attend general meetings in accordance with rule 11.
- (2) The representatives from any State or Territory may collectively exercise two votes at meetings of the Representatives of the Full Members of the Association and shall decide amongst themselves who shall hold which vote or part of a vote but in the event that they cannot so decide, the meeting shall decide.
- (3) Representatives of the Full Members of the Association shall be chosen by each full member organisation in accordance with its constitution, however such representatives may not currently hold a position as a NAPWHA Office Bearer.
- (4) Full Members shall choose their representatives prior to the first meeting of the Representatives of the Full Members of the Association after 1 July in each year and the representatives so chosen shall continue in office until the commencement of the first meeting of the Representatives of the Full Members of the Association held after 1 July in the succeeding year unless sooner replaced.
- (5) Any Full Member may at any time reduce the number of its representatives from two to one; replace either or both of its representatives with another and fill casual vacancies in its representation as they occur.
- (6) Each Representative of an Full Member of the Association is entitled, unless prohibited by the full members concerned, to nominate a proxy for any meeting and the proxy so nominated shall have the same powers at that meeting as the representative concerned would have had.
- (7) In choosing their representatives, Full Members are not bound to select persons who are members of their own body or of their own committees of management.
- (8) The meeting of Representatives of the Full Members of the Association may by resolution create the position of Special Board of directors member. Such Special Board of directors members shall have a voting right at Board of directors meetings. The term of the appointment of Special Board of directors members shall be set at the time of their appointment.

11. REPRESENTATIVES MEETING PROCEDURES

- (1) The date, time and place of each meeting of the Representatives of the Full Members of the Association shall be notified to each representative no later than 14 days before the date fixed.
- (2) The Meeting shall not proceed to business unless a quorum consisting of a representative of at least two thirds of full members is present in person or by proxy.
- (3) The Meeting shall, as its first item of business at each meeting, elect a chair for that meeting. The person so elected shall exercise any deliberative vote to which he or she would be otherwise entitled, but shall not have any casting vote.
- (4) Unless otherwise determined by the Meeting, voting on matters before it shall be by show of hands or if by teleconference by the number of YES votes.
- (5) Any meeting of the Representatives of the Full Members of the Association at which a quorum is not present within one hour of the starting time specified in the notice of meeting (or such longer time as the representatives present may agree) shall lapse.
- (6) Where there is a tied vote the President shall cast a deciding vote.

12. EMERGENCY RESOLUTIONS OF THE REPRESENTATIVES OF THE FULL MEMBERS OF THE ASSOCIATION

- (1) Where, in the opinion of the office bearers or of any two representatives, an emergency resolution of the Representatives of the Full Members of the Association is required on any matter and it is impossible or inexpedient to convene a meeting of the Representatives of the Full Members of the Association in sufficient time, the resolution of the Representatives of the Full Members of the Association may be sought by post or by telecommunication in accordance with the following sub-clauses.
- (2) If an emergency resolution is sought by post, a proposal in identical terms must be forwarded in writing to each representative at his or her last known address. Votes on the proposed resolution shall be addressed in writing to the Returning Officer and any representative whose vote has not been received within ten business days from the dispatch of the proposal shall be deemed to have abstained from voting.
- (3) If an emergency resolution is sought by telegram, telex, facsimile or other electronic transmission a proposal in identical terms must be forwarded by those means to each member representative at his or her last known address. Votes on the proposed resolution shall be addressed to the Returning Officer either by like

means or by telephone and any representative whose vote has not been received

within one business day from the dispatch of the proposal shall be deemed to have abstained from voting.

- (4) If an emergency resolution is sought by telephone:
 - (a) The Returning Officer shall seek to make contact by telephone with each representative;
 - (b) The Returning Officer shall read the proposal verbatim to each representative so contacted, and shall receive votes by telephone either immediately or by return call; and
 - (c) Any representative so contacted whose vote has not been received within four hours from the time of contact shall be deemed to have abstained from voting.
 - (d) But if the Returning Officer is unable to contact any representative by telephone, one of the means of transmitting the proposal covered by sub-rules (2) and (3) must be employed and the deadline for the receipt of that representative's vote shall be extended accordingly.
- (5) Subject to sub-rule (6), the votes cast in accordance with the preceding sub-rules shall be tallied by the Returning Officer and the result of those votes shall be the decision of the Representatives of the Full Members of the Association.
- (6) Unless at least one representative from at least half of the Full Members cast a vote for or against any such proposal or advises the Returning Officer that he or she is abstaining from voting, the proposal shall lapse, notwithstanding that a majority of votes cast were in favour of the proposal.
- (7) When a majority of votes have been received for or against any proposed resolution, the Returning Officer may announce the passing or rejection of the proposal, accordingly, notwithstanding that the deadline for the receipt of votes may not have expired.
- (8) The Returning Officer shall make a report of the process of voting and shall forward a signed copy to each member.
- (9) Where the Returning Officer is absent or otherwise unable to perform the duties required under this rule, the Vice-President shall perform those duties in his or her place.

13. SUSPENSION OF REPRESENTATIVES

- (1) The meeting of Representatives of the Full Members of the Association may by resolution of two-thirds of the representatives present suspend the right of any representative to attend its meetings and, in consequence, to speak or vote on matters before it, either for the remainder of that meeting or indefinitely.
- (2) A motion to suspend a representative shall have priority over any other business before the Meeting of the Representatives of the Full Members of the Association.
- (3) If the representative suspended is one of two representatives from a particular Full Member then any vote of the suspended representative shall devolve upon the remaining representative from that member for so long as the suspension remains in force, or until the representative is replaced by the member in accordance with Rule 11.
- (4) When it has indefinitely suspended any representative the Meeting of the Representatives of the Full Members of the Association shall invite the Full Member represented by him or her to replace that representative with another. If the member takes no action the suspension remains. If the member advised the Representatives of the Full Members of the Association that it wishes to retain the representative concerned and requests that the suspension be lifted.
 - (a) The Representatives of the Full Members of the Association shall consider that request as the first item of business at its their meeting;
 - (b) The Representatives of the Full Members of the Association shall give consideration to any statement made in the name of the member and on behalf of the suspended representative; and
 - (c) In voting on the question, any vote to which the suspended Representative would otherwise have been entitled to exercise shall be deemed to have been exercised in favour of lifting the suspension.

14. WORKING GROUPS AND AUXILIARIES

The Representatives of the Full Members of the Association or Board of directors may establish working groups or auxiliaries and confer on them such structure, functions and powers as it sees fit.

PART V – BOARD OF DIRECTORS & OFFICE BEARERS

15. BOARD OF DIRECTORS

- (1) The NAPWHA Board of directors, subject to the Act, the Regulations, these Rules, and to any resolutions passed by the Association in general meeting:
 - (a) shall control and manage the affairs of the Association in between Annual General meetings;
 - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting; and
 - (c) has the power to perform all such acts and do all such things as appear to the Board of directors to be necessary or desirable for the proper management of the affairs of the Association.

- (2) The Board of directors of the Association shall consist of:
 - (a) the elected office-bearers of the Association;
 - (b) any Special directors that may be elected by the Representatives of the Full Members of the Association in General Meeting to serve on the Board of directors from time to time;
 - (c) the Executive Director, who shall participate in an ex-officio capacity; and
 - (d) a non-voting representative of NAPWHA staff.

16. ELECTION OF OFFICE BEARERS AND STAFF REPRESENTATIVE

- (1) The office-bearers of the Association shall be:
 - (a) The President;
 - (b) The Vice-President; and
 - (c) Secretary/Treasurer; and
 - (d) Five directors

- (2) Elections for office-bearers

- (1) Eligibility: To be eligible for election to the position of NAPWHA office bearer a person must be a positive member of a State or Territory PLWH/A or HIV organisation recognised by NAPWHA or currently be a Special Member who is collaborating or involved with PLWHA within that jurisdiction.
- (2) Nominations: Shall be in writing, advised by post, by electronic mail, by hand or by fax addressed to the Returning Officer at the NAPWHA office and must state the names of two persons as nominators (who must also be members of a State or Territory PLWH/A or HIV organisation recognised by NAPWHA). Nominations should be accompanied by a personal profile written by the person being nominated, not exceeding 2 pages in length.
- (3) Calling of Nominations: A notice calling for nominations for election as NAPWHA office bearers shall be sent at the same time, or prior to the notice of the annual general meeting (6 weeks before AGM).
- (4) Close of Nominations: Nominations shall close at or prior to 5pm 4 weeks before the date of the annual general meeting, for those specific Board member positions whose term is concluding.
- (5) Returning Officer: The Board of directors shall appoint a person to be returning officer for the election of office bearers.
- (6) Election: Office bearers are elected by secret ballot conducted at or prior to the annual general meeting (by vote of Representatives of the Full Members of the Association).

Following resolution carried by vote of the Representatives of the Full Members of the Association to provide for two-year and staggered terms for office-bearers, the election arrangements are set specifically as follows:

- (a) At the election for office-bearers prior to the **Annual General Meeting of 2015** the president, secretary/treasurer and two directors be elected for **two-year terms** to be served from the date of election until the date at which elections for these same positions are scheduled for 2017;
- (b) At the election for office-bearers prior to the **Annual General Meeting of 2015** the vice-president and three directors be elected for a **one-year term** to be served from the date of election until the date for Board elections in 2016;
- (c) At the election for office-bearers prior to the **Annual General Meeting of 2016** the vice-president and three directors referred to in (b) conclude their terms and a vice-president and three directors be elected for a **two year term** to

be served from the date of election until the date at which their terms are concluded in 2018.

From 2016 onwards, the Election for Office – Bearers will continue to be held to reflect the staggered arrangements for Director positions for two year terms, as initiated in 2015 and ongoing.

- (7) Casual Vacancies: Are filled by vote of the NAPWHA Representatives of the Full Members of the Association (rule 17). The process for calling of nominations to fill a casual vacancy shall be as for the election of office bearers at an annual general meeting. When nominations have closed, a ballot of Representatives of the Full Members of the Association shall be conducted by post, or electronic mail, in accordance with rule 13 (2).
- (8) Resignation as Representative of a Full Member of the Association: Any office bearer who, at the time of his/her election to office is also currently serving as a representative of a Full Member shall immediately resign their representative position.
- (3) Office bearers are eligible for re-election.
- (4) In the event of a vacancy in the position of office bearer, such vacancy shall be filled by the Representatives of the Full Members of the Association as they see fit.
- (5) The Representatives of the Full Members of the Association may delegate such powers to the office bearers, either individually or collectively, as it sees fit, subject to these rules and the Act and Regulations.
- (6) Special Board of directors Members elected by the Representatives of the Full Members of the Association shall hold the same rights (including voting rights on the Board of directors) as office bearers.
- (7) The Staff representative shall be elected annually by staff of the NAPWHA secretariat (excluding the Executive Director) and shall participate in meetings of the NAPWHA Board of directors but shall have no voting rights.
- (8) For discussion of certain matters during meetings the Board of directors may deem it appropriate for the Staff representative to be excluded and in such circumstances the Staff representative shall be excluded by majority decision of those present and entitled to vote at the meeting.

17. QUORUM, VOTING & DECISIONS

- (1) Meetings of the Board of directors may be convened by any member of the Board of directors.
- (2) Any four members of the Board of directors (including Special Board of directors Members but not staff representatives) shall constitute a quorum for the transaction of the business of a meeting of the Board of directors.
- (3) Questions arising at a meeting of the Board of directors shall be determined by a majority of the votes of those present and entitled to vote at the meeting.
- (4) Each director present at a meeting of the Board of directors (including the person presiding but not including the staff representative) shall be entitled to one vote and in the event of an equality of votes on any question the question shall be resolved in the negative.
- (5) Any act or thing suffered, or purported to have been done or suffered, by the Board of directors is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board of directors.

18. REMOVAL OF BOARD OF DIRECTORS MEMBERS

- (a) The Association in general meeting may by resolution, subject to section 50 of the Act, remove any member from the position of office bearer and member of the Board of directors or Special Board of directors Member before the expiration of the member's term of office.

PART VI – MISCELLANEOUS

19. PUBLIC OFFICER

The Representatives of the Full Members of the Association or Board of directors shall appoint a person resident in the Australian Capital Territory as the Public Officer of NAPWHA who shall perform the duties of the position as required under the Act, the Regulations, and these rules.

20. AUDITOR

The Representatives of the Full members of the Association shall appoint a registered auditor as auditor of NAPWHA who shall hold that position until the end of June next following his or her appointment, unless sooner replaced.

21. FUNDS-SOURCE

- (1) The funds of the Association shall be derived from private and corporate donations, from government grants and, subject to any resolution passed by the Association in general meeting and subject to section 114 of the Act, such other sources as the Board of directors determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deductions to the Association's bank account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

22. FUNDS MANAGEMENT

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board of directors determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 persons authorised to do so by the Board of directors.

23. ALTERATIONS OF OBJECT AND RULES

Neither the objects of the Association referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

24. COMMON SEAL

- (1) The Common Seal of the Association shall be kept in the custody of the NAPWHA offices.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Board of directors and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board of directors or of one member of the Board of directors and the Executive Director.

25. CUSTODY OF BOOKS

Subject to the Act, the Regulations and these rules, the Public Officer shall keep in his or her control all records and other documents relating to the Association.

26. INSPECTION OF BOOKS

The records, books and other documents of the Association shall be open to inspection at a place in the Australian Capital Territory, free of charge, by a member of the Association at any reasonable hour.

27. SERVICE OF NOTICES

- (1) Documents required under these rules to be forwarded to members may be sent by prepaid post or by telegram, telex, facsimile or other electronic copy transmission to the address provided by each member for the purpose.
- (2) Documents required under these rules to be forwarded to the Public Officer may be sent by similar means to the NAPWHA office or, if there is no office, to the address of the Public Officer.
- (3) Where documents are sent by post in accordance with the preceding sub-clauses they shall be deemed, unless the contrary is proved to have been received on the

fifth business day following dispatch.

- (4) Where documents are transmitted by electronic means in accordance with sub-clauses (1) and (2) they shall be deemed, unless the contrary is proved to have been received on the first business day following dispatch.

28. SURPLUS PROPERTY

- (1) At the first general meeting of the Association, the Association shall pass a special resolution nominating:
 - (a) another association for the purpose of paragraph 92 (1) (a) of the Act; or
 - (b) a fund, society or institution for the purpose of paragraph 92 (1) (b) of the Act in which it is to vest surplus property in the event of dissolution or winding up of the Association. An Association nominated under paragraph (1) (a) must fulfil the requirement specified in subsection 92 (2) of the Act.
- (2) In the event of dissolution or winding up of the Association any surplus funds donated to the Association under its Deductible Gift Recipient status must pass to another association endorsed as a Deductible Gift Recipient.

SCHEDULE ‘A’

Incorporated Constituent Organisations

Positive Life (NSW) Incorporated
Positive Life (SA) Incorporated
Living Positive (VIC) Incorporated
Queensland Positive People Incorporated

SCHEDULE ‘B’

Unincorporated Constituent Organisations

Positive Living (ACT)
Positive Forum Representatives (WA)
PLHIV (TAS)
PLHIV (NT)

SCHEDULE ‘C’

Associate Members

Positive Women (Victoria)
Straight Arrows (Victoria)
Body Positive (New Zealand)
Positive Aboriginal and Torres Strait Islander Network (PATSIN)
POZHET (The Heterosexual HIV/AIDS Service NSW)