

## **Keratoconus Australia Inc**

**A0039546H**

**ABN 80 683 325 208**

## **Statement of Purposes and Rules**

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Reference Lorrelle Mandaru

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# Keratoconus Australia Inc

*Associations Incorporation Act 1981*

## Statement of Purposes

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### 1 Purposes

The purposes of Keratoconus Australia Inc (**Association**) are to prevent and control the eye disease, keratoconus, and visual impairment caused by keratoconus, by, without limitation:

- (1) raising the awareness and understanding in the medical, optometric and general community of keratoconus, its signs, symptoms and effects;
- (2) promoting research into the causes, prevention and control of keratoconus; and
- (3) as incidental activities, acting as a representative body on behalf of people with keratoconus and providing, where necessary, counselling, support and referrals to the people with keratoconus and their families.

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### 2 Powers

For the purpose of carrying out the Association's purposes, the Association may:

- (a) raise funds and invite and receive contributions, grants, distributions of income or capital, gifts (by will or otherwise), subscriptions, fees, loans and deposits from any person;
- (b) provide funds or other material benefits by way of grant or otherwise to further the Association's purposes;
- (c) accept and undertake full or partial trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration in respect of the trusteeship, administration and management;
- (d) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges that are required for the purposes of, or capable of being conveniently used in connection with, the Association's purposes. However, if the Association takes or holds any property which is subject to a trust, the Association may only deal with that property in the manner allowed by law having regard to that trust;
- (e) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;

- (f) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes within the Association's purposes;
- (g) construct, improve, maintain, develop, work, manage and control real or personal property and enter into contracts and agreements;
- (h) appoint a person as the Association's attorney or agent with the powers (including the power to sub-delegate) and on the terms the Association thinks fit, and procure registration or recognition of the Association in any other country or place;
- (i) enter into any arrangement with any government or authority that seems conducive to the Association's purposes, obtain from any government or authority any right, privilege or concession that the Association thinks it desirable to obtain, and carry out, exercise and comply with any of those arrangements, rights, privileges and concessions;
- (j) engage, dismiss or suspend any employee, agent, contractor or professional person;
- (k) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the Association's property (both present and future) and purchase, redeem or pay off those securities;
- (l) spend money and do all other things that it considers desirable to promote the Association's purposes;
- (m) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (n) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
- (o) accept any gift of property, whether subject to any special trust or not, for the Association's purposes, but subject to the provisions in clause 2(d) relating to trusts (if applicable);
- (p) take any steps by personal or written appeals, public meetings or otherwise, that the Association considers expedient to procure contributions to the Association's funds, by way of donations, gifts (by will or otherwise), grants, sponsorships, subscriptions, fees or otherwise;
- (q) appoint patrons of the Association;
- (r) make donations for charitable purposes;
- (s) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;
- (t) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and
- (u) do all other things that are incidental or conducive to attaining the Association's purposes.

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# Keratoconus Australia Inc

## *Associations Incorporation Act 1981*

### Rules

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#### 1 Name

The name of the incorporated association is Keratoconus Australia Inc (**Association**).

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#### 2 Definitions and interpretation

##### 2.1 Definitions

In these rules:

**Act** means the *Associations Incorporation Act 1981* (Vic.);

**Annual Subscription** is the fee payable under rule 4.2;

**Association Regulations** mean any regulations made by the Committee under rule 20;

**Body** means a company, body corporate, trust, unincorporated association, unincorporated entity or partnership;

**Business Day** means any day excluding a Saturday, Sunday and public holiday in Victoria;

**Chair** means the chairperson of the relevant meeting;

**Committee** means the committee of management of Association under rule 9;

**Entrance Fee** is the fee payable under rule 4.1;

**Financial Year** means the period of 12 months ending on 30 June in each year;

**Gift Fund** means the fund established by the Association pursuant to rule 23;

**ITAA 97** means the Income Tax Assessment Act 1997;

**Member** means a member of the Association;

**Membership** means the status of being a member of the Association;

**Officer** has the meaning given in rule 9.2(e), but for the purposes of rule 19 only, means:

(a) any member of the Committee; and

(b) any other person the Committee determines from time to time;

**Public Officer** means the person occupying the office of public officer of Association under the Act;

**Register of Members** means the register kept by the Secretary under rule 3.1;

**Registered Office** means the registered office of the Association maintained in accordance with the Act;

**Regulations** means regulations made under the Act;

**Secretary** means the secretary of the Association from time to time;

**Statement of Purposes** means the statement of the purposes of Association under section 21(1) of the Act; and

**Subcommittee** means a subcommittee of the Committee established under rule 11.

## 2.2 Interpretation

- (a) a word or expression in the singular includes the plural, and the plural includes the singular;
- (b) headings are for convenience only and do not affect the interpretation of these rules;
- (c) if a word or phrase is defined, other grammatical forms of that word or phrase have corresponding meanings;
- (d) a reference to one gender includes all genders;
- (e) a reference to legislation, a regulation or a standard includes:
  - (1) any subordinate legislation made under legislation; and
  - (2) any modification or replacement of the legislation, regulation or standard or of any subordinate legislation made under legislation;
- (f) a reference to these rules or the Statement of Purposes, or to a provision of these rules or the Statement of Purposes, includes any modification or replacement of them;
- (g) a Member is to be taken to be present in person at a general meeting if the member is present in person or by proxy;
- (h) a reference to a Body which is a Member includes a reference to any Body that:
  - (1) is the successor in title to; or
  - (2) takes over the majority of the functions and responsibilities of, that Member;
- (i) where the approval of the Committee is required under these rules or an act matter or thing is subject to the approval or determination of the Committee under these rules, then unless otherwise expressly stated in these rules, that approval or determination can be withheld or made by the Committee as it sees fit in its absolute discretion, and the Committee is entitled to make its approval or determination subject to any condition as it sees fit in its absolute discretion;
- (j) when introducing an item or a list of items, the use of the word ‘including’ or ‘includes’ does not limit the meaning of the words to which the list relates to those items, or to items of a similar kind; and

- (k) where a power is granted to a person or an office, unless express provision is made to the contrary in the Act, the Regulations, these rules or the Association Regulations, that power may be exercised by that person or the person occupying that office:
  - (1) at any time; and
  - (2) from time to time.

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## 3 Membership

### 3.1 Application for membership

- (a) Any person who applies and is approved for membership as provided in these rules is eligible to become a Member on payment of the Entrance Fee and Annual Subscription (if any) payable under these rules.
- (b) An application of a person for Membership:
  - (1) must be made in the form set out in Appendix 1 or any other form approved by the Committee; and
  - (2) may be:
    - (A) made in writing and lodged with the Secretary; or
    - (B) made using an online membership form available from the Association's website and lodged electronically.
- (c) As soon as is practicable after the receipt of an application, the Secretary must refer the application to the Committee or any Subcommittee formed to consider Membership applications.
- (d) The Committee (or Subcommittee) must consider the application and advise the Secretary whether the application has been approved or rejected.
- (e) The Secretary must notify the applicant of the decision of the Committee. The Committee need not give any reason for rejecting an application.
- (f) The Secretary must, upon payment of the Entrance Fee and Annual Subscription (if any), enter the Member's name in the Register of Members.
- (g) A right, privilege, or obligation of a person by reason of that person's Membership:
  - (1) is not capable of being transferred or transmitted to another person;
  - (2) terminates upon the cessation of that person's Membership whether by death or resignation or otherwise.

### 3.2 Register of Members

- (a) The Committee must keep a Register of Members in which must be entered the full name, address and date of entry of the name of each Member.

- (b) The Register of Members must be available for inspection by Members at the Registered Office on giving reasonable notice to the Committee.
- (c) The Register of Members may be kept in any manner or form the Committee thinks fit, so long as it is readily convertible to written or printed form.
- (d) All persons may treat the Register of Members as complete and accurate. Nothing done in good faith based on the completeness and accuracy of the Register of Members will be rendered ineffective, void or voidable by any subsequently discovered omission from, or inaccuracy in, the Register of Members.

### **3.3 Termination of Membership**

A person immediately ceases to be a Member if the person:

- (a) dies;
- (b) resigns as a Member by giving written notice to the Secretary;
- (c) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
- (d) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- (e) is expelled under rule 3.4; or
- (f) becomes, if the Committee so decides in their absolute discretion, an untraceable Member because the person has ceased to reside at, attend or otherwise communicate with his or her address on the Register of Members.

### **3.4 Expulsion**

- (a) The Committee may by resolution expel a Member from the Association if, in their absolute discretion, they decide it is not in the interests of the Association for the person to remain a Member.
- (b) If the Committee intends to propose a resolution under rule 3.4(a), at least 2 weeks before the meeting at which the resolution is to be proposed, they must give the Member written notice:
  - (1) stating the date, place and time of the meeting;
  - (2) setting out the intended resolution and the grounds on which it is based; and
  - (3) informing the Member that he or she or a representative may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

### **3.5 Grievance procedure**

- (a) Any dispute under these rules between a member and another member or between a member and the Association must, unless the parties otherwise agree, be dealt with by the procedure in this rule 3.5.

- (b) Any party to a dispute between Members, may refer the dispute to the Committee for determination or mediation.
- (c) The Committee may, subject to paragraph (e) below, act as a mediator or may appoint a third party as a mediator.
- (d) If there is a dispute between the Association and a Member, either party may require the dispute be referred to mediation.
- (e) The mediator must be:
  - (1) a person chosen by agreement between the parties to the dispute; or
  - (2) in the absence of agreement within 14 days of a party requiring mediation;
    - (A) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
    - (B) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (f) A Member can be a mediator.
- (g) The mediator cannot be a party to the dispute.
- (h) Any party to a dispute may appoint any person to act on behalf of that party in the process of determination by the Committee or mediation.
- (i) The Committee, in determining the dispute (if requested under rule 3.5(b)) or a mediator, in conducting the mediation, must:
  - (1) give the parties to the dispute every reasonable opportunity to be heard; and
  - (2) allow due consideration by all parties of any written statement submitted by a party; and
  - (3) ensure that natural justice is accorded to the parties to the dispute throughout the process.
- (j) If the mediation process does not result in the dispute being resolved, within a reasonable time as decided by the mediator, or failing this decision, within 2 months of the party requiring mediation, any party to the dispute may seek to resolve the dispute in accordance with the Act or otherwise at law.
- (k) A determination made by the Committee under this rule is final and binding on all parties to the dispute.

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## **4 Entrance Fee, Annual Subscription and financial Members**

### **4.1 Entrance Fee**

The Entrance Fee is the amount determined from time to time by the Committee, but at the date of adoption of these rules there is no Entrance Fee amount..



## **4.2 Annual Subscription**

The Annual Subscription is the amount determined from time to time by the Committee, but at the date of adoption of these rules there is no Annual Subscription amount.

## **4.3 Members**

The Committee may determine different Entrance Fees and Annual Subscriptions for individual Members and Members who are organisations, body corporates or companies.

## **4.4 Financial Member**

- (a) A Member is a financial Member of Association if:
  - (1) all money due to Association at the relevant time is paid; or
  - (2) the Committee in any specific case determines that a Member which owes money to the Association is to be regarded as a financial Member.
- (b) A Member who is not a financial Member of Association may not vote at a General Meeting.

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# **5 Annual General Meeting**

## **5.1 Generally**

- (a) The Association must in each calendar year convene an annual general meeting of the Members within 5 months of the end of the Financial Year.
- (b) The annual general meeting must be specified as such in the notice convening it.

## **5.2 Business of an annual general meeting**

- (a) The ordinary business of the annual general meeting is:
  - (1) to approve the minutes of the previous annual general meeting;
  - (2) to receive from the Committee any reports on the transactions of the Association during the preceding Financial Year, prepared for this purpose; and
  - (3) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (b) The annual general meeting may transact special business of which notice is given in accordance with these rules.

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## 6 General Meetings

### 6.1 Terminology

All general meetings (other than the annual general meeting) may be called general meetings, or special or extraordinary general meetings, as the Committee or the Members convening a meeting decide.

### 6.2 Committee convening a general meeting

The Committee may, whenever it thinks fit, convene a general meeting.

### 6.3 Members convening a general meeting

- (a) The Committee must, on the written requisition of Members representing at least 15 percent of the total number of Members entitled to vote, convene a general meeting.
- (b) The requisition for a general meeting must:
  - (1) state the objects of the meeting;
  - (2) be signed by the Members making the requisition; and
  - (3) be sent to the Registered Office,and may consist of several documents in like form, each signed by one or more of the Members making the requisition.
- (c) If the Committee does not cause a general meeting to be held within one month after the date on which the requisition is received at the Registered Office, the Members making the requisition, or any of them, may convene a general meeting to be held no later than 3 months after that date.
- (d) A general meeting convened by Members under this rule 6.3 must be convened in the same manner, as nearly as possible, as that in which general meetings are ordinarily convened by the Committee. The Association must reimburse all reasonable expenses incurred by Members in convening the general meeting.

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## 7 Notice of general meetings

- (a) The Committee must, at least 7 days (or, if a special resolution has been proposed, at least 21 days) before the date fixed for holding a general meeting, cause to be sent to:
  - (1) each Member; and
  - (2) the auditor of Association,at his, her or its address appearing in the Register of Members, or, if the Member or auditor requests, by facsimile or electronic transmission, a notice stating the place, date and time of the general meeting and the general nature of the business to be transacted at the general meeting.
- (b) No business except that set out in the notice convening the general meeting may be transacted at the general meeting.

- (c) An Member who wishes to bring any business before a general meeting may give written notice of that business to the Secretary, who must use reasonable endeavours to include that business in the notice calling the next general meeting after the receipt of the notice. If this is not practicable, the business must be included in the notice calling the following general meeting.

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## **8 Proceedings at general meetings**

### **8.1 Quorum**

- (a) No item of business may be transacted at a general meeting (except the election of a chairperson of the meeting and the adjournment of the meeting) unless a quorum is present during the time when the meeting is considering that item.
- (b) Five Members, present in person or by proxy, (being Members entitled under these rules to vote at a general meeting) constitute a quorum for transacting the business of a general meeting.
- (c) If, within 30 minutes after the appointed time for a general meeting to commence, a quorum is not present, the meeting:
  - (1) if convened on the requisition of Members under rule 6.3, is dissolved; and
  - (2) in any other case, will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice given to Members before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting the quorum is not present within 30 minutes after the time appointed for the meeting to commence, the adjourned general meeting, is dissolved.

### **8.2 Chair**

- (a) Subject to rule 8.2(b), the Chair of the Committee must preside at each general meeting.
- (b) If the Chair of the Committee is absent from a general meeting or unwilling to act, the Members present in person and entitled to vote must elect another member of the Committee present to act as Chair for that meeting.

### **8.3 Adjournment**

- (a) The Chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the general meeting from time to time and place to place.
- (b) No business may be transacted at an adjourned general meeting except the business left unfinished at the general meeting at which the adjournment took place.

- (c) Where a general meeting is adjourned for 14 days or more, a notice of the adjourned meeting must be given as for the general meeting.
- (d) Except as provided in rule 8.3(c), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

#### **8.4 Voting**

- (a) A resolution put to the vote of general meeting must be decided on a show of hands, unless before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
  - (1) the Chair; or
  - (2) at least 5 Members present and with the right to vote on the resolution.
- (b) Unless a poll is demanded:
  - (1) a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost; and
  - (2) an entry to that effect in the minute book of the Association,  
is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (c) Upon any question arising at a general meeting, each Member present in person or by proxy and entitled to vote has one vote.
- (d) All votes must be given personally or by proxy.
- (e) Where the votes on a question are equal, the Chair of the meeting may exercise a second or casting vote.

#### **8.5 Poll**

- (a) If at a meeting a poll on any question is demanded:
  - (1) it must be taken at that meeting in the manner the Chair directs; and
  - (2) the resolution of the poll must be treated as a resolution of the meeting on that question.
- (b) A poll that is demanded:
  - (1) on the election of the Chair or on a question of an adjournment, must be taken immediately; and
  - (2) on any other question, must be taken before the close of the meeting at the time the Chair directs.

#### **8.6 Proxies**

- (a) Each Member may appoint any individual as its proxy by notice given to the Committee no later than 24 hours before the time of the general meeting for which the proxy is appointed.

- (b) The notice appointing the proxy must be in the form in Appendix 2 or any other form approved by the Committee.

## **8.7 Meetings convened by telephone or other electronic means**

- (a) The contemporaneous linking together by telephone or other electronic means of a number of the Members sufficient to constitute a quorum, constitutes a general meeting and all the provisions in these rules relating to general meetings apply, so far as they can and with such changes as are necessary, to general meetings by telephone or other electronic means.
- (b) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the Chair of the general meeting provided that at least one of the Members involved was at that place for the duration of the meeting.

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# **9 The Committee**

## **9.1 Power to manage the Association**

- (a) The affairs of the Association shall be managed by a committee of management known as the Committee.
- (b) The Committee:
  - (1) will control and manage the business and affairs of the Association;
  - (2) may exercise, to the exclusion of the Members at general meeting, all the powers of the Association which are not required by these rules, the Regulations or the Act, to be exercised by the Members at general meetings.

## **9.2 Composition of Committee**

- (a) The Committee shall consist of the Officers of the Association and any other members appointed by the Committee or by the Members by resolution.
- (b) The Officers and the members of the Committee must be Members.
- (c) The Members may by resolution appoint to the Committee an Officer or other member of the Committee.
- (d) The Committee may appoint any person as an Officer or a member of the Committee, either to fill a vacancy or as an addition to the existing members of the Committee.
- (e) The Officers of the Association are, unless otherwise decided by the Committee:
  - (1) a President;
  - (2) a Vice President;
  - (3) a Treasurer; and
  - (4) a Secretary.

- (f) Subject to rules 9.3 and 9.5 and to the terms of any agreement entered into with the Association, a member of the Committee or an Officer continues to be a member of the Committee or an Officer until he or she dies or is removed under rule 9.4.

### **9.3 Retirement of Committee members**

- (a) The Committee members in office on the date the adoption of these rules by the Association becomes effective, continue in office but on the terms and conditions set out in these rules.
- (b) Unless otherwise decided by the Committee, at the Committee meeting following each annual general meeting of the Association, the longest serving one third of the Committee members, or if the number of Committee members is not a multiple of 3, rounded down to the number nearest whole number, cease to be Committee members. The longest serving Committee members are those who have been longest in office since their first appointment to the Committee. If there are more than one third, those to cease being Committee members must be determined by agreement among themselves or, in the absence of agreement, determined by lot.
- (c) Each Committee member is eligible for reappointment by resolution of the Committee.

### **9.4 Removal of Committee member**

- (a) The Members may by resolution remove any member of the Committee.
- (b) A Committee member who is the subject of a proposed resolution referred to in rule 9.4(a) may make representations in writing to the President or Secretary and may request that the representations be provided to the Members.
- (c) The President or Secretary may give a copy of the representations to each Member or, if they are not so given the Committee member may require that they be read out at the meeting.

### **9.5 Vacancy of office on Committee**

The position of a member of the Committee, including an Officer, becomes vacant if the person:

- (a) becomes an insolvent under administration within the meaning of the *Corporations Act*;
- (b) becomes of unsound mind, or a person whose person or estate is liable to be dealt with under the law relating to mental health;
- (c) is convicted of an indictable offence punishable by imprisonment;
- (d) resigns as an Officer or as a member of the Committee by written notice to the Committee; or
- (e) fails to attend 3 consecutive meetings of the Committee without leave of the Committee (whether given before or after that absence) and is removed from office by resolution of the Committee.

## 9.6 Use of information or position

- (a) A member of the Committee must not:
- (1) while a member of the Committee; and
  - (2) after ceasing to be a member of the Committee,
- knowingly or recklessly make improper use of information acquired by virtue of his or her position in the Association so as to:
- (3) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
  - (4) cause a detriment to the Association.
- (b) A member of the Committee must not knowingly or recklessly make improper use of his or her position in the incorporated association so as to:
- (1) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
  - (2) cause detriment to the Association.

## 9.7 Disclosure of interests

- (a) A member of the Committee who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must:
- (1) as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Committee; and
  - (2) disclose the nature and extent of his or her interest in the contract, or proposed contract, in the statement submitted under section 30(3) of the Act by the Association to the Members at the next annual general meeting.
- (b) Rule 9.7(a) does not apply in respect of a pecuniary interest that exists only by virtue of the fact that the member of the Committee:
- (1) is an employee of the Association;
  - (2) is a member of a class of persons for whose benefit the Association is established; or
  - (3) has the pecuniary interest in common with all or a substantial proportion of the Members.
- (c) Subject to rule 9.7(d), if a member of the Committee discloses a pecuniary interest in a contract, or proposed contract, in accordance with rule 9.7(a), or his or her interest is not such as need be disclosed under rule 9.7(a):
- (1) the contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the member of the Committee and the Association; and
  - (2) the member of the Committee is not liable to account for profits derived from the contract.
- (d) Notwithstanding anything to the contrary in these rules, a member of the Committee may not act as auditor of the Association.

## **9.8 Voting on contract in which member of the Committee has interest**

- (a) A member of the Committee who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must not take part in any decision of the Committee with respect to that contract but may, subject to these rules, take part in any deliberations with respect to that contract or proposed contract.
- (b) Rule 9.8(a) does not apply in respect of a pecuniary interest:
  - (1) that exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established; or
  - (2) that the member of the Committee has in common with all or a substantial proportion of the Members.

## **9.9 Implied validity**

Despite any other provision in these rules, all decisions and actions at a meeting of the Committee, and all actions taken by the Committee or a person acting as a Committee member, are as valid as if every person acting as a Committee member had:

- (a) been duly appointed;
- (b) duly continued in office; and
- (c) at all material times been fully entitled to do all things which he or she did or purported to do as a Committee member,

even though it is later discovered that there was a defect in the person's appointment or continuance in office, or that the person had vacated office or was not entitled to do a particular thing.

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# **10 Proceedings of the Committee**

## **10.1 Committee meetings**

The Committee may meet together and adjourn and otherwise regulate their meetings as they think fit.

## **10.2 Convening meetings**

- (a) A member of the Committee may convene a meeting whenever he or she thinks fit.
- (b) The Secretary must, on requisition of a member of the Committee, convene a meeting of the Committee.

## **10.3 Quorum**

- (a) Any 3 members of the Committee constitute a quorum for transacting the business of a meeting of the Committee.
- (b) No business may be transacted at a meeting of the Committee unless a quorum is present. If within 15 minutes of the time appointed for the



meeting a quorum is not present, the Chair may adjourn the meeting to the same place and at the same hour of the same day in the following week.

- (c) If the number of members of the Committee at any time is not sufficient to constitute a quorum of a Committee meeting or is less than the minimum number of members of the Committee fixed under these rules, the remaining members of the Committee must act as soon as possible to:
  - (1) increase the number of members of the Committee to a number sufficient to constitute a quorum and to satisfy the minimum number required under these rules; or
  - (2) convene a general meeting of the company for that purpose,
 and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

#### **10.4 Chair**

- (a) The Chair of the Committee shall be the President.
- (b) Subject to rule 10.4(c), the Chair of the Committee must preside at each meeting of the Committee.
- (c) If the Chair is absent or unwilling to act at any particular meeting of the Committee, then the members of the Committee present must elect one of their number to act as Chair for that meeting.

#### **10.5 Voting**

- (a) Questions arising at a meeting of the Committee are to be decided on a show of hands.
- (b) Each member of the Committee present at a meeting of the Committee (including the Chair) is entitled to one vote. If the votes are equal on any question, the Chair has a second or casting vote.
- (c) A resolution concerning any question arising at a meeting of the Committee will only be considered as passed if an ordinary majority of votes cast at the meeting in respect of that resolution are cast in favour of it.

#### **10.6 Usual business at meetings of the Committee**

The usual business at a meeting of the Committee is:

- (a) to confirm the minutes of the last meeting;
- (b) to deal with any items retained on the agenda from the last meeting;
- (c) to receive reports on the activities of any Subcommittee;
- (d) to receive reports from Committee members charged with the responsibility for agenda items;
- (e) to discuss correspondence received and correspondence to be sent;
- (f) to organise general meetings and other functions; and
- (g) any other business that is notified to Committee members.

## 10.7 Observers at meetings of Committee

Members and other persons, when invited by the Committee, may attend meetings of the Committee, but do not have voting rights and may not speak at the meeting unless permitted by the Chair.

## 10.8 Notice

The Secretary must use best endeavours to give notice of each meeting of the Committee (together with a proposed agenda and minutes of the previous meeting of the Committee) to each Committee member at least 7 days before the meeting.

## 10.9 Meetings convened by telephone or other electronic means

- (a) The contemporaneous linking together by telephone or other electronic means of a number of the members of the Committee sufficient to constitute a quorum, constitutes a meeting of the Committee and all the provisions in these rules relating to meetings of the members of the Committee apply, so far as they can and with such changes as are necessary, to meetings of the members of the Committee by telephone or other electronic means.
- (b) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the Chair of the meeting of the Committee provided that at least one of the members of the Committee involved was at that place for the duration of the meeting.

## 10.10 Written resolutions of the Committee

- (a) If:
  - (1) all of the members of the Committee (other than any Committee member who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest), assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and
  - (2) the members of the Committee who assent would have constituted a quorum at a meeting of the Committee held to consider that act, matter, thing or resolution,
 that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Committee.
- (b) For the purposes of rule 10.10(a):
  - (1) the meeting is to be taken to have been held on the day on which, and at the time at which, the document was last assented to by a member of the Committee;
  - (2) 2 or more separate documents in identical terms each of which is assented to by one or more members of the Committee are to be taken as constituting one document; and

- (3) a member of the Committee may signify assent to a document by signing the document or by notifying the Association of the member's assent in person or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.
- (c) Where a Committee member signifies assent to a document otherwise than by signing the document, the Committee member must by way of confirmation sign the document at the next meeting of the Committee attended by that Committee member, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.
- (d) Where a document is assented to in accordance with rule 10.10(a), the document is to be taken as a minute of a meeting of the Committee.

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## **11 Subcommittees**

### **11.1 Delegation to Subcommittees**

The Committee may delegate any of the Committee powers to a Subcommittee or Subcommittees established by the Committee, comprising the Committee members and any other people (whether Members or not) that the Committee decides.

### **11.2 Control of Subcommittees**

- (a) The Committee may name, dissolve and vary the powers and composition of a Subcommittee as the Committee thinks fit.
- (b) Each member of a Subcommittee holds office on terms decided by the Committee.
- (c) A Subcommittee must exercise its powers, and generally conduct itself, in accordance with any directions given by the Committee including, but not limited to, any directions concerning keeping minutes and reporting to the Committee.

### **11.3 Rules apply to Subcommittees**

Subject to any directions by the Committee, the provisions of these rules applying to meetings and resolutions of the Committee apply, so far as they reasonably can and with any modifications reasonably necessary, to meetings of a Subcommittee.

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## **12 Delegates and the Public Officer**

### **12.1 Delegates**

- (a) The Committee may from time to time appoint delegates of the Association, who may or may not be members of the Committee.
- (b) The Committee may delegate any of its powers or responsibilities to a delegate appointed under rule 12.1(a).

- (c) Notwithstanding rule 12.1(b), the Committee remains responsible for the:
  - (1) exercise of Committee powers; and
  - (2) discharge of Committee responsibilities,by a delegate appointed under rule 12.1(a).
- (d) A delegate to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Committee.

## 12.2 The Public Officer

The Committee must appoint at least one Public Officer who will hold the position subject to, and have the powers provided for under, the Act and who must carry out any additional duties decided by the Committee from time to time.

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# 13 Audit

## 13.1 Appointment of auditor

The Committee must appoint an auditor.

## 13.2 Remuneration of auditor

The Committee may fix the remuneration of the auditor from time to time.

## 13.3 Qualifications of auditor

The auditor must be:

- (a) a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants or any body described in section 1280 of the *Corporations Act*, and
- (b) registered as a Association auditor under section 1280 of the *Corporations Act*.

## 13.4 Role of auditor

- (a) The auditor must:
  - (1) examine the accounts and records of Association at least once in each Financial Year; and
  - (2) meet with relevant Committee members for these purposes at times arranged with the Committee and Committee members.
- (b) The auditor must draw up the audit program. In preparing the program the auditor must have regard to:
  - (1) current practice;
  - (2) the auditing standards issued from time to time by recognised Australian Accounting bodies; and
  - (3) any advisory notes for auditors which the Committee issues from time to time.

### **13.5 Access by auditor**

The auditor:

- (a) must be given access to the books and accounts of Association at all times; and
- (b) may make reports to the Committee as the auditor considers necessary.

### **13.6 Report by auditor**

The auditor must:

- (a) make a report to the members at each Annual General Meeting on every balance sheet and statement of income and expenditure tabled before each Annual General Meeting during the auditor's term of office; and
- (b) state in the report whether in his or her opinion:
  - (1) the balance sheet (with notes to it) and statement of income and expenditure are properly drawn up so as to give a true and fair view of the state of Association's financial affairs for the relevant Financial Year (or other date appropriate to the period covered by that balance sheet and statement);
  - (2) the accounting and other records examined by the auditor have been properly maintained; and
  - (3) the financial statements are in accordance with the accounting standards issued from time to time by recognised Australian accounting bodies.

### **13.7 Attendance at general meetings**

The auditor may attend a general meeting and make a report direct to the members of any matter within the scope of the auditor's duties.

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## **14 Cheques**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:

- (a) as the Committee decides; or
- (b) failing a decision under rule 14(a), by any 2 Committee members.

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## **15 Custody and inspection of records**

### **15.1 Custody of records**

The Committee or its delegate for this purpose must keep in its custody or under its control, all books, documents and securities of the Association.

## 15.2 Inspection of records

All books and documents of the Association must be made available for inspection by any Member who gives the Committee or its delegate for this purpose reasonable notice that he, she or it wishes to inspect them.

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## 16 Common seal

- (a) The common seal of the Association must be kept in the custody of the Committee or its delegate for this purpose.
- (b) The common seal may only be affixed to a document if:
  - (1) the Committee authorises it, which it may do before or after the common seal is used; and
  - (2) the document to which the common seal is affixed is signed by any 2 members of the Committee.

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## 17 Notices

- (a) A notice may be given by the Association to a Member by:
  - (1) delivering it to the Member personally;
  - (2) posting it by prepaid post to the Member's registered address; or
  - (3) sending it to the Member's facsimile number or electronic address, if the Member has nominated one to the Association for receipt of notices.
- (b) A notice is taken as given by the Association and received by the Member:
  - (1) if delivered, at the time of delivery;
  - (2) if faxed, when the Association receives a confirmation report that all pages of the facsimile have been transmitted to the Member's facsimile number, but if transmission or receipt is after 5:00pm, it is taken as received on the next business day;
  - (3) if sent electronically, on the next business day; and
  - (4) if posted, on the second business day after it was posted.
- (c) No:
  - (1) general meeting, annual general meeting or meeting of the Committee; or
  - (2) act, proceeding or business of any such meeting,
 is or will be rendered voidable or invalid merely because of:
  - (3) the failure of any person to receive notice of the meeting; or
  - (4) any other procedural irregularity.

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## **18 Trading**

The Association is authorised to trade in accordance with section 51 of the Act.

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## **19 Source of funds**

The funds of Association are to be derived from subscriptions, gifts, sponsorships, grants and such other sources as the Committee determines.

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## **20 Association Regulations**

### **20.1 Association Regulations made by Committee**

- (a) The Committee may make, amend, add to, rescind and replace Association Regulations concerning any aspect of the membership, governance, management, operation and activities of the Association.
- (b) To the extent of any conflict between these rules and the Association Regulations, these rules will prevail.

### **20.2 Effectiveness and promulgation of Association Regulations**

Any Association Regulation made, and any amendment, addition, rescission and replacement:

- (a) has effect on and from the date it is made, unless otherwise stated in the relevant document; and
  - (b) must be notified to those affected, but failure to bring it to the attention of any person will not render it or anything done in accordance with it void, voidable or ineffective.
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## **21 Alteration of Statement of Purposes and rules**

- (a) These rules and the Statement of Purposes of the Association may only be altered in accordance with the Act.
  - (b) A resolution making a material alteration to, or materially affecting, the Statement of Purposes or rules 21, 23, 24 or 25 has no effect unless approved in writing by a Deputy Commissioner of Taxation and the Registrar.
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## **22 Indemnity and insurance**

### **22.1 Indemnity**

To the extent permitted by law, the Association may indemnify a person who is or has been an Officer of the Association against a liability incurred by that person in his or her capacity as an Officer of the Association:

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- (a) to any other person; and
- (b) for costs and expenses in defending proceedings, whether civil or criminal, in which judgment is given in favour of that person or in which that person is acquitted or in connection with an application, in relation to those proceedings, in which the Court grants relief to that person,

so far as the liability is not covered by a contract of insurance taken out by any person for the benefit of that Officer.

## **22.2 Insurance**

The Association may pay, agree to pay, or reimburse another person who has paid, a premium in respect of a contract insuring a person who is or has been an Officer of the Association against a liability incurred by that person as an Officer of the Association, except in circumstances prohibited by law.

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## **23 Income and property**

The Association's income and property must be applied solely towards promoting the Association's purposes and exercising its powers as set out in these Rules. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the members. However, this rule does not prohibit making a payment in good faith for:

- (1) out-of-pocket expenses incurred by a member; or
- (2) a service rendered to the Association by a member in a professional or technical capacity where:
  - (a) the provision of the service has the prior approval of the committee; and
  - (b) the amount payable is not more than an amount which commercially would be reasonable payment for the service,

or prohibit payment:

- (3) in good faith to any member for goods supplied in the ordinary and usual course of business;
- (4) of reasonable and proper interest on money borrowed from a member; or
- (5) of reasonable and proper rent for premises let by any member to the Association.

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## **24 Establishment and operation of gift fund**

- (1) The Association must maintain for its principal purposes the Gift Fund:
  - (a) to which gifts of money or property for those purposes are to be made; and
  - (b) to which any money received by the Association because of such gifts is to be credited; and
  - (c) that does not receive any other money or property.



- (2) The Association must use the following only for its principal purposes:
- (a) gifts made to the Gift Fund; and
  - (b) any money received because of such gifts.
- (3) At the first occurrence of:
- (a) the winding up of the Gift Fund; or
  - (b) the Association ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of the ITAA 97;
- any surplus assets of the Gift Fund must be transferred to fund, authority or institution:
- (c) which is charitable at law;
  - (d) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 23; and
  - (e) gifts to which are deductible under Division 30 of ITAA 97.
- (4) The identity of the fund, authority or institution must be decided by the Committee.
- (5) Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a transfer under this rule to that fund, authority or institution must be made in accordance with or subject to those conditions.

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## 25 Winding up

- (1) If, on the winding up or dissolution of the Association, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:
- (a) which is charitable at law; and
  - (b) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 23; and
  - (c) gifts which can be deducted under Division 30 of the ITAA 97.
- (2) The identity of the fund, authority or institution referred to in rule 35(1) must be decided by the Committee at or before the time of winding up or dissolution of the Association and, if the Committee cannot decide, by the Supreme Court of Victoria.
- (3) Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a gift or transfer under rule 25(1) to that fund, authority or institution must be made in accordance with or subject to those conditions.

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## 26 Transitional provisions

These rules must be read and construed so that:

- (a) any Committee member in office immediately before the adoption of these rules will be considered to have been appointed under, and to hold office in accordance with these rules;
- (b) any Member or person acknowledged by the Committee to be a Member immediately before the adoption of these rules will be considered to have obtained and to retain, Membership in accordance with these rules;
- (c) any register maintained by the Association immediately before the adoption of these rules will be considered to be a register maintained under these rules;
- (d) any regulations or by-laws made, adopted or passed before the adoption of these rules will be considered to have been made as Association Regulations under these rules;
- (e) any seal adopted by Association before the adoption of these rules as the common seal of Association will be considered to be the common seal which Association has adopted under these rules;
- (f) all subcommittees established by the Committee and maintained immediately before the adoption of these rules will be considered to be Subcommittees established under rule 11, and will be regulated as if established under rule 11; and
- (g) unless the contrary intention appears in these rules, all persons, things and circumstances appointed or created by or under the constituent documentation of the Association in force before the adoption of these rules will continue to have the same status, operation and effect after the adoption of these rules.

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## Appendix 1 - Application for Membership

### Keratoconus Australia Inc

#### Membership form

To become a member or supporter of the association, please fill out the form and send it to:

Keratoconus Australia Inc, PO Box 8188, Camberwell North, Vic 3124

(Note: only Members have voting rights in the Association and they must either have keratoconus or be the parent or legal guardian of a person under 18 years with keratoconus.)

I (name) of (address) wish to become a **Member/supporter\*** of Keratoconus Australia Inc (Association).

If applying for Membership, I certify that:

**I have keratoconus; or**

**I am the parent or legal guardian of a person under 18 years with keratoconus and my relationship to the person with keratoconus is \_\_\_\_\_** (e.g. mother, father or guardian)\*.

My date of birth is \_\_\_/\_\_\_/\_\_\_\_\_.

In the event of my admission as a Member, I agree to be bound by the rules of the Association for the time being in force.

Signature

Date

\* delete as appropriate

Keratoconus Australia Inc, PO Box 8188, Camberwell North Victoria 3124

[www.keratoconus.asn.au](http://www.keratoconus.asn.au)

A0039546H, ABN 80 683 325 208

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## Appendix 2 - Form of appointment of proxy

**Keratoconus Australia Inc**

I, \_\_\_\_\_

of \_\_\_\_\_

being a Member of Keratoconus Australia Inc, hereby appoint

\_\_\_\_\_

of \_\_\_\_\_

as my proxy to vote for me on my behalf at the **Annual General Meeting/General Meeting\*** to be held on \_\_\_\_\_ and at any adjournment of that meeting.

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

\*delete as appropriate

\_\_\_\_\_  
Signed

Date \_\_\_\_\_