

Motivation Australia Development Organisation Incorporated

Incorporation number: A39386

Rules of association

January 25th 2007

Amended November 1st 2012

Amended November 11th 2013

Amended March 27th 2014

Amended January 28th 2021

1. Name

The name of the incorporated association is the Motivation Australia Development Organisation Incorporated referred to herein as “the association”.

2. Definitions

The following terms used throughout these Association Rules are defined for the purpose of these Association Rules as follows:

- Less resourced settings: A geographical area with limited financial, human and infrastructural resources to provide health care services including rehabilitation and assistive technologies (noting that this is a common situation in low- and middle-income countries, but also in certain areas of high-income countries)
- Local service providers: Any organisation responsible for the delivery of services in less resourced settings. Services provided include but are not limited to inclusive health, rehabilitation and assistive technology.
- Board of governors: Group responsible for the governance of the association
- Governor: Individual member of the board of governors
- The Act: The Associations Incorporation Act 1985
- Special resolution: A special resolution as defined in the Act
- Month: Calendar month.

3. Objects or purposes of the association

3.1 Vision

Everyone’s right to inclusion and participation is realised.

3.2: Mission statement

To enable people to stay healthy and access rehabilitation and assistive technology from local service providers through trained personnel.

3.3 Objects of the association

- a) To promote and protect the rights, health and wellbeing of people.
- b) To deliver programmes in less resourced settings. Programmes may include, but are not limited, to:
 - i. Advocacy, raising awareness and training
 - ii. Designing and delivering rehabilitation and assistive technology products
 - iii. Developing capacity of local service providers in less resourced settings.

3.4: Partnerships

The association seeks to work in partnership with people and their representatives living in less resourced settings wherever possible.

Partner organisations may include: local service providers, national and/or international disabled people’s organisations and/or other representative organisations, non-government / not-for-profit, government or commercial organisations.

3.5 Geographical programme areas

- a) The association shall work in less resourced settings.
- b) While the association has specific expertise and work experience in Pacific nations and southeast Asia, the association may run or support programmes in any location.

3.6 Establishment of a public fund

- a) The association shall establish a public fund for the receipt of monetary donations / gifts by members of the public to support the objects of the association.
- b) The public fund's rules are outlined in Section 10 of the Motivation Australia Development Organisation Rules of Association.

3.7 Use of public fund

- a) Public funds and other resources designated for the objects of the association will be used only for those purposes and will not be used to promote a particular religious adherence or to support a political party, or to promote a candidate or organisation affiliated to a particular party.

4. Powers of the Association

The association shall have all the powers conferred by section 25 of the Act, as outlined below:

Associations Incorporation Act 1985 [Act]

25. For the purpose of carrying out its objects, an incorporated association may, subject to this Act and its rule:

- (a) acquire, hold, deal with, and dispose of, any real or personal property; and*
- (b) administer any property on trust; and*
- (c) open and operate ADI accounts; and*
- (d) invest its moneys:*
 - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or*
 - (ii) in any other manner authorised by the rules of the association; and*
- (e) borrow money upon such terms and conditions as the association thinks fit; and*
- (f) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and*
- (g) appoint agents to transact any business of the association on its behalf; and*
- (h) enter into any other contract it considers necessary or desirable.*

5. Membership

5.1 Types of membership

- a) Ordinary membership: Any person over the age of 18 who supports the objects of the association may apply for membership by completion of a membership form. Upon payment of a membership fee and agreement to abide by the rules of the association, the applicant shall be a member of the association.
- b) Life membership: Life membership may be awarded by the board of governors for exceptional service to the association to any person over the age of 18 who supports the objects of the association and agrees to be bound by its rules.

5.2 Subscriptions

- a) The subscription fee for membership shall be such sum as the board of governors shall determine from time to time.
- b) Subscription fees shall be payable at intervals set by the board of governors.
- c) Annual membership fees shall be due in the first calendar month of each year unless otherwise decided by the board of governors.
- d) Any member whose subscription is outstanding for more than six months after the due date for payment; or the next annual general meeting (whichever comes first) shall cease to be a member of the association, provided always that the public officer may reinstate such a person's membership on such terms as they think fit.

5.3 Resignations

A member may resign from membership of the association at any time by giving written notice to association personnel and/or the public officer.

5.4 Expulsion of a member

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the board of governors may resolve to expel a member upon a charge of misconduct detrimental to the interest of the association.
- b) The list of members shall be periodically checked against any proscribed lists (for example, lists of dangerous individuals, registered sex offenders, etc). Inclusion on a proscribed list may constitute grounds for expulsion.
- c) Particulars of any charge made against a member shall be communicated to the member at least two weeks before the meeting of the board of governors at which the matter will be determined.
- d) The determination of the board of governors shall be communicated to the member, and in the event of an adverse determination the member shall (subject to 5.4e below), cease to be a member 14 days after the board of governors has communicated its determination to the member.
- e) It shall be open to a member to appeal to the association in general meeting against the expulsion. The intention to appeal shall be communicated to the public officer of the association within 14 days after the determination of the board of governors has been communicated to the member.
- f) In the event of an appeal under 5.4e above, the appellant's membership of the association shall not be terminated unless the determination of the board of governors to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the board of governors is upheld.

5.5 Register of members

A register of members shall be kept and shall contain:

- i) Each member's name, email address and telephone (if available)
- ii) The date on which each member was admitted to, or resigned from the association
- iii) The date of and reason(s) for termination of membership (if applicable).

6. The Board of Governors

6.1 Powers and duties

- a) The affairs of the association shall be overseen by a board of governors which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b) The board of governors is responsible for the management and control of funds and other property of the association.
- c) The board of governors shall approve the annual budget and may delegate authority to staff or others but must accept ultimate responsibility for governance over all aspects of the association.
- d) The board of governors shall be responsible for the administration of the Public Fund (see 10).
- e) The board of governors shall appoint an auditor to audit accounts as required.
- f) The board of governors shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- g) The board of governors shall appoint a public officer as required by the Act.

6.2 Appointment

- a) The number of governors shall not be less than three, but not subject to any maximum.
- b) A governor shall be a natural person and a member of the association.

- c) A governor shall be a person having a degree of responsibility to the general community by reason of their occupation or standing in the community.
- d) The board of governors shall include a chairperson. This post shall be appointed by the board of governors.
- e) The first board of governors of the association shall be appointed from the promoters of the association or be comprised of such persons as hold office prior to incorporation.
- f) Each governor shall serve on the board of governors for a period of three years, at which time they may be reappointed.
- g) Persons shall be appointed or reappointed at any meeting of the board of governors as a member of the board of governors of the association provided that, not less than seven clear days before the date appointed for the meeting, written notice is provided to the association by a governor of the intention to propose that person for appointment or reappointment. The written notice should state the particulars which would, if the person were appointed or reappointed, be required to be included in the association's register of members together with a notice by that person of his/her willingness to be appointed or reappointed.
- h) Subject to the above, the association may by ordinary resolution appoint a person who is willing to serve as a governor either to fill a vacancy or as an additional governor.

6.3 Proceedings of the board of governors

- a) The board of governors shall meet together at least three times a year.
- b) Meetings may be face to face (all governors physically present), hybrid (some governors attend at a nominated venue and others join electronically), virtual (all governors attend electronically and no venue is nominated); provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting.
- c) A quorum for a meeting of the board of governors may be fixed by the board of governors; but shall not be less than one third of their number or two governors, whichever is the greater.
- d) Questions arising at any meeting of the board of governors shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- e) A resolution in writing noted electronically by all governors entitled to receive notice of a meeting of the board shall be as valid and effective as if it had been passed at a meeting of the governors duly convened and held.
- f) Where documents that require board of governors' signatures are required to carry out the business of the association these may consist of several documents in the same form, each signed by one or more governors.
- g) A member of the board of governors having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the board of governors as required by the Act, and shall not vote with respect to that contract or proposed contract.

6.4 Disqualification of governors

- a) The office of a governor shall become vacant if a governor is:
 - Disqualified from being a governor by the Act;
 - Expelled as a member under these rules;
 - Permanently incapacitated by ill health;
 - Absent without apology from more than two meetings in a financial year;
- b) Subject to the above, the association may by ordinary resolution disqualify or expel a governor.

7. General meetings

7.1 Annual general meetings

- a) The board of governors shall call an annual general meeting in accordance with the Act and these rules.
- b) The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.

- c) The order of the business at the meeting shall be:
 - i. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - ii. report of the board regarding the activities of the association
 - iii. consideration of the accounts
 - iv. any other business requiring consideration by the association in general meeting.

7.2 Special general meetings

- a) The board of governors may call a special general meeting of the association at any time.
- b) On the requisition of members, the board of governors shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

7.3 Notice of general meetings

- a) Subject to 7.2b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c) A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by post or email to the address appearing in the register of members (see rule 5.5).
- d) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

7.4 Proceedings at general meetings

- a) Meetings may be face to face (all members physically present), hybrid (some members attend at a nominated venue and others join electronically), virtual (all members attend electronically and no venue is nominated); provided that all persons participating in the meeting are able to hear the full proceedings and speak to the meeting on request.
- b) Two members, or one tenth of the total number of members, whichever is the greater, shall constitute a quorum for the transaction of business at any general meeting.
- c) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting will stand adjourned until such time and place as the board of governors determine. If at such an adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- d) Subject to 7.4e, the chairperson shall preside as chairperson at a general meeting of the association.
- e) If the chairperson is not present within five minutes after the time appointed for the meeting, or he or she is present but declines to take or retires from the chair, the members may choose one of their own number to be the chairperson of that meeting.

7.5 Voting at general meetings

- a) Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, shall be determined by a majority of members who vote in person or by proxy at that meeting.
- c) A special resolution presented to a general meeting shall be determined by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or by proxy at that meeting.
- d) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. A poll may be demanded:
 - i. by the chairperson; or
 - ii. by at least two members having the right to vote at the meeting.

7.6 Special and ordinary resolutions

- a) A special resolution is a special resolution as defined in the Act passed by a majority of not less than three-quarters of members at a general meeting.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8. Minutes

- a) Proper minutes of all proceedings of the association and of meetings of the board of governors, including the names of the governors present at each meeting, shall be kept.
- b) The minutes kept pursuant to this rule must be confirmed by members of the association or the board of governors (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be circulated to members of the association or the board of governors (as relevant) present at the next succeeding meeting; and formally accepted by those association members or governors. The formal acceptance will be noted in the minutes of that meeting.
- d) Where minutes are accepted, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting were duly noted, and that all appointments made at a meeting were valid.

9. Financial reporting

9.1 The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

9.2 The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

9.3 The association shall have internal control procedures which minimise the risk of misuse of funds. Reporting mechanisms which facilitate accountability to donors and the general public shall be used.

9.4 The association shall prepare an audited annual financial report which will be published with the association's annual report.

9.5 Donations to the association shall be used as promised or implied in fundraising applications or requests, or as requested by the donor.

10. Public Fund: The Motivation Australia Gift Fund

10.1 Establishment of a Public Fund

- a) An account shall be established to receive all gifts received by the association.
- b) This account shall be titled 'Motivation Australia Gift Fund'.
- c) This account must only include any money or property which is a gift to the organisation or which is received because of such gifts including, without limitation, interest received on any monies in this account.

10.2 Receipts

All receipts must be issued in the name of the Motivation Australia Gift Fund. Receipts issued for gifts must include:

- i) The name of the Fund on behalf of the association
- ii) The fact that the receipt is for a gift
- iii) The Australian Business Number of the association.

10.3 The association shall invite the general public to make gifts to the Fund for the purpose of carrying out the objectives of the Fund.

10.4 Rule 11 of the Association shall apply to all income and capital held within the Motivation Australia Gift Fund.

10.5 Winding up or revocation of deductible gift recipient (DGR) status:

- a) In the event of the Motivation Australia Gift Fund being wound up, or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets remaining after the payment of liabilities of the Fund shall be transferred to another organisation or fund with similar purposes to which income tax deductible gifts can be made:
 - a. Gifts of money or property for the principal purpose of the organisation
 - b. Contributions made in relation to an eligible fundraising event held for the principal purpose of the of the organisation
 - c. Money received by the organisation because of such gifts and contributions.
- b) Such organisation/s or fund/s shall be identified and determined by a resolution of the board of governors in general meeting.

10.6 The Australian Tax Office shall be notified of any alterations made to the public fund rules.

11. Prohibition against securing profits for governors

11.1 The income and capital of the association including those held within the Motivation Australia Gift Fund shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to governors or their associates except as bona fide remuneration of a governor for services rendered or expenses incurred on behalf of the association.

12. Winding up

The association may be wound up in the manner provided for in the Act.

13. Application of surplus assets

- a) In the event of the association being wound up, any surplus of the following assets shall be transferred to another organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members and to which income tax deductible gifts can be made:
 - a. Gifts of money or property for the principal purpose of the organisation
 - b. Contributions made in relation to an eligible fundraising event held for the principal purpose of the of the organisation
 - c. Money received by the organisation because of such gifts and contributions.
- b) Such organisation or organisations shall be identified and determined by a resolution of the board of governors in general meeting.

14. Rules

These rules may be altered (including an alteration to the association's name) by special resolution of the Board of Governors of the association. This includes rescission or replacement by substitute rules. The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act. The registered rules shall bind the association and every governor to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.