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**BY-LAWS**

**ROYAL INSTITUTE FOR DEAF AND BLIND CHILDREN (ABN 53 443 272 865)**

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# 1 INTERPRETATION

## 1.1 Dictionary

In these By-laws, the following expressions have the following respective meanings:

<b>Expression:</b>	<b>Meaning:</b>
<b>Act</b>	The <i>Royal Institute for Deaf and Blind Children Act 1998 (NSW)</i> .
<b>Adoption Date</b>	The date on which the Board resolves to make these By-laws.
<b>Annual General Meeting</b>	The annual general meeting of RIDBC held pursuant to the Act.
<b>Board</b>	The Directors of RIDBC acting as a board of directors.
<b>Chief Executive</b>	The Chief Executive of RIDBC from time to time appointed pursuant to these By-laws.
<b>Code of Conduct</b>	A code of conduct for Members and/or Directors established by the Board from time to time pursuant to these By-laws.
<b>Director</b>	A director of RIDBC and a member of the Board.
<b>Member</b>	A person admitted to membership of RIDBC in accordance with these By-laws.
<b>President</b>	The president of RIDBC's Board from time to time.
<b>Representative</b>	A person appointed by a Member other than a natural person to represent and vote on behalf of the Member at meetings of the members of RIDBC.
<b>RIDBC</b>	Royal Institute for Deaf and Blind Children (ABN 53 443 272 865).
<b>Secretary</b>	The secretary of RIDBC from time to time appointed pursuant to these By-laws.
<b>Vice President</b>	A vice president of RIDBC's Board from time to time.

## 1.2 Rules of interpretation

- (a) Unless otherwise defined in these By-laws, words and expressions used in these By-laws have the same meaning as words and expressions defined in the Act.
- (b) Headings and catchwords are for convenience only, and do not affect interpretation.

- (c) A reference to:
  - (i) legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
  - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
  - (iii) a party to this document or to any other document or agreement includes a successor, permitted substitute or a permitted assign of that party;
  - (iv) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person;
  - (v) conduct includes any omission, representation, statement or undertaking, whether or not in writing;
  - (vi) anything (including a right, obligation or concept) includes each part of it; and
  - (vii) except as otherwise provided, a reference to a period of time (including without limitation, a year, a month and a day) is to a calendar period.
- (d) A singular word includes the plural, and vice versa.
- (e) A schedule or annexure forms part of these By-laws.
- (f) A word which suggests one gender includes the other gender.
- (g) If a word is defined, another part of speech has a corresponding meaning.
- (h) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (i) A reference to dollars or \$ is to an amount in Australian currency unless otherwise specified.

## **2 STATUTORY BASIS**

### **2.1 Effect under section 19 of the Act**

These By-laws are made pursuant to, and take effect, under section 19(2) of the Act.

### **2.2 Replacement of prior By-laws**

These By-laws replace all By-laws in force immediately prior to the resolution of the Board by which these By-laws are made.

### **2.3 Variation of By-laws**

As provided in section 19(2)(a) of the Act, these By-laws may be amended or repealed by the Board from time to time.

### **3 CONSISTENCY WITH ACT**

#### **3.1 By-laws to be read down if inconsistent**

These By-laws are intended to be consistent with the Act. If any provision of these By-laws is inconsistent with the Act, that provision is to be read down so that it applies to the maximum extent possible without inconsistency to the Act.

### **4 MEMBERS**

#### **4.1 Board empowered to create, vary membership categories**

The Board may create, vary and remove categories of membership of RIDBC as it deems fit at any time and from time to time.

#### **4.2 Creation, variation of membership rights and obligations, Code of Conduct**

The Board may:

- (a) attach, vary or remove such rights, powers, privileges and obligations to membership and categories of membership as it deems fit at any time and from time to time;
- (b) establish such procedures and create and deploy such documents for the purposes of admission and renewal of membership as it deems fit at any time and from time to time; and
- (c) adopt, as binding obligations upon Members, a Code of Conduct for Members. The Board may vary any such Code of Conduct for Members from time to time as it deems fit.

#### **4.3 Entrance fees, annual membership fees etc**

Without limiting the generality of clauses 4.1 and 4.2, Members shall pay entrance fees, membership fees, levies and such other fees in such amounts, in respect of such periods of membership and at such times as the Board may from time to time determine. For the avoidance of doubt, the Board may in its discretion set fees and levies at different levels for different categories of membership.

#### **4.4 Waiver of membership fees**

The Board may in its discretion reduce, compromise or waive an entrance fee, annual subscription, levy or other fee in cases of hardship or where the Board otherwise considers there to be sufficient cause.

#### **4.5 Cessation of Membership (non-payment of fees, etc)**

- (a) If any fees or other monies payable by a Member to RIDBC remain unpaid for a period of three (3) calendar months after the date it is due:
  - (i) the Member:
    - (A) may not vote at any general meeting of the Members;
    - (B) may not vote in any election of RIDBC in which the Member would otherwise have been entitled to vote; and

- (C) is not eligible to be nominated for election or elected to any office or position of RIDBC;

and

- (ii) the Board by resolution may:
  - (A) expel the Member from membership of RIDBC;
  - (B) suspend all the other privileges of membership of that Member either indefinitely or for a stated period of time;
  - (C) reinstate the privileges of membership of that Member on payment of all arrears if the Board thinks fit to do so; and/or
  - (D) if the Member does not pay arrears before the end of a stated period of time, the Board may by further resolution expel the Member from membership of RIDBC.
- (b) For the avoidance of doubt:
  - (i) the Board is not obliged to expel or suspend a Member to which this clause 4.5 applies; and
  - (ii) clause 4.5(a) applies unless the Board exercises the discretion conferred upon it by clause 4.4 to waive, reduce or compromise the fee or other payment.

#### **4.6 Cessation of membership (non-financial reasons)**

A Member's membership of RIDBC shall cease:

- (a) if the Member resigns that membership by giving notice in writing addressed to the Secretary and such resignation shall be effective from the date of receipt of the notice by the Secretary;
- (b) if the membership of the Member is terminated under clause 4.5 and such termination shall be effective from the date of the resolution of the Board;
- (c) if the membership of the Member is terminated under clause 4.7 and such termination shall be effective from the date of the resolution of the Board;
- (d) if a Member, being an individual, dies, becomes of unsound mind or if his/her person or estate is liable to be dealt with in any way under the laws relating to mental health; and
- (e) if a Member (being an individual) becomes bankrupt or, in the case of a Member who is not an individual, if a liquidator is appointed in connection with the winding up of the Member, or if an order is made by a court for the winding up of a Member being a corporation.

#### **4.7 Non-compliance with By-laws, Code of Conduct, etc**

If any Member:

- (a) wilfully refuses or neglects to comply with the provisions of these By-laws;

- (b) in the opinion of the Board, ceases to meet the qualifications for membership or a class (if any) or category of membership;
- (c) breaches any Code of Conduct; or
- (d) is guilty of any conduct which in the opinion of the Board is unbecoming of the Member or discreditable, brings RIDBC into disrepute or is otherwise materially prejudicial to the interests of RIDBC,

the Board may, after the procedures in clause 4.8 have been complied with, take one or more of the following actions by resolution, namely:

- (e) provide guidance to the Member;
- (f) censure the Member;
- (g) suspend the Member's membership of RIDBC for such period of time as the Board shall consider appropriate. During any period of suspension the Member shall not be entitled to enjoy any of the rights, privileges or benefits of membership, nor to exercise any of the powers, rights or remedies conferred by membership. The Board may at any time, by resolution, reinstate a Member whose privileges, rights and entitlements have been suspended; and/or
- (h) expel the Member from membership of RIDBC and remove the Member's name from RIDBC's register of Members.

#### **4.8 Procedures for exercise of powers in clause 4.7**

The Board may from time to time establish procedures for determining what action, if any, is to be taken under clause 4.7, provided that in all cases, no action shall be taken in respect of a Member under clause 4.7 unless that Member:

- (a) is given at least fourteen (14) days' written notice of the meeting of the Board at which such a resolution is to be put which shall state the nature of the allegations against the Member; and
- (b) has the opportunity of giving orally or in writing (as the Board may determine) any explanation or defence the Member may think fit, before the passing of any resolution pursuant to clause 4.7.

For the avoidance of doubt the Board may establish or appoint an independent committee of persons (whether comprised of Members or otherwise) to consider matters arising under this clause and to make recommendations to the Board about such matters.

#### **4.9 Preservation of rights and obligations as at cessation date**

The cessation of a Member's membership (whether by resignation, expulsion or otherwise) does not prejudice, lessen or affect the rights, duties, liabilities and obligations of a Member that exist at the date of such cessation. In particular, the cessation of a Member's membership shall not relieve a Member from any obligation to pay any fees or other monies payable to RIDBC unless the Board waives, reduces or compromises the fee or other payment.

#### **4.10 Membership not transferrable**

Membership of RIDBC is not transferable whether by operation of law or otherwise and all rights and privileges of membership of RIDBC shall cease upon the Member ceasing to be a Member.

#### **4.11 RIDBC to maintain register of members**

RIDBC will keep an up-to-date register of Members at its head office containing such information to identify, maintain contact with and communicate with Members and such other information as may be necessary, desirable or expedient in the pursuit of the objects of RIDBC.

#### **4.12 Transition, Life Members and Life Governors**

- (a) All Members of RIDBC as at the date of any resolution of the Board to create, vary or remove categories of membership or to vary the rights and/or obligations of Members shall remain Members on the terms which applied on their respective admissions to membership until that Member's period of membership expires or ends in accordance with these By-laws.
- (b) Despite anything in these By-laws to the contrary, and any resolution of the Board to the contrary, any person who is a Life Member or a Life Governor of RIDBC as at the Adoption Date or the date of any such resolution will continue to hold that membership status and all rights and privileges that may be attached to that membership status.

### **5 BOARD OF DIRECTORS**

#### **5.1 Eligibility to be Directors**

Candidates for election to the Board must be Members of RIDBC.

#### **5.2 Nominations of candidates for election as Directors**

Subject to clause 5.1, any Member (including any Director) may nominate a candidate for election to the Board. A nomination must:

- (a) be in writing;
- (b) contain the name and address of the Member making the nomination;
- (c) be signed by the Member making the nomination or must otherwise be in such form as reasonably satisfies the Board that the nomination is made by a then-current Member;
- (d) be accompanied by a written acceptance of the nomination by the relevant nominee, signed by the nominee or must otherwise be in such form as reasonably satisfies the Board that an eligible nominee has accepted the nomination; and
- (e) be received by the Secretary prior to the meeting of the Board that immediately precedes the Annual General Meeting.

For the avoidance of doubt the Board may in its discretion accept a printed email or facsimile message as sufficient evidence of nominations and acceptances of nominations.

### **5.3 Election of Board at Annual General Meeting**

The Members shall elect the Board at the Annual General Meeting as prescribed by the Act. The Secretary shall act as scrutineer for the purposes of tallying votes cast.

### **5.4 Election of office bearers - timing**

Whereas the Act requires the President and Vice President(s) of RIDBC to be elected by the Board at the first Board meeting after the Annual General Meeting, the Board must meet immediately after each Annual General Meeting for the purposes of doing so. The Board may consider such other matters at this meeting as it deems fit.

### **5.5 Election of office bearers – procedure**

Nominations for the positions of President and up to four (4) Vice President(s) of RIDBC may be made at the Board Meeting, must be seconded and accepted by the nominee. Nominations, seconds and acceptances may be made from the floor, by proxy or by any other means of communication permitted by these By-laws for the facilitation of Board Meetings.

### **5.6 No alternate directors**

The Directors are not entitled to appoint alternate directors.

### **5.7 Commercial dealings with Directors**

Unless permitted by law and approved by resolution of the Board (in respect of which the relevant Director is disqualified from voting) no Director may receive any commercial benefit or remuneration from RIDBC.

### **5.8 Resignation of Directors**

A Director may resign from office by giving the Secretary notice in writing.

### **5.9 Vacation of office of Director**

The office of a Director is vacated if that Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) is absent without the consent of the Board from three consecutive meetings of the Board and the Board resolves that his or her office be vacated;
- (c) resigns the office of Director;
- (d) is removed by the Members in general meeting;

- (e) becomes bankrupt or suspends payment of his/her debts, liquidates by arrangement or compounds with or assigns his/her estate for the benefit of his/her creditors; or
- (f) otherwise ceases to be, or becomes prohibited from being a Director by virtue of these By-laws or the Act.

#### **5.10 Code of Conduct for Directors**

The Board may adopt, as binding obligations upon Directors, a Code of Conduct for Directors. The Board may vary any such Code of Conduct for Directors from time to time as it deems fit.

#### **5.11 Removal of office for prejudicial conduct**

The office of a Director is vacated if a majority of three quarters of the Directors of the Board (excluding the Director about whom the vote is taken) vote to expel a Director for conduct prejudicial to RIDBC, including but not limited to conduct that is in breach of any Code of Conduct for Directors adopted by the Board or that is prejudicial to the objects, activities, financial viability, reputation or good-standing of RIDBC.

#### **5.12 Procedures for exercise of powers in clause 5.11**

The Board may from time to time establish procedures for determining what action, if any, is to be taken under clause 5.11, provided that in all cases, no action shall be taken in respect of a Director under clause 5.11 unless that Director:

- (a) is given at least fourteen (14) days' written notice of the meeting of the Board at which such a resolution is to be put which shall state the nature of the allegations against the Director; and
- (b) has the opportunity of giving orally or in writing (as the Board may determine) any explanation or defence the Director may think fit, before the passing of any resolution pursuant to clause 5.11.

For the avoidance of doubt the Board may establish or appoint an independent committee of persons (whether comprised of Members or otherwise) to consider matters arising under this clause and to make recommendations to the Board about such matters.

#### **5.13 No alternate directors**

The Directors are not entitled to appoint alternate directors.

#### **5.14 Defects in appointment or qualifications of Director**

All acts done at any meeting of the Board or of a committee appointed by the Board or by any person acting as a Director will be as valid as if every such person or committee had been duly appointed and was qualified and entitled to vote, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a Director or of the committee or of the person acting as aforesaid, or that any Director was disqualified or not entitled to vote.

## **6 PROCEEDINGS OF THE BOARD**

### **6.1 When must Board meetings be held**

Subject to clause 5.4, the Board must hold not less than six (6) meetings in each period spanning the time between Annual General Meetings. For the avoidance of doubt:

- (a) the six (6) meetings include the meeting held in accordance with clause 5.4; and
- (b) a Board meeting may be held in any manner and by the use of any technology that is permitted under these By-laws.

### **6.2 Board to regulate its meetings**

Subject to the Act and these By-laws, the Board may meet for the despatch of business, adjourn and generally regulate their meetings as it thinks fit. As provided in Schedule 2, clause 2 of the Act, the quorum for a meeting of the Board is four (4) directors present in person or by any other means permitted by the Act, these By-laws or by the law.

### **6.3 Convening of meetings etc**

A Director may at any time and the Secretary will on the request of a Director convene a meeting of the Board.

### **6.4 Notice of meetings of the Board**

Notice of every Board meeting will be given to each Director in advance of the meeting. Notice of a meeting of the Board may be given in writing or by telephone, fax, email or other electronic means of communication.

### **6.5 Board meetings by electronic means, etc**

- (a) Without limiting the discretion of the Board to regulate its meetings under clause 6.2, the Board may, if it thinks fit, confer by telephone, closed circuit television or other electronic means of audio or audio-visual communication provided that such technology enables all persons participating in the meeting to hear each other at the same time.
- (b) Notwithstanding that the Directors are not present together in one place at the time of a meeting held by conference, a resolution passed by such a conference is deemed to have been passed at a meeting of the Board held on the day and at the time the conference was held.
- (c) A Director present at the commencement of the conference will be conclusively presumed to have been present and, subject to other provisions of these By-laws, to have formed part of the quorum throughout the conference.
- (d) Any minutes of a conference of the type referred to in clause 6.5(a) purporting to be signed by the chairperson of that conference or by the chairperson of the next succeeding meeting of the Board will be sufficient evidence of the

observance of all necessary formalities regarding the convening and conduct of the conference.

- (e) When by the operation of clause 6.5(b) a resolution is deemed to have been passed at a meeting of the Board, that meeting will be deemed to have been held at such place as is determined by the chairperson of the relevant conference, provided that at least one of the Directors who took part in the conference was at such place for the duration of the conference.

## **6.6 Written resolutions of Directors**

- (a) If all of the Directors required to be given notice of a meeting have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Board held at the time at which the document was last signed by a Director.
- (b) For the purposes of this clause:
  - (i) two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be deemed to constitute one document containing a statement in those terms signed by the Directors;
  - (ii) a reference to all the Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution; and
  - (iii) any document so signed by a Director may be received by RIDBC at the RIDBC head office (or other place agreed by the Directors) by post, by facsimile or other electronic means or by being delivered personally by that Director.

## **6.7 Votes at meetings of the Board**

Motions and resolutions arising at any meeting of the Board will be decided by a majority of votes and, subject to clause 6.8, each Director has one vote.

## **6.8 Casting vote for chairperson**

In case of an equality of votes on a resolution or other matter for determination by the Board, the chairperson of a meeting of the Board will have a second or casting vote.

## **6.9 Chairperson**

- (a) The President, or failing him or her, a Vice President must preside as chair at meetings of the Board.
- (b) If the President or any Vice President is not present either in person or as permitted by clause 6.5 within fifteen (15) minutes of the time appointed for holding the meeting or is not willing to act as chairperson for all or part of that meeting, the Directors present may wait for the arrival of the President or a Vice President or may choose one of their number to be chairperson of that meeting or part of that meeting (as the case may be).

## **6.10 Committees and subcommittees of the Board**

- (a) Whereas the Act entitles the Board to establish committees and subcommittees, the Board may delegate any of its powers to committees consisting of one or more Directors or other Members as it thinks fit, and the Board may revoke that delegation at any time.
- (b) Subject to paragraph (c) of this clause 6.10, a committee must conform to any terms of reference, directions and regulations that may be imposed upon it by the Board.
- (c) Unless expressly resolved by the Board to the contrary in respect of a specific subject matter, any person, committee or sub-committee to whom/which a function or task is delegated in respect of that subject matter, is limited to making recommendations to the Board with respect to that subject matter and is not empowered to make final determinations, or to bind RIDBC, in respect of that subject matter.
- (d) So far as they are capable of application and with any necessary changes, the provisions of these By-laws for regulating the meetings and proceedings of the Board shall govern the meetings and proceedings of committees to the extent that the same are consistent with any directions and regulations made by the Board.
- (e) Where a committee consists of two (2) or more persons, a quorum will be any two (2) members of the committee or such larger number as the committee itself determines.

## **6.11 Board may invite guests to attend meetings**

6.12 The Board may in its discretion and on such terms as may be agreed, invite one or more persons to attend one or more meetings of the Board as a guest to observe and contribute to the discussion of the matters before the Board, provided always that any such person shall:

- (a) be entitled to attend one or more meetings of the Board at the continuing discretion of the Board from time to time;
- (b) not be considered to be a Director of RIDBC as a consequence of attending such meetings,
- (c) not be held out by the Board or by RIDBC as a Director or Member of RIDBC as a consequence of his or her attendance at such meetings; and
- (d) not be entitled to vote on any matter put to a vote at such meetings.

## **6.13 Minutes of all Board proceedings to be kept**

- (a) The Board will cause minutes of:
  - (i) the names of Directors present (whether in person or by any means permitted by these By-laws) at meetings of the Board and meetings of Members;
  - (ii) all proceedings and resolutions of meetings of Members;

- (iii) all proceedings and resolutions of meetings of the Board, including meetings of committees of Directors;
  - (iv) all resolutions passed by Members without a meeting; and
  - (v) all resolutions passed by the Board without a meeting,
- to be duly entered in books kept for that purpose.
- (b) The Board will cause all the minutes required by these By-laws to be signed by:
    - (i) the chairperson of the meeting at which the proceedings took place or at which the resolutions were proposed; or
    - (ii) the chairperson of the next succeeding meeting.

## **7 APPOINTMENT AND REMOVAL OF SECRETARY**

### **7.1 Appointment**

A Secretary or Secretaries will be appointed by the Board with such duties, for such term, at such remuneration and on such conditions as the Board thinks fit.

### **7.2 Removal**

Any Secretary may be removed by the Board.

## **8 GENERAL MEETINGS**

### **8.1 Convening of general meeting**

The Board may, by resolution, convene, and Members may requisition a special general meeting of the Members, in accordance with the Act.

### **8.2 Annual General Meeting to be held**

An Annual General Meeting must be held each year in compliance with the Act. The location of the Annual General Meeting shall be determined by the Board from time to time.

### **8.3 Notice of general meetings (including Annual General Meetings)**

The Board must give the Directors, the auditors and each Member notice of the Annual General Meeting and any special general meeting of the Members. A notice of a meeting of the Members must:

- (a) be given at least seven (7) days before the meeting is to be held; and
- (b) specify:
  - (i) the place, day and time of the meeting (and, if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate this);

- (ii) the general nature of the meeting's business; and
  - (iii) any resolutions to be put to the meeting for a vote;
- and
- (c) in the case of the Annual General Meeting (but not other general meetings), the notice of meeting must also be published in at least one public newspaper, published and circulating daily in the metropolitan area of Sydney at least seven (7) days before the meeting is to be held.

#### **8.4 Failure to give notice**

The accidental omission to give notice of any meeting of the Members to or the non-receipt of that notice by any of the Members will not invalidate any resolution passed at that meeting.

#### **8.5 Persons entitled to attend general meetings**

Members, the Directors and auditors of RIDBC are entitled to attend general meetings of RIDBC as well as any other persons invited by the Board. The chairperson may require any person to leave and remain out of any meeting who in the opinion of the chairperson is not complying with his or her reasonable directions.

### **9 PROCEEDINGS AT GENERAL MEETINGS**

#### **9.1 Business of Annual General Meeting**

The business of an Annual General Meeting is to:

- (a) elect the Directors of the Board in accordance with the Act and these By-laws and to announce the election of Directors in place of those retiring;
- (b) to receive and consider the annual report of RIDBC;
- (c) to receive a report from the Board;
- (d) to receive a report from the Chief Executive; and
- (e) appoint auditors, if necessary.

#### **9.2 Business of meetings must adhere to notice**

No Member may, as regards any special business of which notice has been given, move at any meeting of the Members any resolution (other than a resolution in the same terms as specified in that notice) or any amendment of a resolution.

#### **9.3 Quorum for general meetings**

A quorum for a general meeting of the Members is twenty (20) persons, each being a Member, or a Representative entitled to vote at that meeting. No business can be transacted at any meeting of the Members unless the requisite quorum is present (in any manner permitted by these By-laws) at the commencement of the meeting.

#### **9.4 Chairperson of general meetings**

The President, or failing him/her, a Vice President must preside as chairperson at every meeting of the Members. If at any meeting of the Members, such person is not present within fifteen (15) minutes of the time appointed for holding the meeting or is not willing to act for all or part of the meeting, the Directors present may choose another Director as chairperson of the meeting (or part of it). If no Director is present or if all Directors present decline to act as chairperson for all or part of the meeting, the Members present may choose one of their number to be chairperson of the meeting (or part of it).

#### **9.5 If quorum absent**

If half an hour after the time appointed for a meeting of the Members a quorum is not present, a meeting convened by the Board on the requisition of Members will be dissolved, but in any other case the meeting will be adjourned to such other day, time and place as the Board may by notice to the Members appoint.

#### **9.6 Voting at general meetings**

At a meeting of the Members, every person present (in any manner permitted by these By-laws) who is either a Member, or a Representative and is entitled to vote, has one vote, both on a show of hands and a poll.

#### **9.7 Resolutions at general meetings of Members**

A resolution is carried at a general meeting of Members if the number of votes in favour of the resolution exceeds one-half of the votes cast.

#### **9.8 Equality of votes**

In the event of an equality of votes at a general meeting of Members, the chairperson has a casting vote.

#### **9.9 Voting: show of hands or poll**

At any meeting of the Members a resolution put to the vote of the meeting will be decided on a show of hands unless before a vote is taken or before or immediately after the declaration of the result of the show of hands a poll is demanded:

- (a) by the chairperson; or
- (b) by at least three (3) Members, present in person or by a Representative, having the right to vote at the meeting.

#### **9.10 Objection to vote count**

Any objection to the outcome of a vote must be referred to the Secretary acting as scrutineer, whose decision is final.

#### **9.11 Declaration by chairperson that resolution carried**

A declaration by the chairperson that a resolution has, on a show of hands, been carried or lost and an entry to that effect in the book of proceedings of RIDBC, is conclusive evidence of the carriage or loss of the resolution and the votes recorded in favour of and against such resolution.

#### **9.12 General conduct of meetings**

- (a) Subject to the Act and these By-laws, the chairperson is responsible for the conduct of general meetings and for the procedures to be adopted at general meetings.
- (b) The chairperson may make rulings, adjourn the meeting without putting the question (or any question) to the vote if the chairperson deems such action is required to ensure the orderly conduct of the meeting, or if a matter arises about which RIDBC or the chairperson requires advice.
- (c) The chairperson may require the adoption of any procedures which are in the chairperson's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Members, whether on a show of hands or on a poll.
- (d) The chairperson may determine conclusively any dispute concerning the eligibility of a person to vote and concerning the admission, validity or rejection of a vote.
- (e) The chairperson may deny a person from attending a meeting (and may require a person to leave the meeting for its entirety) if that person:
  - (i) behaves in a manner considered by the chairperson to be dangerous, offensive or disruptive; or
  - (ii) makes a film, photographic or sound recording of the meeting without the prior consent of the chairperson.

#### **9.13 No proxies**

Members are not entitled to attend or vote at a general meeting of Members by proxy.

#### **9.14 Appointment of Representative by Members**

- (a) Any Member being a body corporate, corporation, firm, partnership, association or society, whether incorporated or not or may by a resolution of its directors, board, committee, council or other organ responsible for the management of the Member, may authorise any person being an employee or officer of the Member to act as its Representative at all meetings of Members held during the continuance of the authority.
- (b) A document appointing or revoking the appointment of a Representative:
  - (i) in the case of a Member being a corporation, must be signed by a director or company secretary of the corporation; and
  - (ii) in the case of a partnership, must be signed by one or more partners;

- (iii) in any other case, must be signed by Chief Executive, general manager or a person who serves on the Board, management committee, or other organ having the responsibility for management of the Member,

or such other document as the chairperson of the meeting in his or her sole discretion considers sufficient will be prima facie evidence of the appointment or of the revocation of the appointment (as the case may be) of a Representative.

## **10 Chief Executive**

### **10.1 Board to appoint Chief Executive**

The Board must appoint a Chief Executive on such terms and conditions as the Board thinks fit.

### **10.2 Role of Chief Executive**

The Chief Executive shall:

- (a) attend all Board meetings except such meetings as may be convened to determine matters concerning the employment of the Chief Executive;
- (b) have the authority to supervise and direct the administration and management of RIDBC and its facilities;
- (c) carry out all directives and instructions of the Board;
- (d) ensure that progressive monthly financial statements are submitted to the Board at each Board meeting;
- (e) inform the Board of all matters of significance pertinent to the affairs and finances of RIDBC;
- (f) without limiting paragraph (f) of this clause, report all significant appointments terminations and significant changes in remuneration of staff;
- (g) to the best of his/her ability, and subject to the availability of relevant information, make enquiries and provide answers to questions asked of the Chief Executive concerning matters pertinent to the affairs and finances of RIDBC; and
- (h) may delegate administrative tasks to staff he/she considers to be sufficiently qualified and experienced to perform the delegated tasks.

## **11 FINANCIAL YEAR**

### **11.1 Period of the financial year of RIDBC**

RIDBC's financial year is the calendar year.

## **12 AUDIT AND AUDITOR**

### **12.1 Appointment of auditor**

- (a) The Members shall appoint an auditor of RIDBC at each Annual General Meeting from firms nominated by Members (including Directors). An auditor appointed at the Annual General Meeting shall retire at the next Annual General Meeting.
- (b) Nominations for the position of auditor must be submitted to the Board meeting immediately prior to the Annual General Meeting. Nominations must be in writing and must be accompanied by the written consent of the nominee. In the event of there being more than one nominee, the appointment shall be determined by the vote of the Members at the Annual General Meeting.

### **12.2 Qualifications of auditor**

The auditor must be a registered company auditor within the meaning of the *Corporations Act 2001 (Cth)*.

### **12.3 Remuneration of auditor**

The auditor shall receive such remuneration as the Board may agree.

### **12.4 Access to records**

The auditor shall have full and free access at all times to the books, records and accounts of RIDBC and the Board must provide the auditor with such other documents and information as may be necessary for the performance of the auditor's duties.

## **13 EXECUTION OF DOCUMENTS**

### **13.1 Authority to sign**

Without limiting the manner in which any document may be signed by RIDBC, the following persons are authorised to execute any document to be executed by RIDBC, namely:

- (a) any two Directors;
- (b) any Director and the Secretary;
- (c) any Director and the Chief Executive; and
- (d) any Director and any employee of RIDBC to whom the authority to execute documents is delegated in writing, if such delegation is signed by any single Director or the Chief Executive.

### **13.2 Form of execution, agreements and deeds**

- (a) Without limiting the manner in which such documents may be signed, an agreement under hand and any lease, transfer, mortgage, discharge of

mortgage, variation of mortgage or other instrument dealing with any interest in land may be executed for and on behalf of RIDBC in the following manner. The “authorised officers” referred to in the template signature blocks below are authorised to sign on behalf of RIDBC if they are persons referred to in clause 13.1, in the combinations referred to in clause 13.1:

Signed for and on behalf of <b>Royal Institute for Deaf and Blind Children</b> by its authorised officers:	) ) ) ) )	
..... Signature of authorised officer		..... Signature of authorised officer
..... Name of authorised officer, Director/Secretary/Chief Executive/authorised delegate*		..... Name of authorised officer, Director *delete inapplicable
*delete inapplicable		

- (b) Without limiting the manner in which a deed may be signed, a deed may be executed for and on behalf of RIDBC in the following manner. The “authorised officers” referred to in the template signature blocks below are authorised to sign on behalf of RIDBC if they are persons referred to in clause 13.1, in the combinations referred to in clause 13.1:

<b>Executed as a deed</b> for and on behalf of <b>Royal Institute for Deaf and Blind Children</b> by its authorised officers:	) ) ) ) )	
..... Signature of authorised officer		..... Signature of authorised officer
..... Name of authorised officer, Director/Chief Executive/Secretary/authorised delegate*		..... Name of authorised officer, Director/Chief Executive/ *delete inapplicable
*delete inapplicable		

## 14 USE OF TECHNOLOGY GENERALLY

### 14.1 Technology may be used for convenience

Without limiting any other provision in these By-laws allowing use of any particular technology for any purpose, where under these By-laws, the Act or any other law:

- (a) a notice may or must be given;

- (b) an appointment may or must be made;
- (c) a document or action must be signed or authorised;
- (d) a document or file must be accessed, retained or inspected;
- (e) a resolution may or must be made or voted on; and/or
- (f) a meeting may or must be held,

each of those things may be done by use of such electronic or other technology (including the internet) as may be available and permitted by the Board, provided that:

- (g) the use of such electronic or other technology must not be contrary to law; and
- (h) the use of such technology must not, in the case of:
  - (i) a notice, cause any person who was entitled to receive the notice to be unable to receive it;
  - (ii) a signature or authorisation, create any doubt as to its validity or veracity;
  - (iii) an access or inspection, cause a person to be unable to access or inspect the document or file without commonly available technology;
  - (iv) a resolution, cause any person who was entitled to vote on the resolution, to be unable to do so; or
  - (v) a meeting, cause any person who was entitled to be present at the meeting, to be unable to hear the proceedings of the meeting and things tabled or discussed at the meeting or to speak or make submissions to the meeting, as the case may be.

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