

SHORT STATURED PEOPLE OF AUSTRALIA INC.

CONSTITUTION

1. The name of the Association is the SHORT STATURED PEOPLE OF AUSTRALIA (hereinafter called “the SSPA”).
2. The objects for which the SSPA is established are:-
 - (1) The relief of suffering and distress by providing finance for medical and educational assistance and work training opportunities for people of short stature.
 - (2) The promotion of the physical, mental and social well being of people of short stature.
 - (3) The creation and promotion of equal opportunities in education, employment and the community for people of short stature.
 - (4) The encouragement of medical, scientific and social research into the problems of people of short stature and their origin, with particular emphasis on research into human physical growth and its causes.
 - (5) The collection and dissemination of information relating to people of short stature to all sectors of the community in order to promote a full understanding of their problems, their abilities and their need for equality of opportunity.
 - (6) To seek the granting of educational and vocational scholarships from Government Authorities and to promote the granting of such scholarships both by the SSPA and any other organisations or persons prepared to do so.
 - (7) The fostering of social contacts amongst people of short stature and their families and friends.

3. Rules of the SSPA - Definition of 'Person of Short Stature'

- (a) In these rules the expression "Person of Short Stature" shall mean a person affected by any form of dwarfism no matter what the cause and midgets and any other person who in the opinion of the medical panel is a person of short stature.
- (b) In these rules unless the contrary intention appears 'General Meeting' means a general meeting of members convened in accordance with rules 11, 12, 13, 14.
- (c) "Ordinary Councillor" means a member of the council to whom paragraph (1) of sub rule (a) of rule (5) relates.
- (d) In these rules, expressions referring to writing shall, unless contrary intention appears, be construed to include references to printing, lithography, photography and any other modes of representing or reproducing work in a visible form.

4. Interpretation

- (1) The provisions of the Interpretation Act, 1897, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument under the Act.
- (2) 'The Act' means the Association Incorporation Act 1984.

5. Membership

- (1) Any interested person including any corporation or association having a duly adopted constitution is eligible to apply for membership of the SSPA.

The following classes of membership to exist:

- (a) Ordinary Members who shall consist of Short Statured People aged 18 years and over.
- (b) Parent/Guardian Members to mean one or either parent or guardian of a short statured person under 18 years of age and short statured dependant students (including the short statured person(s).)
- (c) Family Membership to mean both parents or guardians of a short statured person under the age of 18 years and short statured dependant students (including the short statured person(s) and dependant siblings.

(d) Associate Members - Associate Member is any interested natural person who does not come under any of the previous categories above

(e) Life Member - Any of the members defined above who has been a member of the SSPA for a continuous period of 15 years and who has been nominated and approved by a 3/4 majority of members entitled to vote at A.G.M.

(f) Corporate Members - Corporations or Associations having a duly accepted constitution.

(2) After adoption of this constitution applications for membership shall be made by or on behalf of the applicant to the Public Officer of the SSPA and the application shall be signed by the applicant and accompanied by One (1) years membership fee.

(3) Hereafter, a person or other applicant shall become of member of the SSPA upon acceptance of his or her application by the Council. The applicant's name shall be entered in a register of members to be kept by the Public Officer.

(4) If the Council shall reject an application for membership or shall fail to accept the name within one month of the Council meeting next following lodgment of the application with the Public Officer the applicant shall be entitled to have application placed before the next Annual Meeting for consideration and may attend and move a motion as to whether such application shall be accepted. It shall not be necessary for such a motion to be seconded and it may be accepted by ordinary resolution.

6. Resignation

(a) A member of the SSPA may, at any time, resign from the SSPA by delivering or sending by post to the Public Officer a written notice of resignation.

(b) Upon receipt of a notice under sub rule (1) of this rule the Public Officer shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be member of the SSPA.

(c) A right, privilege, or obligation of a person by virtue of his membership of the SSPA -

(i) is not capable of being transferred or transmitted to another person and

(ii) terminates upon the cessation of membership, whether by death, resignation or otherwise.

7. Members Liability

The liability of a member of the SSPA to contribute towards the payment of the debts and liabilities of the SSPA or the costs, charges and expenses of the winding up of the SSPA is limited to the amount, if any, unpaid by the member in respect of Membership of the SSPA. As required in Rule 11.

8. Resolution of Internal Disputes

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

9. Discipline of Members

(1) Where the Council is of the opinion that a member of the SSPA

(a) has persistently refused or neglected to comply with a provision or provisions of these rules: or

(b) has persistently and wilfully acted in a manner prejudicial to the interests of the SSPA,

the council may, by resolution -

(i) expel the member from the SSPA; or

(ii) suspend the member from membership of the SSPA for a specified period.

(2) A resolution of the council under clause (1) is of no effect unless the council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.

(3) Where the council passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member -

(a) setting out the resolution of the council and the grounds on which it is based;

(b) stating that the member may address the council at a meeting to be held no earlier than 14 days and not later than 28 days after the service of the notice;

(c) stating the date, place and time of the meeting, and

(d) informing the member that the member may do either or both of the following:-

(i) attend and speak at that meeting;

(ii) submit to the council at or prior to the date of that meeting written representations relating to the resolution.

(4) At a meeting of the council held as referred to in clause (3), the council shall -

(a) give to the member an opportunity to make oral representations,

(b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and

(c) by resolution determine whether to confirm or to revoke the resolution.

(5) Where the council confirms a resolution under clause (4) the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 10.

(6) A resolution confirmed by the council under clause (4) does not take effect -

(a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or

(b) where within that period the member exercises the right of appeal, unless and until the SSPA confirms the resolution pursuant to rule 9(4).

10. Right of Appeal of Disciplined Member

(1) A member may appeal to the SSPA in general meeting against a resolution of the council which is confirmed under rule 9(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) Upon receipt of a notice from a member under clause (1), the secretary shall notify the council which shall convene a general meeting of the SSPA to be held

within 21 days after the date on which the secretary received the notice.

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- (3) At a general meeting of the SSPA convened under clause (2) -
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the council and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the SSPA passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

11. Register of Members

- (1) The public officer of the SSPA shall establish and maintain a register of members of the SSPA specifying the name and address of each person who is a member of the SSPA together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the SSPA and shall be open for inspection, free of charge, by any member of the SSPA at any reasonable hour.

12. Fees, Subscriptions etc.

- (1) A member of the SSPA shall pay to the SSPA an annual membership fee as determined by the council and approved at the Annual General Meeting.
 - (a) Before the 1st July in each calendar year; or
 - (b) where the member becomes a member on or after the 1st July in any calendar year - upon becoming a member and before 1st July in each succeeding calendar year.

13. Financial Year

The financial year of the SSPA shall be the twelve months ended 31st July.

14. The Council

Office Bearers and Councillors

- (1) The affairs of the SSPA shall be administered by a Council, consisting of office Bearers and councillors. The office bearers shall be :-

President
Vice President
Secretary
Treasurer

and such other officers as the SSPA by ordinary resolution at a general meeting shall determine.

There shall be a minimum of six ordinary Councillors.

- (2) The President shall be a 'Person of Short Stature'. Should there not be a Person of Short Stature able and willing to accept nomination or the members cannot agree on the appointment of a Person of Short Stature as President, the council shall be empowered to fill the position until such time as a nomination for a Person of Short Stature is received. On receipt of such nomination a Special General Meeting shall be called at which the nomination shall be put to the members present.
- (3) The first Council following adoption of these rules shall be :-

President	Orsola Pannucio
Vice President	F Kelly
Chairman	M Paton
Secretary	J Davidson
Treasurer	R Henderson
Councillors	J Johnson
	D Marsh
	S Pinnell
	L Prowd
	G Cook
	F McCurdy

- (4) Term of Office

The Council shall retire at the Annual General Meeting in each year but shall hold office until the election of a new Council. All members of the Council

shall be eligible for re-election.

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- (5) The Council shall be elected individually by ordinary resolution. Nominations for election to the Council shall be made at the meeting at which the election is to take place, save in the case of persons not present at such meeting where written acceptance of nominations must be lodged with the Public Officer of the SSPA prior to the commencement of the meeting and each nomination must be seconded.
- (6) Unless otherwise determined by the Council the Secretary shall be the Public Officer of the SSPA.

15. Proceedings of the Council

(1) Meetings

- (a) The Council shall meet at least once every four (4) months.
- (b) A Quorum for meetings of Council shall be six members including at least two office bearers.

If a quorum is not present within one hour of the time for commencement of the meeting, the meeting will be adjourned to such other time and place as the Council may determine.

- (c) The President shall be Chairperson of all meetings of the Council and in his/her absence the Vice President shall act as Chairperson, and if neither the President or Vice President shall be present at any meeting of council, those present shall choose one of their number to be Chairperson of the meeting.

(d) Voting

Each member of the Council shall have one vote and in the case of an equality of votes, the President shall have the casting vote.

(e) Proxies

A member may attend not more than two Council meetings in any one calendar year by proxy. Attendance at all other Council meetings must be personal. The appointment of a proxy shall be in writing signed by the member appointing the proxy and must indicate the meeting or meetings for which it is to have effect.

Before a proxy is entitled to represent a member he or she must produce the written instrument of proxy to the Chairperson of the meeting at which the proxy proposed to attend. An instrument of proxy need not be in any particular form and may contain directions as to the manner in which the proxy is to vote on any particular matter if the appointee so desires. A person appointed as a proxy must be a member of the SSPA. A proxy shall be entitled to speak and vote and otherwise act at the relevant Council meeting in all respects as if he or she were a Councillor personally present.

- (f) Subject to these rules the council shall make such regulations for the conduct of its meetings as it shall see fit.

16. Vacation of Office

The office of a member of the Council (including an office bearer) shall be vacated:-

- (a) If by notice in writing addressed to the SSPA he/she resigns his/her office.
- (b) If he/she absents himself/herself from three consecutive meetings without special leave of absence from the Council.
- (c) If he/she dies.
- (d) If he/she becomes bankrupt or applies to take advantage of any law relating to bankruptcy or insolvent debtors or compounds with his/her creditors.
- (e) If he/she becomes of unsound mind.
- (f) If he/she ceases to be a member of the SSPA.
- (g) If he/she fails to pay all arrears of subscription due to him/her within fourteen days after he/she has received a notice in writing signed by the Public Officer stating that he/she has ceased to be a financial member of the SSPA.

17. Powers and Duties of the Council

The Powers and Duties of the Council are:

- (1) To disseminate all such information to members of the SSPA as the Council considers is in the interests of the members and consistent with the objectives of the SSPA and which by means of circulars, periodicals, meetings or otherwise as the council see fit.

(2) Annual report and Accounts

To present to members at each Annual Meeting a report consisting of a summary of the Council's activities during the preceding year, and a duly audited financial statement setting out truly and fairly the state of the SSPA's financial affairs at a date not earlier than two months prior to the meeting and to recommend the amount at which the annual membership fees should be set for the next ensuing year.

(3) Minutes

To keep full and accurate minutes of all of its proceedings and of General meetings of members.

(4) Pursuit of SSPA Objectives

To do all such other things as in the opinion of the Council are reasonably conducive to the attainment of the objectives of the SSPA and which are not required to be done by the SSPA in General meeting provided that the Council shall not without the prior approval of a special resolution of a General meeting of members in that regard borrow any funds on behalf of the SSPA or in any way obtain credit on behalf of the SSPA.

(5) State branches of the SSPA shall be formed where it is considered that they be in the best interest of the members, at a time when such action is deemed appropriate.

The office bearers of the State branch shall be elected annually by members resident in that State.

(6) Convention

The Council will ensure that at least once in every calendar year a convention of members is arranged for a period to be determined by Council and as far as possible the venue shall be at a different location each year.

18. Vacancies

- (1) The Council shall be entitled to appoint a member of the SSPA to fill any casual vacancy in its numbers and any person or persons so chosen shall retain office only until the next following Annual General Meeting and shall then be eligible for re-election. The continuing members of Council may act notwithstanding any vacancy in their body but so that if the number falls below the quorum for their meetings they may act for the purpose of increasing the numbers of members of Council to the quorum or of summoning a General Meeting but for no other purpose.

Members other than natural persons shall be entitled to attend General meeting by authorised representatives appointed in writing by the governing body of the organisation represented but they are not entitled to vote.

19. Sub Committees

- (1) The Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the SSPA as the council thinks fit) the exercise of such of the functions of the council as are specified in the instrument, other than -
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the council by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time of circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the council.
- (6) The council may, by instrument in writing, revoke wholly or in part any

delegation under this rule.

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(7) A sub-committee may meet and adjourn as it thinks proper.

20. Annual Meeting

An annual meeting of members shall be held once at least in every calendar year within three months of the end of the financial year, and at such time and place as the Council determines from time to time.

21. Ordinary Meetings

(1) All meetings of members of the SSPA other than the Annual General Meeting shall be called "Ordinary Meetings".

(2) The Council may, whenever it thinks fit and must upon a requisition by not less than twenty (20) members, proceed to convene an ordinary meeting in the manner required by these rules.

22. Notice

(1) Fourteen days notice at least of all meetings of members specifying the place, day and hour of meeting and in the case of special business the general nature thereof shall be given to all financial members by post or otherwise as prescribed in these rules provided that with the consent of 50% of all members present entitled to attend and vote thereat, any particular General Meeting may be called upon such notice as those members agree.

(2) The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any members shall not invalidate any of the business of such meetings.

23. Proceedings of Meetings - Business

The business of an Annual Meeting will be to receive and consider the Council's report and financial statement, to elect the Council in place of the retiring Council, to set the annual membership fees for the next ensuing year and to appoint an auditor (who shall not be a member or closely related to a member of Council). All other business transacted at an Annual Meeting and all business transacted at an Ordinary meeting shall be deemed "Special Business".

24. Quorum

Twenty two (22) members shall be a quorum for a General Meeting. No business shall be transacted at any General Meeting unless and until the requisite quorum is present.

25. Chairperson of Ordinary Meetings

- (1) The President shall be entitled to take the chair at every General Meeting. If the President is not present within ten minutes after the time appointed for holding the meeting or being present is unwilling to act, the members of the Council present shall choose such person as they think fit from among their number to be Chairperson of the meeting.
- (2) If a quorum is not present within one hour of the time appointed for a General Meeting, the meeting is deemed to be dissolved.

26. Voting

Every motion or resolution submitted to a General Meeting shall be decided on a show of hands in the first instance and in the case of an equality of votes the Chairperson of the meeting shall be entitled to a second or casting vote.

27. Poll

- (1) Any five (5) members present at a meeting are entitled to demand a poll on any question before the meeting and upon the making of a proper demand a poll shall be held immediately in such manner as the Chairperson of the meeting directs and the result of that poll shall be deemed to be a resolution of the meeting. The Chairperson shall have the right to determine any question arising as to the admission or rejection of any vote upon a show of hands or upon a poll.
- (2) The Chairperson of a meeting may with the consent of the meeting adjourn the same from time to time and from place to place.

28. Votes of Members

Upon any question arising at a general meeting of the SSPA voting rights are as under:-

Ordinary Members shall have one vote
Parent/Guardian Members, having a person of short stature, shall have one
vote
Family Membership, having a person of short stature, shall have two votes
Associate Membership shall have one vote
Life Member shall have one vote
Corporate Member shall not be entitled to vote

29. Minutes

Inspection

The books containing the minutes of meetings or proceedings of both the Council and the members and the financial statements of the SSPA shall be given for the inspection of any member upon the giving of seven days notice in writing to the Public Officer of the desire of the member to inspect such books. All such minutes shall be signed by the Chairperson of the meeting to which they relate or by the Chairperson of the next succeeding meeting.

30. Notices

Service by Post

- (1) A notice may be served by the Council upon any member of the SSPA either personally or by leaving it at or sending it through the post in a prepaid letter envelope addressed to such member at his address as registered in the books of the SSPA.
- (2) Any notice to be served by post upon a member whose registered place of address is not in the Commonwealth of Australia shall be sent by airmail.

31. Financial

Income and Property of the SSPA

- (1) The income and property of the SSPA, however derived, shall be applied solely towards the promotion of the object and purpose of the SSPA.

True accounts shall be kept
 - (a) of all sums of money received and expended by the SSPA and the matter in respect of which the receipt or expenditure takes place; and
 - (b) of the property, credits and liabilities of the SSPA.
- (2) The Treasurer of the SSPA shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the SSPA in such form and manner as the council may direct.
- (3) The accounts, books and records referred to in sub rules 1 and 2 of this rule shall be kept at the SSPA's office or at such other place as the

Council may decide.

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32. Banking

- (1) The Treasurer of the SSPA shall, on behalf of the SSPA, receive all moneys paid to the SSPA and forthwith after receipt thereof issue official receipts therefor.
- (2) The Council shall cause to be opened with such bank as the council selects a banking account in the name of the SSPA into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- (3) Except with the authority of the council no payment of a sum exceeding two dollars shall be made from the funds of the SSPA otherwise than by cheque drawn of the SSPA's bank account, but the Council may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the council may impose.
- (4) No cheques shall be drawn on the SSPA's bank account except for the payment of expenditure that has been authorised by the Council.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable documents shall be signed by the Treasurer or in his/her absence by such other member or members of the council as the council may nominate for that purpose, and shall be countersigned by by another council member authorised by the council.
- (6) All accounts payable by the SSPA shall be presented to and passed for payment at a Council meeting and full details of such approvals shall be entered in the minutes of such meeting.

33. Auditor

- (1) At each annual general meeting of the SSPA the members present shall appoint a person who is not a member of the SSPA or the Public Officer of the SSPA as Auditor of the SSPA.
- (2) A person so appointed shall hold office until the Annual General meeting next after that at which he is appointed, and is eligible for re-appointment.
- (3) The first Auditor of the SSPA may be appointed by the council before the first annual general meeting and if so appointed shall hold office until the first annual general meeting unless previously removed by a resolution of members at an ordinary general meeting in which case the members at that meeting may appoint an auditor to act until the first annual general

meeting.

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- (4) If an appointment is not made at an annual general meeting the Council shall appoint an Auditor of the SSPA for the then current financial year of the SSPA.
- (5) If a casual vacancy occurs in the office of auditor during the course of a financial year of the SSPA the committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

34. Audit of Accounts

- (1) Once at least in each financial year of the SSPA, the accounts of the SSPA shall be examined by the auditor.
- (2) The auditor shall certify as to the correctness of the accounts of the SSPA and shall report thereon to the members present at the annual general meeting.
- (3) In his report and in certifying the accounts the auditor shall state:-
 - (a) Whether he has obtained the information required by him.
 - (b) whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the SSPA according to the information at his disposal and the explanations given to him and as shown by the books of the SSPA; and
 - (c) whether the rules relating to the administration of the funds of the SSPA have been observed.
- (4) The Public Officer of the SSPA shall cause to be delivered to the auditor a list of all the accounts, books and records of the SSPA

35. Medical Panel

National Medical and Scientific Advisory Board

A panel of doctors are to be invited to be advisers to the SSPA and to be known as the National Medical and Scientific Advisory Board.

The initial members of the Board are:

Dr. David Danks
Dr. John Rogers
Dr. David Sillence

Vacancies on the Advisory Board are to be filled by Council upon the recommendation of the remaining members of the Advisory Board.

The Advisory Board are to report to the SSPA from time to time on progress being made towards the understanding of the problems of all forms of dwarfism.

36. Winding Up

Donations of Surplus Funds

If at any time it is decided by special resolution of the members that the SSPA shall be terminated, the Council shall forthwith convert all assets of the SSPA into cash and after paying its debts shall donate the balance to such public hospital or university or bone dysplasia clinic situated within the Commonwealth of Australia for the purpose of medical research into the causes of human growth and inhibition thereof and upon making such payment the SSPA shall be at an end.

37. Amendment of Constitution

These rules may be added to or modified or otherwise altered to such an extent and in such manner as the members in General Meeting may by Special Resolution decide from time to time Provided that the Public Officer shall, within one month after the passing of the special resolution altering the rules of the SSPA lodge with The Corporate Affairs Commission notice in the prescribed form.

38. Seal

Seal of the SSPA

- (1) The Seal of the SSPA shall be in the form of a rubber stamp, inscribed with the name of the SSPA encumbering the word "seal".
- (2) The seal of the SSPA shall not be affixed to any instrument except by the authority of the council and the affixing thereof shall be attested by the signatures either of two members of the council or of one member of the council and of the Public Officer of the SSPA or such other person as the council may appoint for that purpose and that attestation is sufficient for all purposes that the seal was affixed by authority of the Council.
- (3) The seal shall remain in the custody of the Public Officer.

39. Insurance

- (1) The SSPA shall effect and maintain insurance pursuant to Section 44 of the

Act.

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- (2) In addition to the insurance required under clause (1), the SSPA may effect and maintain other insurance.

40. Funds Source

The funds of the SSPA are to be derived from membership fees, donations, fund raising, and other sources the committee may determine.

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