



**RULES OF THE  
CLEFT PALATE AND LIP SOCIETY  
OF  
AUSTRALIA INCORPORATED**

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## **PART 1: PRELIMINARY**

### **1: Definitions**

1.1: In these rules:

- Commissioner means the Commissioner of the Office of Fair Trading.
- Association means "the Cleft Palate and Lip Society of Australia Incorporated"
- Ordinary Member means a member of the committee who is not an office-bearer of the association, as referred to in rule 16(2).
- Secretary means the person holding office under these rules as secretary of the association, or if no such person holds that office the public officer of the association.
- Special General Meeting means a general meeting of the association other than an annual general meeting.
- Special Branch General Meeting means a branch general meeting, other than a branch Annual General Meeting
- the Act means the Associations Incorporation Act 1984
- the Regulation means the Associations Incorporation Regulations 1999
- cleft condition means a cleft lip and or palate or any other condition relative to a type of cleft or syndrome

1.2: In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3: The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so applies if these rules were an instrument made under the Act.

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## **2: OBJECTS**

2.1: The objectives of the association are:

- (a) to act as a public benevolent society and promote and support the welfare of children with cleft palates and/or cleft lips.
- (b) to provide assistance, guidance and advice to all persons, but particularly parents, relating to day to day management (including the sourcing, sales and provisions of feeding equipment) of children with cleft palates and/or cleft lips.
- (c) to provide an information service for all people's interest in the welfare of children with a cleft condition.
- (d) to endeavour to promote the objects of the association by personal contact as nearly as possible after the birth of a child with a cleft condition.
- (e) to endeavour, in accordance with the benevolent aims of the association, to provide particular assistance to those children and

parents who reside in areas where regular long distance travel is necessary for medical and/or paramedical treatment or any others with particular needs.

(f) to promote and foster the general welfare and well-being and offer advice, assistance and information in relation to any child in need which has a cleft condition.

(g) to cooperate with any other organisation which may at any time conduct research into the problems of or created by a cleft condition.

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### **3: NON PROFIT ORGANISATION**

The income and property of the association shall be applied solely towards the promotion of the objects of the association as set out in Part 2.

No portion of the income and property of the association shall be paid or transferred directly or indirectly by way of payment, bonus or otherwise to the members of the association,

No member of the committee, sub-committee shall be appointed to any salaried office of the association or any office of the association paid by fees and no remuneration or other benefit in money or monies worth shall be paid or given by the association to any such member, provided that the association may in good faith pay:

(a) remuneration to any officers or servants of the association or to any member of the association in return for any services actually rendered to the association or for goods supplied in the ordinary and usual way of business;

(b) interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the members on money borrowed from any members of the association;

(c) reasonable and proper rent for premises demised or let by any member to the association; or

(d) out of pocket expenses, monies for professional and technical services provided by a member, other than services as a member of the committee or a sub-committee, with the prior approval of the committee and provided amounts paid are commercially reasonable and interest at the rate described in paragraph (c) on money lent or reasonable and proper rent for premises demised or let to the association by a member.

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## **PART 3 - MEMBERSHIP**

### **4: Membership Qualifications**

A person is qualified to be a member of the association if, but only if:

(a) the person is a person referred to in section 15(1)(a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act,

or

(b) the person is a natural person:

(i) who has been nominated for membership of the association as provided by rules 3 and 5 and

(ii) who has been approved for membership of the association by the committee of the association.

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## **5: Application for Membership**

5.1: An application by of a person for membership of the association:

(a) must be made in a member of the association in writing on the form set out in Appendix 1 to this constitutions, and approved by the committee, and

(b) must be lodged with the secretary of the association.

(c) must be accompanied by a membership fee as prescribed in rule 10.

5.2: As soon as practical after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the applicant.

5.3: If the committee determines to approve an application for membership, the secretary must, as soon as practicable after than determination, notify that applicant of that approval.

5.4: The secretary must, upon approval of the applicant by the committee, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

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## **6: Cessation of Membership**

A person ceases to be a member of the association if the person:

(a) dies, or

(b) resigns membership, or

(c) is expelled from the association

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## **7: Membership Entitlements Not Transferable**

A right, privilege or obligation, which a person has by reason of being a member of the association:

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

(b) terminates on cessation of the person's membership.

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## **8: Resignation of Membership**

8.1: A member of the association is not entitled to resign that membership except in accordance with this rule.

8.2: A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

8.3: If a member of the association ceases to be a member under clause (8.2), and in every other case where a member ceases to hold membership, the secretary must have an appropriate entry in the register of members recording the date on which the member ceased to be a member.

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## **9: Register of Members**

9.1: The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.

9.2: The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

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## **10: Fees and Subscriptions**

10.1: A member of the association must, on admission to membership, pay to the association an annual membership fee of \$30 or, if some other amount is determined by the committee, that other amount.

10.2: In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee of \$30 or, if some other amount is determined by the committee, that other amount:

(a) except as provided by paragraph (b), before 1 April in any calendar year, or

(b) If the member becomes a member on or after 1 April in any calendar year on becoming a member and before 1 April in each succeeding calendar year.

10.3: Life members are exempt from any annual membership fee.

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## **11: Member's Liability**

The liability of a member of the association to contribute towards the payment of the debts and liabilities if the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 10.

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## **12: Resolution of Internal Disputes**

12.1: Disputes between members (in their capacity as members) of the association, and disputed 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.

12.2: 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.

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## **13: Disciplining of Members**

13.1: A complaint may be made to the committee by any person that a member of the association:

(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 association.

13.2: On receiving such a complaint, the committee:

(a) must cause notice of the complaint to be served on the member concerned: and

(b) must give the member at least 14 days from the time the notice is served within which to make the submissions to the committee in connection with the complaint and must take into consideration any submissions made by the member in connection with the complaint

(c) must call a special general meeting within 30 days of the period as outlined in paragraph (b) elapsing to consider expulsion of the member

13.3: A member may be expelled by the Committee, if a majority of members present at a special general meeting to consider the expulsion, vote in favour of a resolution to expel the member.

13.4: At such a special general meeting, the member whose expulsion is under consideration may offer an explanation of his/her conduct either verbally or in writing.

13.5: The voting at such a special general meeting will be by secret ballot.

13.6: If the committee expels or suspends a member, the secretary, must within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 14

13.7: The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned or

(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 14(5), whichever is the later.

13.8: It shall be in the power of the committee, to exclude such a member from participation in the affairs of the said association until such a special general meeting has been held.

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#### **14: Right of Appeal of Disciplined Member**

14.1: A member may appeal to the association in general meeting against a resolution of the committee under rule (13), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

14.2: The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purpose of the appeal.

14.3: On receipt of a notice from a member under rule (14.1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

14.4: At a general meeting of the association convened under clause (14.3):

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

14.5: If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

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### **PART 4: THE COMMITTEE**

#### **15: Powers of the Committee**

15.1: The committee is to be called the committee of management of the association and, subject to the Act, the Regulations and these rules and to any resolution passed by the association in general meeting:

(a) is to control and manage the affairs of the association, and

(b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and

(c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

**16: Constitution and Membership**

16.1: Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:

- (a) the office-bearers of the association, and
- (b) up to 4 ordinary members, each of who is to be elected at the annual general meeting of the association under rule (17).

16.2: The office-bearers of the association are to be:

- (a) the president
- (b) the vice-president
- (c) the treasurer, and
- (d) the secretary

16.3: Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

16.4: In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of appointment.

16.5: No member of the committee shall hold the same office for a period longer than three years.

16.6: Committee members must have paid all fees in accordance with rule (10) in order to be nominated for a position on committee or to act as a member of the committee.

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**17: Election of Members**

17.1: Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:

(a) must be made in writing signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

(b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

17.2: If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

17.3: If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

17.4: If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

17.5: If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

17.6: The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

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**18: Secretary**

18.1: The Secretary of the association must, as soon as practical after being appointed as secretary, lodge notice with the association of his or her address.

18.2: It is the duty of the secretary to keep minutes of:

(a) all appointments of office-bearers and members of the committee

(b) the names of members of the committee present at a committee meeting or a general meeting, and

(c) all proceedings at committee meetings and general meetings.

18.3: Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

18.4: The committee may delegate the duties of the secretary under rule 18.2 to any other committee member with the consent of the committee.

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**19: Treasurer**

19.1: It is the duty of the treasurer of the association to ensure:

(a) that all monies due to the organisation are collected and received and that all payments authorised by the association are made and,

(b) that correct books and accounts are maintained showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

19.2: The Treasurer will submit to the committee the following reports:-

(a) Report showing balance of the bank

(b) Monthly statement of receipts and disbursement requiring approval

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**20: Patron**

20.1: The association may elect a patron of the association at a general meeting.

20.2: The patron of the association will be an honorary role only.

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**21: Casual Vacancies**

21.1: For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

(a) dies, or

(b) ceases to be a member of the association, or

(c) becomes an insolvent under administration within the meaning of the Corporations Law of the Commonwealth, or

(d) resign office by notice in writing given to the secretary, or

(e) is removed from office under rule (22), or

(f) becomes a mentally incapacitated person, or

(g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

(h) holds any office which derives profit from the association; or

(i) is directly or indirectly interested in any contract or proposed contract with the association.

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**22: Removal of Member**

22.1: The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

22.2: If a member of the committee to whom a proposed resolution referred to in clause (22.1) relates/makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the

representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representation are not so sent, the member is entitled to require the representation be read out at the meeting at which the resolution is considered.

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### **23: Meetings and Quorum**

23.1: The committee must meet at least 3 times in each period of 12 months at such a place and time as the committee may determine.

23.2: Additional meetings of the committee may be convened by the president or by any member of the committee.

23.3: Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

23.4: Notice of a meeting given under clause (23.3) must specify the general nature of the business to be transacted at the meeting and no business is to be transacted at the meeting except business, which the committee members present at the meeting unanimously agree to treat as urgent business.

23.5: Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee

23.6: No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

23.7: If at the adjourned meeting a quorum is not present within half an hour of the meeting time appointed for the meeting, the meeting is to be dissolved.

23.8: At a meeting of the committee:

(a) the president or, in the president's absence, the vice-president is to preside.

or

(b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

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### **24: Delegation by Committee to Sub-committee**

24.1: The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such functions of the committee as are specified in the instrument, other than:

(a) this power of delegation, and

(b) a function, which is a duty, imposed on the committee by the Act 0 or by any other law.

24.2: 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.

24.3: A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

24.4: Despite any delegation under this rule, the committee may continue to exercise any function delegated.

24.5: 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 committee.

24.6: The committee may by instrument in writing, revoke wholly or in part any delegation under this rule.

24.7: A sub-committee may meet and adjourn, as it thinks proper.

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#### **25: Voting and Decisions.**

25.1: Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee presents at the meeting.

25.2: Each member present a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question the person presiding may exercise a second or casting vote.

25.3: Subject to rule 23(5), the committee may act despite any vacancy on the committee.

25.4: Any act or thing done or suffered, or purporting to have done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

### **PART 5: GENERAL MEETING**

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#### **26: Annual General Meetings - holding of**

26.1: With the exceptions of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

26.2: The association must hold its first annual general meeting:

- (a) within the period of 18 months after its incorporation under the act, and
- (b) within the period of 6 months after the expiration of the first financial year of the association.

26.3: Clauses (26.1) and (26.2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

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#### **27: Annual General Meetings - calling of and business at**

27.1: The annual general meeting of the association is, subject to the Act and to rule (26), to be convened on such date and at such place and time as the committee thinks fit.

27.2: In addition to any other business, which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting.

(b) to receive from the committee reports on the activities of the association during the last preceding financial year,

(c) to elect office-bearers of the association and ordinary members of the committee,

(d) to receive and consider the statement, which is, required to be submitted to members under section 26(6) of the Act.

27.3: An annual general meeting must be specified as such in the notice convening it.

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### **28: Special General Meetings - calling of**

28.1: Any two members of the committee may, whenever it thinks fit, convene a special general meeting of the association.

28.2: The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.

28.3: A requisition of members for a special general meeting:

(a) must state the purpose or purposes of the meeting, and

(b) must be signed by the members making the requisition, and

(c) must be lodged with the secretary, and

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisitions .

28.4: If the committee fails to convene a special general meeting to be held within 1 month after the that date on which a requisition of members for the meeting lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

28.5: A special general meeting convened by the member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meeting are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

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### **29: Notice of General Meeting**

29.1: Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

29.2: If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under rule (29.1), the intention to propose the resolution as a special resolution.

29.3: No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business that may be transacted under rule 27 (2).

29.4: A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting after receipt of the notice from the member.

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### **30: Procedures**

30.1: No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

30.2: Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

30.3: If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of member, is to be dissolved and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

30.4: If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

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### **31: Presiding Members**

31.1: The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

31.2: If the president and the vice-president are absent or unwilling to act, the members present must elect one of their members to preside as chairperson at the meeting.

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### **32: Adjournment**

32.1: The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

32.2: If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting

32.3: Except as provided in rules (31.1) and (31.2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

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### **33: Making of Decisions**

33.1: A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

33.2: At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.

33.3: If a poll is demanded at a general meeting, the poll must be taken;

(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

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### **34: Special Resolution**

A resolution of the association is a special resolution:

(a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or

(b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

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### **35: Voting**

35.1: On any question arising at a general meeting of the association a member has one vote only.

35.2: All votes must be given personally or by proxy but no member may hold more than five proxies.

35.3: In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

35.4: A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the members or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current years.

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### **36: Appointment of Proxies**

36.1: Each member is to be entitled to appoint another member as proxy by notice given to the secretary, no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

36.2: The notice appointing the proxy is to be in the form set out in "Appendix 1" to these rules.

## **PART 6: BRANCHES**

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*The following rules under "Branches" relate to all branch committees of the said association formed in any state or territory of Australia.*

### **37: Branches**

37.1: In any state or territory of the Commonwealth of Australia the association may with the approval of the committee form a branch of the association.

### **38: Powers of a Branch Committee**

Subject to any statutory or regulatory provision to the contrary and any directions from time to time of the committee, each branch committee shall have the power to:

(a) carry out all such powers and duties relating to the affairs of the association within the relevant state or territory as may be delegated or imposed by the committee;

(b) keep and maintain an up-to-date recorded of all names and addresses of the members for the time being resident in the relevant state or territory; and

(c) forward to the committee all information obtained under this rule and such information as the committee may from time to time request of the relevant state or territory.

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### **39: Constitution and Membership**

39.1: Each branch committee is to consist of up to four branch office-bearers, or such other number as agreed by the branch committee from time to time.

39.2: The branch office bearers are numbers permitting, to be:

- (a) the president;
- (b) the vice-president;
- (c) the treasurer; and
- (d) the secretary;

39.3: Each member of a branch committee, is subject to these rules, to hold office until the conclusion of the branch annual general meeting following the date of the member's election, but is eligible for re-election.

39.4: In the event of a casual vacancy occurring in the membership of the branch committee, the branch committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the branch annual general meeting next following the date of appointment.

39.5: No member of the branch committee shall hold the same office for a period longer than three years.

39.6: Branch committee members must have paid all fees in accordance with rule (10) in order to be nominated for a position on branch committee or to act as a member of the branch committee.

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### **40: Election of Members**

40.1: Nominations of candidates for election as branch office-bearers of the association or as ordinary members of the branch committee:

(a) must be made in writing signed by 2 members of the branch association, resident in that state or territory and be accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

(b) must be delivered to the secretary of the branch at least 7 days before the date fixed for the holding of the branch annual general meeting at which the election is to take place.

40.2: If insufficient nominations are received to fill all vacancies on the branch committee, the candidates nominated are taken to be elected and further nominations are to be received at the branch annual general meeting.

40.3: If insufficient further nominations are received, any vacant positions remaining on the branch committee are taken to be casual vacancies.

40.4: If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

40.5: If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

40.6: The ballot for the election of branch office-bearers and ordinary members of the branch committee is to be conducted at the branch annual general meeting in such usual and proper manner as the branch committee may direct.

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#### **41: Secretary of the Branch**

41.1: The Secretary of the branch, must as soon as practical after being appointed as branch secretary, lodge notice with the association of his or her address.

41.2: It is the duty of the branch secretary to keep minutes of:

(a) all appointments of branch office-bearers and members of the branch committee

(b) the names of members of the branch committee present at a branch committee meeting or a branch general meeting, and

(c) all proceedings at branch committee meetings and general meetings.

41.3: Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

41.4: The committee may delegate the duties of the secretary under rule 41.2 to any other branch committee member with the consent of the branch committee.

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#### **42: Treasurer of the Branch**

42.1: It is the duty of the treasurer of the branch to ensure:

(a) that all monies due to the branch are collected and received and that all payments authorised by the branch are made and,

(b) that correct books and accounts are maintained showing the financial affairs of the branch, including full details of all receipts and expenditure connected with the activities of the branch.

42.2: The Treasurer of the branch will submit to the branch committee the following reports

(a) Report showing balance of the bank

(b) Monthly statement of receipts and disbursement requiring approval

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#### **43: Casual Vacancies**

For the purpose of these rules, a casual vacancy in the office of a member of the branch committee occurs if the member:

(a) dies

(b) ceases to be a member of the association

(c) becomes an insolvent under administration within the meaning of the Corporations Law

(d) resigns office by notice in writing given to the secretary

(e) is removed from office under rule 44

(f) becomes a mentally incapacitated person

(g) is absent without the consent of the branch committee from all meetings of the branch committee held during a six month period

(h) holds an office which derives profit from the association or branch, of

(i) is directly or indirectly interested in any contract or proposed contract with the association or branch

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#### **44: Removal of Member**

44.1: A branch in general meeting may upon a resolution passed by two thirds majority of members present remove any member of the branch committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

44.2: If a member of the branch committee to whom a proposed resolution referred to in clause (44.1) relates/makes representations in writing to the secretary or president of the branch (not exceeding a reasonable length) and

requests that the representation be notified to the members of the branch, the secretary or the president of the branch may send a copy of the representations to each member of the branch or, if the representation are not so sent, the member is entitled to require the representation be read out at the meeting at which the resolution is considered.

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#### **45: Meetings and Quorum**

45.1: The branch committee must meet at least 3 times in each period of 12 months at such a place and time as the committee may determine.

45.2: Additional meetings of the committee may be convened by the president or by any member of the committee.

45.3: Oral or written notice of a meeting of a branch committee must be given by the branch secretary to each member of the branch committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the branch meeting.

45.4: Notice of a meeting given under clause (23.3) must specify the general nature of the business to be transacted at the meeting and no business is to be transacted at the meeting except business, which the branch committee members present at the meeting unanimously agree to treat as urgent business.

45.5: A third of the branch committee members constitute a quorum for the transaction of the business of a meeting of the committee.

45.6: No business is to be transacted by the branch committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week, or to a place and to a time within 14 days of the date of such meeting to be determined there at.

45.7: If at the adjourned meeting a quorum is not present within half an hour of the meeting time appointed for the meeting, the meeting is to be dissolved.

45.8: At a meeting of the branch committee:

(a) the president or, in the president's absence, the vice-president is to preside.

or

(b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside .

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#### **46: Voting and Decisions**

46.1: Questions arising at a meeting of the branch committee are to be determined by a majority of the votes of members of the members of the branch committee present at the meeting.

46.2: Each member present a meeting of the branch committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question the person presiding may exercise a second or casting vote.

46.3: Subject to rule 45(5), the branch committee may act despite any vacancy on the branch committee.

46.4: Any act or thing done or suffered, or purporting to have done or suffered, by the branch committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the branch committee.

## **PART 7: BRANCH GENERAL MEETINGS**

### **47: Branch Annual General Meetings - holding of**

47.1: Each branch must at least once in each calendar year and within the period of 2 months after the expiration of each financial year of the association, convene an annual general meeting of the members resident in that state or territory.

### **48: Annual General Meetings - calling of and business at**

48.1: The annual general meeting of each branch is, subject to the Act and to rules (45-47), to be convened on such date and at such place and time as the branch committee thinks fit.

48.2: In addition to any other business, which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

(a) to confirm the minutes of the last preceding branch annual general meeting and of any special branch general meeting held since that meeting.

(b) to receive from the branch committee reports on the activities of the association during the last preceding financial year,

(c) to elect office-bearers of the branch and ordinary members of the branch committee,

48.3: An annual general meeting must be specified as such in the notice convening it.

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### **49: Special Branch General Meetings - calling of**

49.1: Any two members of the branch committee may, whenever it thinks fit, convene a special general meeting of the branch.

49.2: The branch committee must, on the requisition in writing of at least 5 per cent of the total number of members, resident in that state or territory, convene a special general branch meeting of the association.

49.3: A requisition of members for a special branch general meeting:

(a) must state the purpose or purposes of the meeting, and

(b) must be signed by the members making the requisition, and

(c) must be lodged with the secretary of the branch, and

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

49.4: If a branch committee fails to convene a special branch general meeting to be held within 1 month after the that date on which a requisition of members for the meeting lodged with the secretary, any one or more of the members, who made the requisition may convene a special branch general meeting to be held within 3 months after the date.

49.5: A special branch general meeting convened by the member or members as referred to in clause 49.4 must be convened as nearly as is practicable in the same manner as general meeting are convened by the branch committee and any member who consequently incurs expenses is entitled to be reimbursed by the branch for any expense so incurred.

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### **50: Notice of Branch General Meeting**

50.1: Except if the nature of the business proposed to be dealt with at a general meeting of a branch requires a special resolution of the branch, the secretary must, at least 14 days before the date fixed for the holding of the branch general meeting, give a notice to each member specifying the place, date and time of the branch meeting and the nature of the business proposed to be transacted at the meeting.

50.2: If the nature of the business proposed to be dealt with at a general meeting of the branch, requires a special resolution of the branch, the

secretary must, at least 21 days before the date fixed for the holding of the branch general meeting, cause notice to be given to each member specifying, in addition to the matter required under rule 50.1, the intention to propose the resolution as a special resolution.

50.3: No business other than that specified in the notice convening a general meeting of a branch is to be transacted at the meeting except, in the case of an branch annual general meeting, business that may be transacted under rule 48.2.

50.4: A member desiring to bring any business before a general meeting of a branch, may give notice in writing of that business to the secretary who must include that business in the next notice calling a branch general meeting after receipt of the notice from the member.

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#### **51: Procedure**

51.1: No item of business is to be transacted at a branch general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

51.2: One third of any branch committee or a (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

51.3: If within half an hour after the appointed time for the commencement of a general meeting of the branch, a quorum is not present, the meeting:

(a) if convened on the requisition of member, is to be dissolved and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

51.4: If at the adjourned branch meeting a quorum is not present within half and hour after the time appointed for the commencement of the meeting, the members present (being at least 5) is to constitute a quorum.

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#### **52: Presiding Member**

52.1: The president of a branch or, in the president's absence, the vice-president of the branch, is to preside as chairperson at each meeting of the branch.

52.2: If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

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#### **53: Adjournment**

53.1: The chairperson of a general meeting of a branch, at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

53.2: If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the branch stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting

53.3: Except as provided in rules (53.1) and (53.2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

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#### **54: Making of Decisions**

54.1: A question arising at a general meeting of a branch, to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

54.2: At a general meeting of a branch, a poll may be demanded by the chairperson or by at least 5 members present in person or by proxy at the meeting.

54.3: If a poll is demanded at a general meeting of a branch, the poll must be taken:

(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter:

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#### **55: Special Resolution**

A resolution of a branch is a special resolution:

(a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or

(b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

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#### **56: Voting**

56.1: On any question arising at a branch general meeting, a member has one vote only.

56.2: All votes must be given personally or by proxy but no member may hold more than FIVE proxies.

56.3: In the case of an equality of votes on a question at a branch general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

56.4: A member or proxy is not entitled to vote at any general meeting of a branch, unless all money due and payable by the members or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

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#### **57: Appointment of Proxies**

57.1: Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

The notice appointing the proxy is to be in the form set out in Appendix 1 to these rules.

## **PART 8: MISCELLANEOUS**

### **58: Contact Parent/Coordinator**

58.1: The committee may appoint a contact parent/coordinator in any state or territory of the Commonwealth of Australia in which a branch committee has been formed.

58.2: The role of the contact parent/coordinator is to provide contact with new parents of children born with a cleft condition.

58.3: A contact parent/coordinator does not have the powers of the committee or a branch committee.

58.4: The committee may, by instrument in writing, delegate to one or more contact parents/coordinators such powers and responsibilities as it sees fit from time to time.

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### **59: Audit**

59.1: The auditor or auditors of the association shall be elected at the annual general meeting.

59.2: The auditor or auditors of the branch shall be elected at the branch annual general meeting.

59.3: The auditor or auditors shall examine all accounts, vouchers, receipts, books etc, and furnish a report thereon to the members or branch annual general meeting, respectively.

59.4: Audits shall be conducted at regular intervals of not more than 12 months.

59.5: The auditor's report presented at an annual general meeting shall be forwarded within fourteen days of the meeting, to the President of the association.

59.6: An auditor shall not be a member of or closely related to any member of the committee or any member of a branch committee.

59.7: Subject to rule (59.7), notice of the intention to nominate an auditor to replace the current auditor of the association or branch, shall be given to the secretary of the association at least 21 days before the annual general meeting. The secretary shall send a copy of the nomination to the current auditor at least 7 days before the annual general meeting. The current auditor shall be entitled to attend the annual general meeting and if he so wishes to be heard at such annual general meeting.

59.8: Where an auditor of the association or a branch submits his resignation, or notifies the secretary of his intention not to seek re-election as auditor, rule (59.8) hereof shall not apply.

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### **60: Insurance**

60.1: The association may effect and maintain insurance.

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### **61: Funds - Source**

61.1: The funds of the association are to be derived from Sale of products and annual subscriptions of members, donations and subject to any resolution passed by the association in general meeting such other sources as the committee determines.

61.2: All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

61.3: The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

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## **62: Funds Management**

62.1: Subject to any resolution passed by the association in general meetings, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

62.2: All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee or employees of the association, being members or employed authorised to do so by the committee.

## **63: Fees**

If at any time fees of any kind become payable for any services provided by the association, such fees shall be waived where the committee rules that the recipient of such services is in necessitous circumstances and is unable to pay for any such service.

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## **64: Maintaining Gift Fund**

64.1: The association must maintain for the principal purpose and objects of the association a fund (Gift Fund):

- (a) to which gifts of money or property for that purpose are to be made;
- (b) to which any money received by the association because of those gifts is to be credited;

and

- (c) that it does not receive any other money or property.

### **64.2: Limits on use of Gift Fund**

- (a) the association must use the following only for the principal purpose and objectives of the association;
  - (i) Gifts made to the Gift fund;
  - (ii) any money received because of those gifts.

### **64.3: Separate Bank Account**

- (a) The association must maintain a separate bank account for the Gift fund.

### **64.4: Winding up of Gift Fund**

- (a) At the first occurrence of:

- (i) the winding up of the gift fund; or

(ii) the association ceasing to be endorsed as a deductible gift recipient under subdivision 30-BA of the Income Tax Assessment Act 1997, any surplus assets of the gift fund must be transferred to one or more eligible charities or funds charitable at law which comply with the requirements of item 2 of the table in section 30-15 of the Income Tax Assessment Act 1997, as the members so decides.

Where gifts to an eligible charity are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B are satisfied, a transfer under this clause must be in accordance with those conditions.

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## **65: Alteration of Objects and Rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

## **66: Common Seal**

66.1: The common seal of the association must be kept in the custody of the public officer.

66.2: The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

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**67: Custody of Books**

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

**68: Inspection of Books**

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

**69: Service of Notices**

69.1: For the purpose of these rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or servicing the notice.

69.2: for the purpose of these rules, a notice is taken, unless the contrary is proved to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post ,and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date , on that date.

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**70: Winding Up**

70.1: The association shall be dissolved in the event of membership of less than five persons or upon the vote of three-quarters majority of members present at a special general meeting convened to consider such question

70.2: Upon a resolution being passed in accordance with 39(4), all surplus assets and funds of the association on hand shall:

(a) not be paid nor distributed among the members of the association in any for or capacity at all;

(b) be transferred to a registered or exempt organisation with similar objects as to the objects of the association, and whose own constitution prohibits the distribution of its or their income, property and surplus assets among its or their members.

(c) where no similar organisation is available, then to be transferred to a registered or exempt organisation in Australia, which is a public benevolent institution for the purposes of any Commonwealth taxation act.

70.3: Such organisations are to be determined by the members of the association at or before the time of dissolution and in default of this occurring, by application to the Supreme Court for determination.

Amended and updated: July 2006  
Revised: July 2005

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APPENDIX 1  
RULES 36.2 AND 57.2

Form of Appointment of Proxy

I ..... (full name)

of

.....  
(Address)

being a member of the Cleft Palate and Lip Society of Australia Incorporated

hereby appoint .....(full name of proxy)

of ..... (address of proxy)

being a member of the incorporated association, as my proxy to vote for me on my behalf at the annual general meeting of the or annual general meeting of or special general meeting of, as whichever the case may be - strike out whichever does not apply.

Held on the ..... day of ..... 20 .....  
And at any adjournment of that said same meeting.

My proxy vote authorised to vote in favour of/against (delete whichever does not apply) the resolution  
(insert details)

.....  
.....

.....  
Signature of member appointing proxy

Date: ...../...../.....

Note: A proxy vote may NOT be given to a person who is not a member of the association

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