

CHANGE TO CONSTITUTION OF FRAGILE X ASSOCIATION OF AUSTRALIA INC 2013

INTRODUCTION

At the Board meeting of 5 June 2023, the Board resolved that it was appropriate to review the Constitution of FXAA, last amended in 2013. The Board engaged *Associations Forum* to review and provide a report on the Constitution, which was received in August 2023. The Board resolved to adopt a number of the recommendations in the report, and proposed some additional changes to the Constitution. The *Association Forum's* report and recommendations, and all changes proposed by the Board, were subsequently reviewed by FXAA's honorary lawyer Bruce Donald (who drafted the current Constitution).

At the Board meeting on 9 October 2023, the Board resolved to submit the following changes to the FXAA Constitution to the next Annual General Meeting on 19 November 2023.

SUMMARY OF CHANGES PROPOSED:

1. Include *Fragile X Premutation Associated Conditions* (FXPAC) in the definitions, recognising the international acceptance and use of this term as an 'umbrella' term for a range of conditions associated with the Fragile X premutation.
2. Update membership admission criteria to include reference to allied health professionals and allow for organisational members.
3. Specify that the membership application process is via the FXAA website and membership applications are considered by the Executive Director.
4. Update Membership Register access criteria, including access in accordance with applicable law.
5. Provide for membership resignation and cessation processes.
6. Remove reference to membership fee payment criterion for Members' entitlement to speak or vote at a General Meeting and the reference to membership fee waiver for a Patron.
7. Provide for the Association to negotiate with organisations or bodies whose objects align with those of the Association.
8. Provide for individuals with relevant expertise to be appointed by the Board to the Association's committees without the requirement of membership.
9. Provide for the Board to delegate to the Executive Director the authority to make statements on behalf of the Association.
10. Clarify Board terms as 2-year terms.
11. Clarify appointment of officeholders takes place at a Board meeting directly after the AGM.
12. Provide for and specify criteria for the appointment of a Public Officer.
13. Provide for the Board chair to have a deliberative vote in regard to questions arising at any Meeting of the Board or any General Meeting.
14. Add reference to Disqualified Persons Registers to criteria for vacancy of the office of a member of the Board.
15. Clarify that the Association will maintain directors and officers insurance.
16. Provide for the appointment of Board members at AGMs to fill vacancies.
17. Specify that a quorum for the convening of a Special General Meeting includes 20 members (rather than the greater of 10 members or 5% of the membership of the Association).
18. Specify that the quorum for an Annual General Meeting is 20 members (rather than the greater of 10 members or 5 per cent of the membership of the Association).
19. Remove reference to facsimile transmission (fax) technology for the serving of notices.
20. Remove the (now obsolete) Transitional Provisions which had been inserted in 2013 to provide for the election of half the Board at each Annual General Meeting.

FXAA Constitution 2013 can be viewed here: <https://bit.ly/Constitution2013>

The proposed Constitution 2023 can be viewed here: <https://bit.ly/Constitution2023proposed>

DETAILED CHANGES PROPOSED

NOTICE OF RESOLUTION

To give effect to the changes proposed by the Board, a Special Resolution is proposed to amend the Constitution 2013 as follows:

DEFINITIONS

Clause 2be amended to read as follows: -

"person with Fragile X Syndrome" means a person having any condition associated with Fragile X Syndrome, including full mutation, pre-mutation, and Fragile X Premutation Associated Conditions (FXPAC) including Fragile X-associated premature ovarian insufficiency (FXPOI) and Fragile X-associated tremor/ataxia syndrome (FXTAS).

MEMBERSHIP

[Members] Clauses 6 (iii) and (iv) be amended and new clause (vi) be inserted as follows:

- (iii) a medical practitioner or allied health professional whose work or interest relates to Fragile X Syndrome,
- (iv) a scientist, geneticist, researcher, social worker or counsellor whose work or interest relates to Fragile X Syndrome,
- (vi) an organisation with an interest in Fragile X syndrome which nominates a representative to act on its behalf from time to time.

[Admission of Members] Clauses 8 (a) and (b) be amended to read as follows:

- (a) Application for membership shall be made via the Association's website or in writing, signed by the applicant, and shall be in such form and contain such requirements as the Board from time to time prescribes.
- (b) As soon as practicable after the receipt of an application for membership it shall be considered by the Executive Director of the Association, who shall determine the admission or rejection of the applicant.

[Register of Members] Clauses 9 (a), (b), (c) and (d) be amended to read as follows:

- (a) The Executive Director of the Association must establish and maintain a register of Members of the Association specifying the name, residential address and address for notices of each person who is a Member of the Association or who is the nominated representative of an organizational Member together with the date on which the person became a Member.
- (b) The register of Members must be kept in New South Wales at the main premises of the Association.
- (c) The details of the register of Members may be accessed by a Member for a proper purpose, as determined by the Board.
- (d) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (i) the organizational purposes of the Association,
 - (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

[Members' Rights and General Meetings] Clause 10 (a) be amended to read as follows:

- (a) Only those persons who are Members or Life Members at the relevant time shall be entitled to speak and vote upon any motion at any General Meeting of the Association.

[Removal from Membership] New clauses 12 (d) and (e) be inserted as follows:

- (d) A member may resign their membership by writing to the Secretary.
- (e) Membership ceases upon the death of a member or, for organisational members, the closure of said organisation or at the instruction of the organisation.

ASSOCIATION PATRON AND AFFILIATION

[Patron] Clause 13 be amended to read as follows:

The Annual General Meeting, upon the recommendation of the Board, may appoint a Patron of the Association for a term not exceeding 5 years but who may be re-appointed for a further term, who shall have the rights of a Member.

[Affiliation with other Organisations] Clause 14 be amended to read as follows:

The Association may enter into negotiation with other Associations, organisations or bodies, whose objects align with the Association, in order to form an affiliation which it considers will further the Objects of the Association.

BOARD OF THE ASSOCIATION

[Powers of the Board] Clauses 16 (c) and (d) be amended to read as follows:

(c) The Board may appoint Members of the Association or other individuals with relevant expertise to serve on such committees, (including an executive committee) as it may set up to carry out such tasks as specified by the Board in the interests of the Association. The Board shall appoint the chair of a committee.

(d) No statements on behalf of or in the name of the Association shall be made except by or with the authority of the President or of the Board or as delegated by the Board to the Executive Director.

[Election of the Board and appointment of Office Bearers] Clause 17 (a), (b), (c), (d), (e) and (f) be amended to read as follows:

(a) A term for the Board shall be two years. Board members shall be eligible for re-election for three further terms.

(b) Up to half the number of Board members shall be elected each year by the Annual General Meeting for a term beginning at the first Board meeting after the Annual General Meeting and ending at the first Board meeting after the Annual General Meeting two years later.

(c) The Board at its first meeting after the Annual General Meeting, which must be held within one month, shall appoint Board members to the vacant offices of President, Vice-President, Secretary and Treasurer each for the duration of the term of that Board member.

(d) The Board will appoint a Public Officer who must be a long standing/respected Member of the Association who is resident in NSW.

(e) The President shall be eligible for re-election for one second term in that role.

(f) Nominations for the Board shall be in writing and signed by a nominator and a seconder, who must be Members of the Association. This must be consented to by the nominee and shall be lodged with the Secretary not less than 21 days prior to the date of the Annual General Meeting. The Secretary shall notify the Members of such nominations when giving notice of the Annual General Meeting.

(g) If within the time prescribed the Secretary receives fewer nominations than Board members to be elected, the Board at its first meeting after the Annual General Meeting may appoint a Member or Members to the Board who shall hold office for the duration of the term for that position.

(h) In the case of any subsequent casual vacancy in those offices, the Board may appoint an additional Board member to serve in that office until the next Board meeting which shall appoint a replacement for the remainder of the term of the vacating Board member.

[Register of Board Members] Clause 18 be amended to read as follows:

The Association must keep a Register of Board Members which complies with the Act including being available for inspection by any person subject to section 29 of the Act or in accordance with any other applicable law.

[Proceedings of the Board] Clause 19 (f) be amended to read as follows:

(f) Questions arising at any Meeting of the Board shall be decided by a majority of votes.

[Board Vacancy] Clause 20 new clause (a) (ix) be inserted and (b) be amended to read as follows:

(a) (ix) is included on relevant Disqualified Persons Registers.

(b) The Board may fill any Board vacancy by appointing another Member of the Association to that position who shall hold office for the remainder of the term of the vacating Board member until and that position shall be included in the election at the next Annual General Meeting at which that Member a Member shall be elected for the remainder of the term of the vacating Board member.

[Indemnity for the Board] Clause 21 be amended to read as follows:

The Association shall at all times indemnify each of the Members of the Board and their estates, from and against all actions, claims, demands costs, damages, charges and expenses whatsoever which may be instituted against or upon them as Members of the Board in respect of any act, matter or thing whatsoever entered into or performed by any or all of them as Members of the Board or about the execution of the powers conferred upon Members of the Board by the Constitution, except where a Director has not acted in good faith.

The Association shall maintain Directors and Officers Insurance.

GENERAL MEETINGS OF MEMBERS

[Annual General Meeting] Clauses 22 (a)(i) and (b)(iii) be amended to read as follows:

- (a) (i) within 6 months after the close of the Association's financial year, or
- (b) (iii) The election of Members to fill vacancies on the Board, and the appointment of Life Members.

[Special General Meetings] Clause 23 (a) be amended to read as follows:

(a) A Special General Meeting shall be convened by the Secretary upon the written request of not less than 3 Members of the Board or 20 Members of the Association and shall be held within a period of one month from the date of receipt of the request.

[Proceedings at General Meetings] Clauses 25 (d), (f) and (g) be amended to read as follows:

(d) A quorum shall consist of 20 Members, present in person or by telecommunication, provided that if a quorum is not present within 30 minutes of the time set for an Annual General Meeting then it shall be held at the same time two weeks later at which no quorum shall be required.

(f) General Meetings shall be conducted in accordance with procedures as the Chair shall determine subject to any ordinary resolution by the Meeting or as prescribed by the Board from time to time.

(g) The Secretary shall cause full and correct minutes of all questions, matters, resolutions and other proceedings of every General Meeting to be kept and to be available for inspection on a reasonable basis by any Member of the Association.

ASSOCIATION RECORDS

Clause 32 be amended to read as follows:

32. The records, books and other documents of the Association shall be open for inspection, free of charge, by a Member of the Association at any reasonable hour and by a Member of the public where required by the Act or other applicable law.

SERVICE OF NOTICES

Clauses 35 (a)(iii) and (b)(iii) be amended to read as follows:

- (a) (iii) by sending it by telecommunication to an address specified by the person for giving or serving the notice,
- (b) (iii) in the case of a notice sent by telecommunication 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.

TRANSITIONAL BOARD PROVISIONS

To be deleted.
