

Constitution of Senses Foundation (Incorporated)

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Constitution
of
Senses Foundation (Incorporated)

1. Name of the Association

- 1.1 The name of the association is Senses Foundation (Incorporated).
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2. Background

- 2.1 Senses Foundation was formerly known as the Royal Western Australian Institute for the Blind (Incorporated) and was incorporated under the "Associations Incorporation Act 1895" on the eighteenth day of October 1900.
- 2.2 Senses Foundation amalgamated with the Western Australian Deafblind Association Incorporated and changed its name to Senses Foundation on the fifteenth August 2001.
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3. Definitions

- 3.1 In this Constitution, unless contrary intention appears:
- (1) **"Act"** means the Income Tax Assessment Act 1997 and the Income Tax Assessment Act 1936 and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
 - (2) **"Annual General Meeting"** means the meeting required by this Constitution to be held once in each year after the end of the Financial Year in accordance with Rule 18.1 to which all Members are invited;
 - (3) **"Associations Act"** means the Associations Incorporation Act (WA) 1987 and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
 - (4) **"Auditor"** means the duly qualified person or firm appointed by the Board from time to time to act as Auditor of Senses Foundation;
 - (5) **"Board"** means the board elected pursuant to this Constitution;
 - (6) **"Board Member"** means a person elected/appointed to the membership of the Board pursuant to Rule 10;
 - (7) **"Chief Executive Officer"** means the person appointed pursuant to Rule 14;
 - (8) **"Chairman"** means the President, or in his absence the Vice-President, or if both the President and Vice President are absent such other person appointed pursuant to Rule 10.1;

- (9) **“Client”** means a person with a Disability or a family member or carer of such person who is eligible to use and uses the services provided by Senses Foundation;
- (10) **“Commissioner”** means the Commissioner as defined by the Associations Act;
- (11) **“Deafblind”** means a unique and isolating sensory disability resulting from the combination of both a hearing and vision loss or impairment, which significantly affects communication, socialization, mobility and daily living;
- (12) **“Disability”** has the meaning set out in the Disability Services Act (1993), being a disability:
 - (a) which is attributable to an intellectual, psychiatric , cognitive, neurological, sensory or physical impairment or a combination of those impairments;
 - (b) which is permanent or likely to be permanent;
 - (c) which may or may not be of a chronic or episodic nature; and
 - (d) which results in substantially reduced capacity of the person for communication, social interaction, learning or mobility and a need for continuing support services,

and specifically includes the disability of being Deafblind.

- (13) **“Financial Year”** means the period commencing on 1 July in each year and ending on 30 June in the following year;
- (14) **“General Meeting”** means an Annual General Meeting or a Special General Meeting;
- (15) **“Governing Principles”** means the principles of the Senses Foundation as set out in Rule 4;
- (16) **“Member”** means a General Member or a Life Member of Senses Foundation pursuant to Rule 8;
- (17) **“Month”** means a calendar month;
- (18) **“Objects”** means the objects of the Senses Foundation as set out in Rule 5;
- (19) **“Powers”** means the powers of Senses Foundation as set out in Rule 6;
- (20) **“President”** means the person appointed pursuant to Rule 10.1;
- (21) **“Rules”** means the Constitution of Senses Foundation as altered or added to from time to time;
- (22) **“Senses Foundation”** means Senses Foundation (Incorporated);
- (23) **“Special General Meeting”** means a meeting other than the Annual General Meeting called in accordance with Rule 18.2 to which all Members are invited; and
- (24) **“Vice President”** means the person appointed pursuant to Rule 10.1;

3.2 Interpretation

In this Constitution, unless the contrary intention appears:

- (1) the singular includes the plural and the masculine the feminine and vice versa;
- (2) words importing persons include corporations and firms;
- (3) writing includes printing, electronic texts, type-writing, braille, other modes of representing or reproducing words in a visible form, or partly in one and partly in another; and
- (4) the headings shall not affect the construction of these Rules.

4. Statement of Governing Principles

- 4.1 Senses Foundation believes that each person with a Disability is unique and a person of value and is entitled to the same rights and privileges as other Australian citizens. Senses Foundation is committed to ensuring that all Clients have the opportunity to develop and maintain skills and the opportunity to participate in activities that enable them to achieve valued roles in the community. They may have needs for additional support and education to enable them to fully exercise those rights and responsibilities. In this regard, Senses Foundation agrees with the principles and objectives of the Disability Services Act 1986.
- 4.2 Senses Foundation acknowledges the right of each person with a Disability to be a valued member of the community and will encourage its Clients to be active participants in their community, to access community facilities and contribute to community life.
- 4.3 Senses Foundation is committed to ensuring all Clients retain maximum control over their own lives by having primary involvement in, and influence over, decisions that affect them.
- 4.4 Senses Foundation is committed to ensuring all Clients receive services that are designed and delivered around their individual circumstances, needs and preferences by employees who are properly trained and supervised.
- 4.5 Senses Foundation is committed to excellence, to continuous improvement, to the use of contemporary practises and to innovation in its governance and management of the organisation as a whole and in the provision of services to its Clients.

5. Objects

- 5.1 The objects for which Senses Foundation is established are to:
 - (1) pursue charitable purposes only and apply its income solely in promoting those purposes;
 - (2) enable people with Disabilities to meet their needs and aspirations and to achieve and maintain a valued quality of life as part of an accepting community and society;
 - (3) provide or arrange a range of services and other facilities and opportunities, and support and enhance the requirements of people with Disabilities;
 - (4) collect, collate and disseminate information to further and better promote the Objects;
 - (5) undertake and foster research so as to improve the services and facilities provided by the Senses Foundation to people with Disabilities;

- (6) advocate within the community to encourage an inclusive and accepting community and society for people with Disabilities; and
- (7) develop, construct and otherwise maintain appropriate facilities for people with Disabilities and the staff and volunteers who are employed by Senses Foundation.

6. Powers

6.1 Senses Foundation shall have all the powers of an association granted under the Associations Act and all the powers of a natural person and without limiting the above shall have the following powers, exercisable solely to attain and promote the Objects of Senses Foundation, subject to the Governing Principles:

- (1) to raise, obtain and receive funds or other aid for the purposes of achieving the Objects by means of subscriptions, donations, bequests, entertainments, or other functions, or by any other lawful means;
- (2) to apply to all the relevant statutory and government departments, for the appropriate consents, approvals, authorisations and exemptions (as the case may be) in connection with the fulfilling of the Objects;
- (3) to merge with, amalgamate, affiliate, enter into reciprocal arrangements, and/or to subscribe to, become a Member of and co- operate with any other company, organisation, institution or association, whether incorporated or not, whose objects are similar to those of Senses Foundation provided always that Senses Foundation shall not subscribe to or support with its funds any such company, organisation, institution or association which does not prohibit the distribution of its income and property amongst its Members to an extent at least as great as that imposed on Senses Foundation under or by virtue of these Rules and unless that company, organisation, institution or association also satisfies the requirements of a public benevolent institution under section 30-45 item 4.1.1 of the Act;
- (4) to borrow or raise or secure the payment of money in such manner as Senses Foundation may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by Senses Foundation in any way and in particular by the issue of debentures or mortgages perpetual or otherwise charged upon all or any of Senses Foundation's property (both present and future), and to purchase, redeem or pay off such securities;
- (5) to enter into any arrangements with any government, municipal, local or other authority or any other society or body that may seem conducive to the objects of Senses Foundation or any of them and to obtain from any such government or authority or society or body any rights, privileges or concessions and to carry out exercise and comply with any such rights, privileges or concessions:
- (6) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of Senses Foundation's property of whatsoever kind sold by it, or any money due to it from purchasers and others;
- (7) to purchase, take on lease or exchange, hire and otherwise acquire and maintain any lands, buildings, easements or property, real and personal, and any rights or privileges which may be required for the purpose of, or capable of being conveniently used in connection with any of the Objects or general advancement of Senses Foundation;

- (8) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the assets and rights of Senses Foundation;
- (9) to appoint, employ, dismiss or suspend the Chief Executive Officer and/or such other executives, employees, contractors and other persons as may be necessary or convenient for the purposes of Senses Foundation from time to time;
- (10) to appoint or employ such Solicitors, Accountants and/or other professionals that may be necessary or desirable for the purposes of Senses Foundation from time to time;
- (11) to establish and support or assist in the establishment and support of associations, institutions, superannuation and other funds, trusts and conveniences, calculated to benefit employees or past employees of Senses Foundation or the dependants or connections of any such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects for any public, general, or other useful objects;
- (12) to construct, improve, maintain, develop, work, manage, carry out, alter or control any land, houses, buildings, grounds, works or conveniences and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, development, working, management, carrying out, alteration or control thereof;
- (13) to establish any account or accounts with any Building Society(ies), Bank(s) or other Financial Institution(s) and to operate by and in all usual ways any such account or accounts;
- (14) to make, draw, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (15) to invest any moneys of Senses Foundation not immediately required on any security authorised by law for the investment and generally manage, invest and expend all moneys and property belonging to Senses Foundation as considered necessary or convenient for any of the Objects of Senses Foundation.
- (16) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, organisations, institutions or associations with which Senses Foundation is authorised to merge, amalgamate or affiliate;
- (17) to transfer all or any part of the property, assets, liabilities and engagements of Senses Foundation to any one or more of the companies, organisations, institutions, or associations with which Senses Foundation is authorised to merge, amalgamate or affiliate;
- (18) to grant options in respect of any assets held by Senses Foundation to any person, firm or company;
- (19) to give effectual receipts, discharges or releases for any moneys received by or on behalf of Senses Foundation or otherwise relating to any of the acts, matters or things provided for in these Rules, and to receive property by gift inter-vivos or by Will or other provisions of any Trust or otherwise and to administer the same according to these Rules;
- (20) to set aside out of the income of Senses Foundation from time to time such sum or sums of money as the Board may in its absolute discretion deem sufficient to pay any advancement, distribution, debt or obligation due or accruing due for the

necessary or incidental application and promotion of Senses Foundation's Objects, powers, rights, liberties, duties and liabilities;

- (21) to engage in, conduct and participate in any business or commercial activity in its own right or with any other person, corporate body, association or organisation;
- (22) to make such grants to or in aid of or to make donations or give assistance to or make contracts with such individuals, associations or corporate bodies (whether within or outside the State) as may be necessary or desirable;
- (23) to expend the funds of Senses Foundation in such a such a manner as they shall consider most beneficial for the purpose of Senses Foundation and to invest in the name of Senses Foundation such part thereof as they think fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale for the purposes of Senses Foundation.
- (24) to acquire in the name of Senses Foundation, and build upon, demolish, rebuild, add to, alter, repair, sell or dispose of or otherwise deal with any land, buildings or premises for the use of Senses Foundation;
- (25) to borrow moneys on the security of any of the property of Senses Foundation and to grant or direct to be granted mortgages for securing the same;
- (26) to have and exercise such powers as may be necessary to allow the Board to attain the Objects as set out in these Rules.

7. Assets Income and Accounts

7.1 Application of Funds

- (1) The property and income of Senses Foundation must be applied solely towards the promotion of the Objects and no part of that property or income may be paid or otherwise distributed directly or indirectly, to a Member, except in good faith in promotion of the Objects.
- (2) Rule 7.1(1) above does not prevent:
 - (a) the payment in good faith of remuneration to any officer, servant or Member of Senses Foundation in return for any services actually rendered to Senses Foundation or for goods supplied in the ordinary and usual way of business;
 - (b) the payment of interest at a reasonable commercial rate on money borrowed from any Member of Senses Foundation;
 - (c) the payment of reasonable and proper rent by Senses Foundation to a Member for premises leased by the Member to Senses Foundation; or
 - (d) the reimbursement of expenses incurred by any officer or Member on behalf of Senses Foundation.

7.2 Signing and Processing Official Monetary Items

- (1) All receipts for money paid to Senses Foundation shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may require by the Chief Executive Officer, his nominee or other individuals as the Board may from time to time determine or allow.
- (2) Unless otherwise determined by the Board, all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed by any two of the following:
 - (a) any Board Member;
 - (b) the Chief Executive Officer; or
 - (c) a senior manager nominated by the Board.

7.3 Accounts

The Board shall cause proper accounts to be kept of the transactions of Senses Foundation and shall submit to the Annual General Meeting of Senses Foundation a report, together with an income and expenditure statement and balance sheet drawn up at the end of the Financial Year in each case. The auditor's report shall be attached to such financial reports.

7.4 Financial Statements

Any Member of Senses Foundation shall be entitled to receive copies of the income and expenditure statement and balance sheet, the Board and auditor's report on request to the Chief Executive Officer, provided that he shall pay the costs of the documents where he has already been provided with a copy.

7.5 Bankers

The Board shall appoint the bankers to Senses Foundation.

8. Membership

8.1 Categories of Membership

- (1) Membership of Senses Foundation shall be available under the following categories:
 - (a) General Member
Being:
 - (i) Any individual, 18 years of age or over, who is not currently a paid employee of Senses Foundation; and
 - (ii) Any body corporate.
 - (b) Life Member
 - (i) Any General Member, being an individual, who in the opinion of the Board has given outstanding service to Senses Foundation, and is bestowed Life Membership by a simple majority vote by the Board.

8.2 Admission to Membership

- (1) Admission as a General Member is dependent on the following:
 - (a) Meeting the criteria as detailed in the applicable category of membership.
 - (b) Completion of a valid application form.
 - (c) Payment of the annual subscription as set and varied by the Board from time to time.
 - (d) Approval of the application for membership by a simple majority vote by the Board.
- (2) Admission as a Life Member is dependent on the following:
 - (a) Meeting the criteria as detailed in the General Membership category.
 - (b) Nomination of the person for “life membership” by two financial Members of Senses Foundation.
 - (c) Approval of the application for membership by a simple majority vote by the Board.
 - (d) No subscriptions are required to be paid by a Life Member.

The Board must approve or reject any application for membership within sixty days of its receipt of same.

The Chief Executive Officer must notify all applicants of the outcome of their application for membership.

8.3 Term of Membership/Subscriptions

- (1) The annual term of membership shall be for the same period as Senses Foundation’s Financial Year.
- (2) The Board shall determine the amount of the annual subscription prior to the commencement of each Financial Year.
- (3) Each Member must pay to the Chief Executive Officer, or other person nominated by the Board, within two (2) months of the commencement of a Financial Year, or such other time as the Board from time to time determines, the amount of the subscription determined in respect of the current Financial Year.
- (4) A Member whose subscription is not paid within two (2) months after the relevant date, ceases on the expiry of that period to be a Member, unless the Board decides otherwise.
- (5) A person may exercise all the rights and obligations of a Member for the purposes of this Constitution if his or her subscription is paid on or before the relevant date or within two (2) months thereafter, or such other time as the Board allows.
- (6) General Members at any General Meeting shall be entitled to vote on the condition that their subscriptions for the current year have been paid prior to the date appointed for the General Meeting.

8.4 Register of Members

- (1) The Chief Executive Officer or such other person determined by the Board must comply with the Associations Act by ensuring that the Chief Executive Officer or such other person keeps and maintains a proper register of Members showing the name and address of each Member, the day of payment of subscriptions, if any, and the category of Membership.
- (2) On the request of a Member, the register must be made available for the inspection of the Member and the Member may make a copy of or take an extract from the register but will have no right to remove the register for that purpose.
- (3) The register must be so kept and maintained at the premises of the Senses Foundation or such other place as the Board Members decide.
- (4) The name of a person who dies or ceases to be a Member must be deleted from the register of Members by the person responsible for its upkeep.

8.5 Refusal of Applications for Membership

- (1) A person whose application for membership has been refused will have any fees paid by that person refunded and will not be eligible to apply again for membership within three months from the date of refusal.
- (2) A person to whom a notice of refusal of membership is given, may, within 21 days after the receipt of the notice, apply in writing to speak to the Board to seek to have the proposed refusal of membership reviewed at the next Board meeting.

8.6 Termination of Membership

Membership of Senses Foundation may be terminated on:

- (1) receipt by the Chief Executive Officer of a notice in writing from a Member of his or her resignation from Senses Foundation. That person remains liable however to pay to Senses Foundation the amount of any subscription due and payable by that person to Senses Foundation but unpaid at the date of termination; or
- (2) non payment by a Member of his or her subscription within two (2) months of the date fixed by the Board for subscriptions to be paid; or
- (3) expulsion of a Member in accordance with this Constitution.

8.7 Expulsion of Member

- (1) The Board may by resolution passed in favour reprimand, suspend or expel a Member for:
 - (a) failing to comply with the Constitution or regulations; or
 - (b) conduct injurious or prejudicial to the interest of the Senses Foundation.
- (2) The Board must not pass a resolution in relation to expulsion of the Member unless the Member has been:
 - (a) informed in writing not less than thirty (30) days before the date of the Board meeting referred to above, of:

- (i) what it is alleged the Member has done which includes particulars of that conduct or other circumstances; and
 - (ii) the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
- (b) given a reasonable opportunity to be heard.
- (3) The Board may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, confirm or set aside the decision of the Board to suspend or expel the Member from membership of Senses Foundation and must immediately after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- (4) A Member has his or her membership suspended or ceases to be a Member fourteen (14) days after the day on which the decision to suspend or expel a Member is communicated to him or her.
- (5) A decision of the Board to suspend or expel a Member is final and the Member has no right to appeal that decision.

9. The Board

9.1 Composition of the Board

- (1) The Board shall comprise no more than ten persons and no less than six persons all of whom must be Members.
- (2) The office bearers of the Senses Foundation are:
 - (a) a President; and
 - (b) a Vice-President.
- (3) Subject to Rule 7.1(2), no person who is receiving a financial benefit from Senses Foundation or who is in debt to Senses Foundation shall be eligible to serve as a Board Member.
- (4) Board Members and office bearers will not be paid remuneration for the performance of the duties attached to those roles but this does not prevent the payment of any of the amounts contemplated in Rule 7.1(2).
- (5) Any person with a Disability elected to the Board shall receive appropriate assistance to communicate and participate effectively.

10. Election and Retirement of Board Members

10.1 Election of the office bearers

The President and Vice President shall each be elected by the Board from amongst the Board Members at their first meeting after the Annual General Meeting, and shall hold office for the terms specified in this Constitution, commencing on the date of the first meeting of the Board after the Annual General Meeting.

10.2 Method of Election to Board

Two of the Board Members being those Board Members who have held office for the longest period since being last elected shall retire triennially, but every retiring Board Member may nominate for re-election to the Board to a maximum of three terms.

10.3 Nominations

Nominations of candidates to fill vacancies of the Board shall be called in a notice calling the Annual General Meeting at least 28 days prior to the meeting. Nominations for election to the Board may be made by any Member and must be seconded by another Member and must be accompanied by the assent of the nominee. Nominations must be lodged with the Chief Executive Officer at least fourteen (14) days before the date of the Annual General Meeting.

10.4 Insufficient Nominees for Election

If insufficient nominations for vacancies on the Board are received, the vacancies may be filled by the Board as casual vacancies at the next meeting of the Board.

10.5 Method of Election

Voting shall be by a show of hands (unless the President in his absolute discretion calls for a ballot) and shall be by a simple majority vote by those Members present at the Annual General Meeting and eligible to vote. In the event of an equality of votes the President shall have a casting as well as a deliberative vote.

10.6 Terms of Office

The term of office for:

- (1) a Board Member shall be three years and a Board Member cannot serve more than three terms;
- (2) the President shall be three years and a President cannot serve more than three terms; and
- (3) the Vice President shall be one year and a Vice President cannot serve more than six terms.

10.7 Casual Vacancies of the Board

Any vacancy among elected Board Members, including officer bearers, may be filled by the Board and the Board Member so appointed shall hold office until the appointment of his successor at the next Annual General Meeting. Any appointed Board Member shall be eligible for re-election.

10.8 Resignation or Disqualification from Membership of the Board

The position of office bearer on the Board and that of any other Board Member becomes vacant if the individual:-

- (1) dies;
- (2) resigns by written notice delivered to the Chief Executive Officer;
- (3) is convicted of an offence under the Associations Act or an indictable offence;

- (4) is permanently totally incapacitated by mental or physical ill health;
- (5) ceases to be a Member of the Senses Foundation; or
- (6) is absent from more than three (3) consecutive Board meetings without tendering an apology or requesting approval for leave of absence to the President.

11. Duties of Board Members

11.1 Board Members and former Board Members must not knowingly or recklessly make improper use of their position, or information acquired by virtue of their position so as to gain, directly or indirectly, any financial benefit or material advantage for themselves or any other person or to cause a detriment to the Senses Foundation.

11.2 Board Members of Senses Foundation must;

- (1) act honestly and in good faith;
- (2) exercise reasonable care and diligence;
- (3) ensure confidential information (non-public information) received or acquired by a Board Member in the course of the exercise of directorial duties remains the property of Senses Foundation and is not disclosed to other persons not holding a Board Members position within Senses Foundation;
- (4) comply with Senses Foundation's code of conduct; and
- (5) participate in training programs, performance reviews and police clearances as required by the President.

11.3 Duties of the President

The President shall for and on behalf of the Board oversee the affairs of Senses Foundation and may, if so requested by the Board, assume direct executive control and management of Senses Foundation and its affairs. The President shall also perform such other duties as may be reasonably required of him by the Board from time to time subject to the President's consent which shall not be unreasonably withheld. The President shall with the Board's consent have the right to delegate some or all of his responsibilities hereunder.

11.4 Duties of the Vice President

The Vice President shall act as and perform the duties of the President whenever the President shall be unable to do so and shall in addition thereto, perform such other duties as may be reasonably required by the Board from time to time.

12. Governance

12.1 The governance of Senses Foundation shall be vested in the Board. The Board may exercise all such powers of Senses Foundation as are not, by statute or by this Constitution, required to be exercised by the Members in an Annual General Meeting. Members are not able to invalidate any prior act of the Board which conforms with this Constitution.

12.2 The Board will appoint a person to be the Chief Executive Officer and invest in him such powers as are deemed necessary for him to carry out the management of Senses Foundation.

12.3 Other Powers of the Board

- (1) In addition to all powers hereby expressly conferred upon them but subject to the Objects of Senses Foundation, the Board shall have the following powers:
- (2) To enter into any contracts on behalf of Senses Foundation;
- (3) To authorise the Common Seal of Senses Foundation to be affixed to any document;
- (4) To appoint sub-committees for any purpose whatsoever within the limitations of the objects of the organisation and subject to such conditions as the Board shall impose. All or any of the Board's powers may be delegated to any such sub-committee. Each sub-committee should preferably have a Board Member as a Member thereof and the Chief Executive Officer shall attend all sub committee meetings as an ex officio Member. The President shall be an ex officio Member of all committees;
- (5) To revoke at its pleasure any appointment made and dissolve at the Board's discretion, any sub-committee formed;
- (6) To make, repeal or alter by-laws as to the management of Senses Foundation and the affairs therefore and as to the conduct of the business of the Board or any sub-committee or as to the matters or things within the powers or under the control of the Board; and
- (7) To open and operate on accounts at any bank or financial institution and authorise the signature and endorsement of cheques, or to delegate this authority to persons specified by the Board.

13. Meetings of the Board

13.1 Frequency of Board Meetings

- (1) The Board shall meet with such frequency and at such place, date and hour as it shall determine from time to time providing a minimum of five (5) meetings are held every Financial Year.
- (2) A special meeting of the Board may be called at the request of four (4) Board Members or by the President. The request must be submitted to the President and shall detail the business to be discussed.

13.2 Notice of Board Meetings

At least five (5) business day's written notice of meetings, including special meetings, of the Board shall generally be given, although in matters of extreme urgency less and verbal notice may be given, as long as reasonable efforts to contact and inform all members of the Board of the date, time and place of the meeting has been made.

13.3 Chairmanship of Board Meetings

The President or in his absence the Vice President shall take the chair at all General Meetings and meetings of the Board. In the event of the absence of the President and Vice President the meeting shall elect a Chairman from amongst the Board Members present.

13.4 Voting by Board Members

- (1) Each Board Member will have one vote at any Board meeting, which will be cast by a show of hands, or by secret ballot if so requested by any individual Board Member.
- (2) In the case of an equality of votes, the Chairman will have a casting vote.
- (3) The Chief Executive Officer will have no voting rights.

13.5 Email Voting by Board Members

- (1) Voting by Board Members by email shall be allowed provided that the Chief Executive Officer shall:
 - (a) send an email to each Board Member detailing the resolution;
 - (b) maintain a record of all Board resolutions received by email; and
 - (c) ensure that the resolution is noted at the subsequent Board meeting along with the proposer and seconder.
- (2) All other rules regarding the voting of Board Members shall apply.

13.6 Chief Executive Officer to Attend Board Meetings

The Chief Executive Officer may, unless otherwise directed by the Board, attend all Board Meetings.

13.7 Proxy Voting at Board Meetings and Board Sub-Committee Meetings

- (1) Where a Board Member is unable to attend a Board meeting they may appoint another Board Member to act as a proxy and vote on their behalf at that meeting only. A new proxy for each such meeting must be a written and signed request for that Board Member to vote on behalf of the absent Board Member. This request may be electronically conveyed by email, facsimile or TTY to the Chief Executive Officer and must be tabled at that Board meeting.
- (2) Where a Board Member is unable to attend a sub-committee meeting they may appoint another Board Member to act as a proxy and vote on their behalf at that meeting only. A new proxy for each such meeting must be a written and signed request for that Board Member to vote on behalf of the absent Board Member. This request may be electronically conveyed by email, facsimile or TTY to the Chief Executive Officer and must be tabled at that sub-committee meeting.

13.8 Pecuniary Interest

- (1) Any Board Member who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board shall, as soon as he becomes aware of his interest, disclose the nature and extent of his interest to the Board.
- (2) Sub-rule 13.8(1) does not apply in respect of a pecuniary interest that exists only by virtue of the fact that the Board Member is a member of a class of person for whose benefit Senses Foundation has been established.
- (3) Where a Board Member discloses a pecuniary interest in a contract or proposed contract in accordance with this rule:

- (a) the Board Member may participate in any Board discussions associated with any such contract or proposed contract, but shall not vote on any matters which relate to the interest;
 - (b) the contract is not liable to be avoided by Senses Foundation on any ground arising from the fiduciary relationship between the Board Member and Senses Foundation; and
 - (c) the Board Member is not liable to account for profits derived from the contract.
- (4) The Board shall cause every disclosure made under this rule by a Board Member to be recorded in the minutes of the Board Meeting at which it is made.

13.9 Quorum for Board Meetings

At any Board meeting the quorum shall be a minimum of 4 Board Members present in person.

13.10 Board Sub-Committee Meeting

At any sub-committee meeting the quorum shall be a minimum of three voting Members present in person.

13.11 Evidence of Proceedings of Board Meetings

Minutes of the proceedings of every Board or sub-committee meeting shall be maintained and such minutes when signed and/or initialled on each page, shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minuted at a meeting duly convened and held and shall be binding on all Members of Senses Foundation.

14. The Chief Executive Officer

14.1 The Board shall appoint the Chief Executive Officer of Senses Foundation upon such terms and conditions as the Board shall think appropriate subject to the duties as stipulated hereof and/or as otherwise advised by the Board from time to time.

14.2 The Chief Executive Officer shall be responsible for the running, management and administration of Senses Foundation subject to the direction and control of the Board and shall perform such other tasks as shall be required by the Board from time to time.

14.3 The Chief Executive Officer must:

- (1) manage Senses Foundation in accordance with the Objects of the Constitution and the Rules;
- (2) co-ordinate the correspondence of the Senses Foundation; and
- (3) keep full and correct minutes of the proceedings of the Board, any committee and of the Senses Foundation.

14.4 The Chief Executive Officer must comply on behalf of Senses Foundation with the Associations Act:

- (1) in respect of the register of Members of the Senses Foundation, as referred to in Rule 8.4;

- (2) by keeping and maintaining in an up to date condition the Constitution of the Senses Foundation; and
- (3) by maintaining a record of the names and residential or postal addresses of the persons who hold the offices of the Senses Foundation provided for by this Constitution.

15. Custody and Use of Common Seal

- 15.1 Senses Foundation shall have a common seal on which its name shall appear in legible characters.
- 15.2 The Chief Executive Officer shall retain custody of the Common Seal of Senses Foundation and shall only affix the same to any document by direction of the Board.
- 15.3 The Chief Executive Officer shall keep a record of all documents to which the Common Seal has been affixed.
- 15.4 Every instrument to which the Common Seal is attached or affixed shall be signed by two (2) Board Members, one (1) of whom shall be the President or Vice President using the following sealing clause:

“The common seal of Senses Foundation (Inc) was affixed by resolution of the Board in the presence of _____ and _____.”

16. Patron

The Board may at its absolute discretion:

- (1) Appoint a person or persons to be patrons of Senses Foundation subject to that person or persons agreeing to so act; and
- (2) Remove a person from the position of Patron at any time.

17. Control of Property

All property, both real and personal, of Senses Foundation shall be vested in the name of Senses Foundation.

18. Annual and Special General Meetings

18.1 Annual General Meetings

- (1) The Annual General Meeting of Senses Foundation shall be held once in every current year at such place and date determined by the Board such meeting is to be held within four (4) months from the expiration of Senses Foundation’s Financial Year). Unless the Board lodges an application with the Commissioner for a longer period in which the meeting is to be held.
- (2) The business of the Annual General Meeting shall include:
 - (a) the presentation of the annual report and balance sheet for the previous Financial Year;
 - (b) the election of Board Members nominated in accordance with this Constitution; and

- (c) any other general business presented to the Annual General Meeting by any Member.

18.2 Special General Meetings

A Special General Meeting may be called by:

- (1) direction of the Board at any time; or
- (2) direction of the Chief Executive Officer within fourteen (14) days after receipt by him of a request to that effect signed by at least ten (10) Members entitled to vote specifying the business to be discussed at such Meeting.

18.3 Chairmanship

The President or in his absence the Vice-President shall take the chair at all General Meetings. In the event of the absence of the President and Vice-President the meeting shall elect a chairman from amongst the Board Members.

18.4 Voting at General Meetings

- (1) Only Members of Senses Foundation who are present at any General Meeting shall be entitled to vote on the condition that their subscriptions (if applicable) for the current year have been paid at least one (1) calendar month prior to the date appointed for the General Meeting. Each Member shall be entitled to one (1) vote only.
- (2) No proxy or absentee voting shall be allowed at a General Meeting.

18.5 Pecuniary Interest

Any person who has a pecuniary interest directly or indirectly in any matter which has been discussed or considered by a General Meeting must declare his interest to the meeting and shall not take part in the discussion unless a majority of the Members present resolve that this Rule shall not apply in this case. In any case, a person with a pecuniary interest shall not vote on that matter.

18.6 Quorum at Annual and Special General Meetings

At any General Meeting 10 voting Members present in person shall form a quorum.

18.7 Evidence of Proceedings of General Meetings

Minutes of the proceedings of every General Meeting shall be maintained and such minutes when signed and/or initialled on each page by the Chairman, shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minuted at a meeting duly convened and held and shall be binding on all Members of Senses Foundation.

19. Amendment to Constitution

- 19.1 The Constitution may be altered, added to or repealed at any Annual or Special General Meeting of the Members by special resolution passed by 75% of those Members present and entitled to vote at the said meeting provided always that the notice convening such meeting shall specify the proposed alterations, additions or repeal of the Constitution and shall give at least twenty eight (28) days notice of such meeting.

- 19.2 Within one month of the passing of a special resolution altering the Rules, or such further time as the Commissioner may in a particular case allow, Senses Foundation shall lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by the Chairman certifying that the resolution was duly passed as a special resolution and that the rules of Senses Foundation as so altered conform to the requirements of the Associations Act.
- 19.3 Subject to the Rule below, an alteration of the Rules of Senses Foundation does not take effect until the requirement to provide notice to the Commissioner is complied with.
- 19.4 An alteration of the Rules of Senses Foundation having effect to alter the Objects does not take effect until section 17 of the Associations Act is complied with and the approval of the Commissioner is given to the alteration of the Objects.
- 19.5 The Australian Taxation Office, the Australian Taxation Office must be notified in writing of any alterations to this Constitution.

20. Auditor

- 20.1 The Auditor shall be appointed by the Board as soon as practicable following each Annual General Meeting. The Auditor shall retain office until the next appointment is so made or as may otherwise be determined by the Board.
- 20.2 Upon the Auditor ceasing to be a registered company auditor he shall cease to be the registered Auditor of Senses Foundation and another Auditor shall be appointed by the Board as soon as practicable thereafter.
- 20.3 The auditor shall report to the Members upon every balance sheet and income and expenditure account to be presented to the Annual General Meeting, and upon any other matters which affect him as auditor or which may seem to him to affect the Senses Foundation or its Members.

21. Notices

- 21.1 All notices required to be served hereunder shall be in writing and shall be deemed to be duly given or made:
- (1) in the case of delivery in person when delivered;
 - (2) in the case of electronic transmission on receipt of a recognised acknowledgement of transmission to the recipient at the end of transmission; or
 - (3) in the case of post at the time when the same would normally be delivered in the ordinary course of the post.
- 21.2 A written communication includes a notice by facsimile transmission, email or TTY.
- 21.3 Failure of any Member to receive a notice required to be given hereunder shall not invalidate any meeting of Members of Senses Foundation or course of action determined by the Board.

22. Indemnity

- 22.1 Every Board Member and other officer or servant of Senses Foundation shall be indemnified by Senses Foundation against any claims, demands, actions or suits made

against that person by reason of any act or thing done by him as a Member, Board Member, officer or servant in the proper and lawful discharge of his duties for and on behalf of Senses Foundation and it shall be the duty of the Board to pay out of the funds of Senses Foundation all costs necessarily or incidentally incurred (including travelling expenses) which that person may suffer as a result thereof.

- 22.2 No Board Member or officer or servant of Senses Foundation shall be liable for the acts, receipts, neglects, or defaults of any other Board Member, officer or servant of Senses Foundation or for joining in any receipt or other act of conformity or for any loss or expense incurred by Senses Foundation through the insufficiency and/or deficiency of title to any property acquired by order of the officer for or on behalf of Senses Foundation or for the insufficiency and/or deficiency of any security in or upon which any of the moneys of Senses Foundation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or the unlawful act of any person with whom any moneys, securities or assets shall be deposited or from any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of his duties or in relation thereto unless the same shall occur through his own dishonesty, wilful negligence, default, breach of duty or breach of trust.

23. Dissolution

- 23.1 If, upon the winding up or dissolution of Senses Foundation, any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members of Senses Foundation but must be given or transferred to some other institution or institutions determined by the Members of Senses Foundation at or before the time of dissolution, which is incorporated under the Associations Act or undertakes charitable activities, and has similar objects to Senses Foundation and which has been endorsed by the Commissioner of Taxation as a tax exempt body and a deductible gift recipient for the purposes of any Commonwealth Taxation Act.
- 23.2 If, in the event of the endorsement of the organisation as a deductible gift recipient being revoked, and after satisfaction of all debts and liabilities of Senses Foundation, there are any surplus:
- (1) gifts of money or property for the principal purpose of Senses Foundation;
 - (2) contributions from a fundraising event as described in item 7 or 8 of the table in section 30-15 of the Act; and
 - (3) moneys received by Senses Foundation because of such gifts or contributions,
- those assets must be given or transferred to some other institution or institutions determined by the Members of Senses Foundation which has been endorsed by the Commissioner of Taxation as a tax exempt body and a deductible gift recipient for the purposes of any Commonwealth Taxation Act.

24. Custody and Inspection of Records

- 24.1 The Board shall keep in their custody or under their control all books, documents and securities of Senses Foundation.
- 24.2 A Member may at any reasonable time inspect without charge the books, documents, records and securities of Senses Foundation.
- 24.3 The Member may make a copy or take an extract of the Members' register at their own cost but shall have no right to remove the Members' register for that or any other purpose.