

**Rules of Incorporation for the:  
GLOBAL ALLIANCE OF EYE BANK ASSOCIATIONS  
as of September 8<sup>th</sup> 2021**

**Associations Incorporation Reform Regulations 2012**

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## Note

This document is based on the Australian, **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members. This incorporation will be based in the **State of Victoria, Australia**.

## PART 1—PRELIMINARY

### 1 Name

The name of the incorporated association is the “Global Alliance of Eye Bank Associations Incorporated”. It may also be referred to as The Global Alliance, The Association or GAEBA.

Note: Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

### 2 Purposes

**Mission Statement:** The Global Alliance of Eye Bank Associations is a collective, global organization established by eye bank associations with the intent of developing peer support and knowledge exchange of ethical and best practice, education, tracking systems and research, by harnessing and fostering global cooperation and good will.

**Objectives:** With the backing of the 6 Founding Partner Eye Bank Associations, the Global Alliance of Eye Bank Associations is committed to the global advancement of eye banking in support of the 5 key objectives outlined below, as identified in the signed Memorandum of Understanding. The 6 Founding Partner Eye Bank Associations are:

- Association of Eye Banks of Asia
- European Eye Bank Association
- Eye Bank Association of America
- Eye Banks Association of Australia and New Zealand
- Eye Banks Association of India
- Pan American Association of Eye Banks

The aims (5 key objectives) of The Association are:

1. Share Best Practices and Guidelines Facilitate the active sharing of established eye banking best practices, procurement and medical guidelines including available information on education, training and research initiatives, with the aim of ultimately harmonizing global practices of eye banking.
2. Sharing of Information on Scientific Meetings / Conferences / Workshops Sharing information regarding upcoming scientific meetings / conferences / workshops to aid the coordination of these activities, foster reciprocal participation and promote joint organization efforts of specific symposia and workshops whenever applicable. The Associations will endeavor to cross-promote upcoming events through communication channels available to the individual Associations, including but not limited to websites, newsletters and other related publications.
3. Establishment of Worldwide Register of Eye Banks Establish a comprehensive register of eye banks worldwide with the goal of facilitating the collection and publication of data pertaining to worldwide eye donation and ocular tissue transplantation activity.
4. Development and Promotion of Global Coding, Traceability Efforts and Bio-Vigilance Systems for Ocular Tissue Undertake to collaboratively work on the development and promotion of global coding, traceability efforts and bio-vigilance systems for ocular tissue.
5. Provide Global Advocacy for Eye Donation and Eye Banking Work closely together to address emerging and current challenges in eye donation and eye banking; positioning the Global Alliance of Eye Bank Associations as the global advocate of eye donation and eye banking and providing guidance and promotion of safe and ethical practices in the donation and transplantation of ocular tissue.

### 3 Financial year

The financial year of the Association is a period of 12 months, commencing on July 1<sup>st</sup> and ending on the 30<sup>th</sup> of June each year.

### 4 Definitions

**Founding Partner Eye Bank Association Members** of the Global Eye Bank Associations refers to are those Members that, between 2012 and 2013, signed a Memorandum of Understanding (MOU), to establish this Global Alliance. These are:

- a. Association of Eye Banks of Asia (hereinafter known as 'AEBA') with its registered address at C/O Singapore National Eye Centre, 11 Third Hospital Avenue, Singapore 168751;
- b. European Eye Bank Association (hereinafter known as 'EEBA') with its registered address at Via Paccagnella n. 11 - Padiglione Rama 30174 Zelarino, Venice, Italy;
- c. Eye Bank Association of America (hereinafter known as 'EBAA') with its registered address at 1101 17<sup>th</sup> Street NW, Suite 400, Washington, DC 20036, United States of America;
- d. Eye Banks Association of Australia and New Zealand (hereinafter known as 'EBAANZ') with its registered address at c/o Lions Eye Donation Service, Level 7 SFW, Centre for Eye Research Australia, 32 Gisborne Street, Melbourne, Victoria, Australia, 3002;
- e. Eye Banks Association of India (hereinafter known as 'EBAI') with its registered address at Plot No.12, BNR Colony, Road No. 14, Banjara Hills, Hyderabad, India - 500 034; and
- f. Pan American Association of Eye Banks (hereinafter known as 'APABO') with its registered address at C/O Mark Mannis, UC Davis Medical Centre, 4860 Y Street, Suite 2400, Sacramento, CA 95817, USA;

**Absolute majority**, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

**Associate Partners** individuals or associated organizations located in countries/regions without GAEBBA members who may be invited to participate in projects as deemed appropriate by the Committee;

**Chair/Treasurer**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

**Committee meeting** means a meeting of the Representative Committee held in accordance with these Rules;

**Elected General Representative** means representatives selected from each member association, elected or appointed under rule 44, to be involved in the Global Alliance of Eye Bank Association's Representative Committee, having management of the business of the Association;

**Disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 23(3);

**Disciplinary meeting** means a meeting of the committee convened for the purposes of rule 22;

**Disciplinary subcommittee** means the subcommittee appointed under rule 20;

**Financial year** means the 12-month period specified in rule 3;

**General Meeting** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**Members** as outlined in Part 3, include:

**Peer Members** – Organizations and Associations that are not involved in the donation, procurement, transfer, testing, processing, preservation, storage, allocation and distribution of human ocular tissue, that join GAEBA on a per annum basis.

**Sector Members** – Organizations and Associations that are involved in the donation, procurement, transfer, testing, processing, preservation, storage, allocation and distribution of human ocular tissue, that join GAEBA on a per annum basis.

**Special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**The Act** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

**The Registrar** means the Registrar of Incorporated Associations.

**Representative Committee (Committee)** means the Committee comprising Representative Members;

## **PART 2—POWERS OF ASSOCIATION**

### **5 Powers of Association**

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **6 Not for profit organization**

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

### **Note**

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Members and Associated Partners**

#### **7 Minimum number of Members**

There must be a minimum of 3 Founding Partner Eye Bank Association Members for the organization to remain viable.

#### **8 Member eligibility**

There are three membership levels. 1). Foundation Partner Eye Bank Association Members, 2). Peer Members, and 3). Sector Members.

##### **(1) Founding Partner Eye Bank Association Member**

- a. Those 6 Founding Partner Eye Bank Associations listed in part 1.4.

##### **(2) Peer and Sector Members**

Organizations may become a member of The Association, when they can demonstrate/provide:

- a. Endorsement by an existing GAEBAs Partner Association or their national/regional Ophthalmological Society;
- b. Proof of at least 12 months as an established not-for-profit Organization;
- c. Details describing their organizational structure and how they represent their eye care Community;
- d. Conformity with the requirements of Sector or Peer Membership level;
- e. Non-profit status;
- f. Agreement to abide by the GAEBAs Rules of Incorporation and the standards and values detailed in The Barcelona Principles and the WHO's Guiding Principles for Cells, Tissues and Organs (WHA63.22); and
- g. Completion of all annual membership requirements (e.g. payment of the annual fee)

#### **9 Application for membership**

Meet the criteria outlined in 8.

- (1) The application—

- (a) must be signed by the applicant representative; and
- (b) may be accompanied by the joining fee and/or annual fee and appropriate evidenced documentation as outlined on the membership application form

Note: The joining fee is the fee (if any) determined by the Association under rule 12.

## **10 Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Representative Committee must decide by two-thirds vote whether to accept or reject the application.
- (2) The Representative Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Representative Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

## **11 New membership**

- (1) If an application for membership is approved by the Representative Committee —
  - (a) the resolution to accept the member must be recorded in the minutes of the Representative Committee meeting; and
  - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) The member, subject to rule 13, is entitled to exercise its rights of membership from the date of on which:
  - (a) the Representative Committee approves the Association's membership; and
  - (b) the Applicant pays the joining fee.

## **12 Fees on joining**

Start-Up – A Start-Up joining fee may be required, if determined necessary by the Representative Committee.

Annual Fee - An Annual fee may be required as outlined in rule 10, if determined necessary by the Representative Committee.

- (1) At each annual general meeting, the Association must determine—
  - (a) the amount of the annual subscription (if any) for the following financial year; and
  - (b) the amount of start-up fees (if any) for the following financial year; and
  - (c) the date for payment.
- (2) The Association may determine that a lower annual subscription is payable by some members located within lower resource countries. Countries selected for reduced rates will be based on global development agency group (World Health Organization/World Bank Country and Lending Group) classifications in conjunction with the Human Development Index and Gross Domestic Product reports of these agencies.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or

- (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid
- (5) The Representative Committee may vote to provide members with extensions/exemptions of agreed payments during mitigating circumstances. The member must submit a request – outlining why this should be granted, prior to the payment’s due date.

### **13 General rights of member**

- (1) Members have the right to—
  - (a) receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
  - (b) submit items of business for consideration at a general meeting;
  - (c) attend and be heard at general meetings;
  - (d) vote at a general meeting; and
  - (e) have access to the minutes of general meetings and other documents of the Association as provided under rule 75;(f)inspect the register of members.
- (2) A member is entitled to vote if—
  - (a) more than 10 business days have passed since he or she became a member of the Association; and
  - (c) the member's membership rights are not suspended for any reason.

### **14 Associate partners**

Associate partners are non-member representatives and/or associated organizations that the Representative Committee may invite to support local, regional or global development activities or a special interest group.

- (1) Associate partners (if any) of the Association shall be determined by the Representative Committee, should Associate partnerships be deemed as required;
- (2) Associate partners may not vote, attend meetings (unless invited by the Representative Committee) but may have other rights as determined by the Representative Committee or by resolution at a general meeting; and
- (3). An associate partner may be invited to participate in projects and activities as deemed appropriate by the Representative Committee.

### **15 Partner rights - not transferable**

The rights of a partner are not transferable and ends when their partnership agreement and/or the project ceases.

### **16 Cessation of membership**

Membership of The Association ceases on the resignation or expulsion of the Member, or when the member’s organization no longer fulfils the criteria for membership as defined by Rule 8 and 9.

### **17 Resigning as a member**

- (1) A member may resign by notice in writing given to the Association.



Note: Rule 74 sets out how notice may be given to the association. It includes by post, email or by handing the notice to a member of the Representative Committee.

- (2) A member is taken to have resigned if the member's annual subscription is more than 12 months in arrears.

## **18 Register of members**

- (1) The Secretary must keep and maintain a register of member and their representatives that includes—
  - (a) for each current member —
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) member representatives;
    - (v) any other information determined by the Representative Committee; and
  - (b) for each former member, the date of cessation as a member.
- (2) Members are responsible for providing the Global Alliance with their member's details.

Note: Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## **Division 2—Disciplinary action**

### **19 Grounds for taking disciplinary action**

The Association may take disciplinary action against a member in accordance with this Division, if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

### **20 Disciplinary subcommittee**

- (1) If the Representative Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee may be committee members, partner association or anyone else

### **21 Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting (electronically or in person) at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the member that they may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the partner's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.
- (3) The Representative Committee may vote, by two-thirds majority, to suspend without prejudice the member's rights and privileges during the disciplinary process

## **22 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
- (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
- (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) Decisions to take disciplinary action against a member require a two-thirds majority
- (5) The suspension of partnership rights or the expulsion of a partner by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **23 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after notification of the vote.

- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the full Representative Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

#### **24 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Representative Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the member present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

#### **Division 3—Grievance procedure**

##### **25 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Representative Committee; and
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

##### **26 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

## **27 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between them within the time required by rule 26, the parties must within 10 days—
  - (a) notify the Representative Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Representative Committee; or
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case, must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **28 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **29 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

### **30 Annual general meetings**

- (1) The Representative Committee must convene an annual general meeting of the Association to be held annually.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—

- (i) the annual report of the Representative Committee on the activities of the Association during the preceding financial year; and
  - (ii) the financial statements of the Association for the preceding financial year submitted by the Representative Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Representative Committee;
  - (d) to confirm or vary the amounts (if any) of the start-up fee, annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **31 Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Representative Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

### **32 Special general meeting held at request of members**

- (1) The Representative Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 50% of the total number of Founding Partner Association Members and 50% of the total number of Peer and Sector Members.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Representative Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **33 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
  - (a) at least 30 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.

- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting-  
Note: Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

### **34 Proxies**

- (1) A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment. E-mail electronic communication may also be considered as both proxy and signature.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Representative Committee has not approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Representative Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chair of the meeting before or at the commencement of the meeting.

### **35 Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member, and the members present at the meeting to communicate with each other clearly and simultaneously.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (3) Meeting and voting (with the exception of AGM business and special resolution items) may be held, in their entirety, through technology.

### **36 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.

- (2) The quorum for a general meeting is the presence (physically, electronically, by proxy or as allowed under rule 35) of 50% of the Foundation Eye Bank Member Partners and 50% of Peer and Sector members, entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 32— the meeting must be dissolved -

Note: If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.
  - (b) in any other case—
    - (i) the meeting must be adjourned to a date not more than 90 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **37 Adjournment of general meeting**

- (1) The Chair of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.

*Example:* The members may wish to have more time to examine the financial statements submitted by the Representative Committee at an annual general meeting.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 30 days or more, in which case notice of the meeting must be given in accordance with rule 33.

### **38 Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each Foundation Eye Bank Member has two votes; Each Sector Member has one vote, and Each Peer Member has one vote; and
  - (b) members may vote personally, electronically or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.

- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

### **39 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person, electronically or by proxy) vote in favour of the resolution.

Note: In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

### **40 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chair of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
  - (a) the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
  - (b) the Chair must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

### **41 Minutes of general meeting**

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chair of the meeting under rule 34(6); and
  - (c) the financial statements submitted to the members in accordance with rule 30(4) (b) (ii); and
  - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and



- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5—COMMITTEE**

### **Division 1—Powers of Representative Committee**

#### **42 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Representative Committee (Committee).
- (2) The Representative Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Representative Committee may—
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

#### **43 Delegation**

- (1) The Representative Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Representative Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part

### **Division 2—Composition of the Representative Committee and duties of Members**

#### **44 Composition of the Representative Committee**

- (1) The Representative Committee shall consist of 2 Representatives per Founding Eye Bank Partner Member.
  - (a) each is responsible for the selection of their two representatives.
- (2) Sector Members may nominate one low-middle income representative and one high-income representative to sit on the Committee. This nominee is voted-in by all members.
- (3) Peer Members may nominate one low-middle income representative and one high-income representative to sit on the Committee. This nominee is voted-in by all members.
  - (2) The Representative Committee members will each hold one of the below positions:
    - 1 x Chair
    - 1 x Treasurer
    - 1 x Secretary
    - 1 x Sector Member Low-Middle Income Representative
    - 1 x Sector Member High-Income Representative
    - 1 x Peer Member Low-Middle Income Representative
    - 1 x Peer Member High-Income Representative

- Elected General Representative

#### **45 General Duties**

- (1) As soon as practicable after being elected or appointed to the Representative Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note: See also part 6 of the Act which sets out the general duties of the office holders of an incorporated association.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **46 Elected General Representative**

- (1) Elected General Representative (or other regionally agreed title), as selected in accordance with subrule 44(1) shall represent the GAEBAs and/or participate or lead assigned projects.

#### **47 Chair and Treasurer (Administrative)**

- (1) The Chair/Treasurer must—
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (c) make any payments authorised by the Representative Committee or by a general meeting of the Association from the Association's funds; and
  - (d) for payments over AUD\$10,000, ensures that the payment is authorised by 1 other Representative Committee member. Due to the geographical distance of the Global Alliance Members, this may be facilitated by electronic means.
- (2) The Chair/Treasurer must—
  - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Representative Committee prior to their submission to the annual general meeting of the Association.

- (3) The Chair/Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

#### **48 Secretary (Administrative)**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

*Example:* Under the Act, the Secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 18; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

### **Division 3—Election of Committee members and tenure of office**

#### **49 Who is eligible to be a Committee representative?**

A member as per rule 44 and 53 of this ruling.

#### **50 Positions to be declared vacant**

- (1) This rule applies to—
  - (a) the first annual general meeting of the Association after its incorporation; or
  - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chair of the meeting must declare all positions on the Representative Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

#### **51 Nominations**

- (1) prior to the election of each position, the Chair of the meeting must, call for representation from each Partner Association, as per rule 44, 52 and 53, and;
- (2) from the selected Representatives, call for nominations for Positions

#### **52 Election of administrative positions**

- (1) Chair/Treasurer – Is determined by the selected members of the Representative Committee, at the AGM. Note: this person must reside in the country where the GAEBA holds its bank account.
- (2) Secretary – This is a non-elect chair as it is held by the Administrator/developer of the Association. Note: this person must reside in the country where the GAEBA holds its bank account.

### **53 Election of general representatives**

Each Founding Eye Bank Member is responsible for selection of their own representatives in a manner suitable to each Association. These names are to be forwarded to the Secretary prior to the Annual General Meeting, and announced at the Annual General Meeting.

### **54 Ballot**

- (1) If a ballot is required for the election for a position, the Chair of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election may be conducted in person, electronically or by proxy - the secretary shall retain confidentiality around the voting process.

### **55 Term of office**

- (1) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Representative Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected
- (3) A general meeting of the Association may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3) (a) may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the Chair may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.
- (6) A Term of office is for 2 consecutive years for general positions; however
  - (a) renewal may be granted for positions relating to incorporated nationality.

### **56 Vacation of office**

- (1) A committee member may resign from the Representative Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
  - (a) ceases to be a member of the Association; or
  - (b) otherwise ceases to be a committee member by operation of section 78 of the Act.

## **57 Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Association (external to the Representative Committee) to fill a position on the Committee that—
  - (a) have become vacant under rule 56; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Representative Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

## **Division 4—Meetings of Committee**

### **58 Meetings of Representative Committee**

- (1) The Representative Committee must meet at least 2 times in each year at the dates, times, and places (including electronically) determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Representative Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the Chair or by any member of the Representative Committee.

### **59 Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

### **60 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by 70% of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **61 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Representative Committee must be determined from time to time by the Committee.

- (2) the members may determine the order of business present at the meeting.

## **62 Use of technology**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member, and the committee members present at the meeting, to communicate with each other clearly and simultaneously.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (3) Committee meeting may be held, in their entirety, via technology
- (4) The Committee will attempt to hold at least one face-to-face/in-person session per year.

## **63 Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

## **64 Voting**

- (1) On any question arising at a committee meeting, each present (or by proxy) Founding Eye Bank Member has two votes, and each present (or by proxy) Peer and Sector Member has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (5) Voting by proxy is permitted.

## **65 Conflict of interest**

- (1) A committee representative/member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

Note: Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

#### **66 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 65.

#### **67 Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

### **PART 6—FINANCIAL MATTERS**

#### **68 Source of funds**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fundraising activities, grants, interest and any other sources approved by the Representative Committee.

#### **69 Management of funds**

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Representative Committee may approve expenditure on behalf of the Association.
- (3) The Representative Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and 1 other committee member.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

- (6) With the approval of the Representative Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

## **70 Financial records**

- (1) The Association must keep financial records that—
  - (a) Correctly record and explain its transactions, financial position and performance; and
  - (b) Enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

## **71 Financial statements**

- (1) For each financial year, the Representative Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7—GENERAL MATTERS**

### **72 Common seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
  - (c) the common seal must be kept in the custody of the Secretary.

### **73 Registered address**

The registered address of the Association is— c/o Lions Eye Donation Service, Level 7 SFW, Centre for Eye Research Australia, 32 Gisborne Street, Melbourne, Victoria, Australia, 3002.



## 74 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Committee may be given—
  - (a) by handing the notice to a member of the Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the Association or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Association.

## 75 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings; and
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note: See note following rule 18 for details of access to the register of members.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

*relevant documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

  - (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records; and
  - (d) records and documents relating to transactions, dealings, business or property of the Association.

## **76 Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## **77 Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Association.

Note: An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

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