

# The Association of Children's Welfare Agencies



**Constitution**  
(October 2015)

*The Association of Children's Welfare Agencies is incorporated under the  
NSW Associations' Incorporation Act 2009*

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## **Part 1 - Preliminary**

### ***(i) Name***

The name of the organisation is ***The Association of Children's Welfare Agencies***, and is referred to in this document as ***the Association***.

### ***(ii) Objects***

The primary object of the Association is to bring about positive systematic reform that will deliver better outcomes to the lives of vulnerable children and young people, particularly, those living in out-of-home care in the state of New South Wales and the Australian Capital Territory.

The autonomy of members is not to be affected by this object.

The Association will:

- Provide consultation, research and information on behalf of its members.
- Facilitate liaison between members, relevant Government departments and statutory bodies.
- Coordinate submissions on behalf of members to Government on child wellbeing and related issues and negotiate with appropriate authorities for financial and other assistance that will ensure high standards of care for children who are the responsibility of members.
- Promote improvements to the quality of services provided for dependent children and young persons at risk.
- Promote family support and community development programs that aim to maintain the child or young person within the family unit.
- Emphasise the need to review the placement of each child in substitute care and promote the restoration of each child to his/her natural family where this is possible and appropriate.
- Facilitate staff training and development for those working in non-government agencies.
- Undertake other activities that will promote the objects of the Association.

## **1. Definitions**

(1) In this constitution:

**Full Member** is any not-for-profit organisation that provides care or associated family support services in NSW or the ACT, who has applied to and has been approved as a full member of ACWA and is entitled to vote at the ACWA AGM.

**Associate Membership** is any person or organisation with an interest in, or a sympathy for, the objects of the Association, who is a member of ACWA.

**Life Member** is anyone who is recognised by the Board to have rendered conspicuous service to the Association and who has been approved by the Board as a life member of ACWA.

**Co-opted Member** is a person or an organisation, who is co-opted by the Board. Co-opted members will be deemed to be full members of the Board with all due powers and responsibilities.

**Ordinary Board of Management member** means a member of the Board of Management, who is not an office-bearer of the Association.

**Secretary** means:

- (a) the person holding office under this constitution as Secretary of the Association, or
- (b) if no such person holds that office - the public officer of the Association.

**Special General Meeting** means a general meeting of the Association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

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

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **Part 2 - Membership**

### **2. Membership generally**

The Association will have three types of membership, namely,

- (1) Full membership,
- (2) Associate membership, and
- (3) Life membership.

#### **(1) Full membership:**

Any not-for-profit organisation that provides care or associated family support services in NSW or the ACT may apply to the Board for full membership.

#### **(2) Associate membership:**

There are 2 categories of associate membership, namely:

- (a) Individuals,
- (b) Organisations

Any for-profit organisations, or individuals, with an interest in or a sympathy for the objects of the Association, and whose work focuses on child, youth and family welfare, including service providers, government departments, universities, tertiary education institutions, research institutions, advocacy groups, interest groups, and peak bodies, may apply to the Board for associate membership.

#### **(3) Life membership:**

A person, who has rendered conspicuous service to the Association may, on the recommendation of the Board, be approved as a life member of the Association by a resolution of a general meeting.

A member, who wants someone to be considered for life membership, must make a written submission to the Board.



### **3. *Nomination for membership***

- (1) An application for membership of the Association must be signed by the applicant and lodged with the Secretary of the Association on an application form approved by the Board.
- (2) An application for membership must be considered by the Board as soon as practicable after it has been received. The Board may decide to accept, defer, or reject an application for membership. The Board is not required to provide reasons for its decision when considering an application for membership.
- (3) Where the Board decides to accept an application for membership, the Secretary must, as soon as practicable after that decision, notify the applicant of that approval and request the applicant to pay, within a month, the annual membership fee.
- (4) The Secretary must, on payment by the applicant of the membership fee within the month, enter the applicant's name in the register of members. Upon the name being entered into the register, the applicant becomes a member of the Association.

### **4. *Cessation of membership***

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or
- (d) fails to pay the annual membership fee within 3 months after the fee is due.

### **5. *Membership entitlements not transferable***

#### **(1) Full members:**

Each organisational full member of the Association may appoint a person as delegate to exercise the following of its membership rights.

Each organisational full member of the Association has the following rights:

- (a) to receive notice of, attend and vote at general meetings of the Association,
- (b) to nominate (or second) eligible individuals for election to the Board,
- (c) to be elected or appointed to the Board, and
- (d) to receive information about the Association's activities.

An organisational member is responsible for any statement, action taken, or decision made on its behalf by its delegate.

An organisational member must provide the Board with the name and address of its delegate. This notice must be in writing and signed by the member's Secretary, public officer or equivalent.

An organisational member may at any time change its delegate by notification in writing given to the Secretary of the Association. The member must also advise its delegate of the change.

**(2) Associate members:**

Each associate member of the Association has the right to receive information about the Association's activities. An associate member is not entitled to attend or vote at Association meetings, or to hold a position on the Board.

**(3) Life members:**

A life member has the same rights and responsibilities as an associate member.

**6. Resignation of membership**

- (1) A member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the Board of Management may

determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

- (2) If a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members, recording the date on which the member ceased to be a member.

### **7. Register of members**

- (1) The public officer of the Association must establish and maintain a register of members of the Association, specifying the name and postal or residential address of each person, who is a member of the Association, together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the Association, or
  - (b) if the Association has no premises, at the Association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association, or other material relating to the Association, or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

### **8. Fees and subscriptions**

- (1) Each full and associate member of the Association must pay to the Association an annual membership fee determined at the Annual General Meeting. The meeting may set different fees for different types and categories of membership. There shall be no fee for life members.
- (2) The annual membership fee shall be for the period from 1 January in the year following the year that the annual fee is determined.
- (3) In the case of a newly admitted member, a prorated annual membership fee is due upon becoming a member and will cover membership until the next 31st December.

### **9. Members' liabilities**

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

### **10. Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

(2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

(3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

### **11. Disciplining of members**

(1) A complaint may be made to the Board of Management by any person that a member of the Association:

- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
- (b) has willfully acted in a manner prejudicial to the interests of the Association.

(2) The Board of Management may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the Board of Management decides to deal with the complaint, the Board of Management:

- (a) must cause notice of the complaint to be served on the member concerned, and
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board of Management in connection with the complaint, and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

(4) The Board of Management may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the Board of Management expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board of Management for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the later.

**12. Right of appeal of disciplined member**

- (1) A member may appeal to the Association in general meeting against a resolution of the Board of Management under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Board of Management, which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under subclause (3):
- (a) no business other than the question of the appeal is to be transacted, and

- (b) the Board of Management and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

## **Part 3 - The Board of Management**

### **13. Powers of the Board of Management**

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Board of Management:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the Board of Management to be necessary or desirable for the proper management of the affairs of the Association.

### **14. Composition and membership of Board of Management**

- (1) The Board of Management is to consist of:
  - (a) the office-bearers of the Association, and
  - (b) 6 ordinary members, each of whom is either to be elected at the Annual General Meeting of the Association under clause 15 or co-opted in accordance with clause 23.
  
- (2) The office-bearers of the Association are as follows:
  - (a) the Chairperson,
  - (b) the Vice-Chairperson,
  - (c) the Treasurer,
  - (d) the Secretary.
  
- (3) The term of office of an elected member of the Board ends at the closure of the second Annual General Meeting after the person's election to the Board, and no person may hold the same position on the Board for more than three (3) consecutive terms (or 6 consecutive years).



- (4) No person may hold any position on the Board for more than a total of six (6) consecutive terms (or 12 consecutive years).

**15. Election of Board of Management members**

- (1) Except for the position of Treasurer (the appointment process for which is contained in clause 15A), nominations of candidates for election as office-bearers of the Association or as ordinary Board of Management members:
  - (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the Secretary of the Association at least 14 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board of Management, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board of Management are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Board of Management members of the Board of Management is to be conducted at the Annual General Meeting in such usual and proper manner as the Board of Management may direct.

- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Board of Management member of the Association must be a member of the Association or the nominated representative of a full member of the Association.

#### **15A. Appointment of Treasurer**

- (1) Notwithstanding anything in this Constitution to the contrary, the position of Treasurer is to be filled by an individual co-opted by the Board of Management in accordance with clause 23.
- (2) A majority of Board of Management members must agree to the appointment of a co-opted individual as Treasurer and in the absence of majority agreement the Chairperson has a casting vote.
- (3) All other responsibilities of the Treasurer as a member of the Board of Management contained in this Constitution and the removal process in clause 19 continue to apply.

#### **16. Secretary**

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the Board of Management, and
  - (b) the names of members of the Board of Management present at a Board of Management meeting or a general meeting, and
  - (c) all proceedings at Board of Management meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be endorsed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

### **17. Treasurer**

It is the duty of the Treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept, showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

### **18. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Board of Management, the Board of Management may appoint a member of the Association, or the nominated representative of a full member of the Association, to fill the vacancy and the person so appointed is to hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Board of Management occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the Association, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or
  - (e) is removed from office under clause 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Board of Management from 3 consecutive meetings of the Board of Management, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

### **19. Removal of Board of Management members**

- (1) The Association in general meeting may by resolution remove any member of the Board of Management from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
  
- (2) If a member of the Board of Management to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the Chairperson may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### **20. Board of Management meetings and quorum**

- (1) The Board of Management must meet at least 3 times in each period of 12 months at such place and time as the Board of Management may determine.
  
- (2) Additional meetings of the Board of Management may be convened by the Chairperson or by any member of the Board of Management.
  
- (3) Oral or written notice of a meeting of the Board of Management must be given by the Secretary to each member of the Board of Management at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board of Management) before the time appointed for the holding of the meeting.

- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board of Management members present at the meeting unanimously agree to treat as urgent business.
- (5) Five (5) members, of whom three (3) must be elected members (not co-opted), of the Board of Management constitute a quorum for the transaction of the business of a meeting of the Board of Management.
- (6) No business is to be transacted by the Board of Management unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Board of Management:
  - (a) the Chairperson or, in the Chairperson's absence, the Vice-Chairperson is to preside, or
  - (b) if the Chairperson and the Vice-Chairperson are absent or unwilling to act, such one of the remaining members of the Board of Management as may be chosen by the members present at the meeting is to preside.

## **21. Delegation by Board of Management to sub-committees**

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

- (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Board of Management by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board of Management may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board of Management.
- (6) The Board of Management may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **22. Voting and decisions**

- (1) Questions arising at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management are to be determined by a majority of the votes of members of the Board of Management or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management (including

the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to clause 20 (5), the Board of Management may act despite any vacancy on the Board of Management.

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

### **23. Co-option**

*The Board of Management may co-opt up to (5) five persons at any one time and having been so co-opted these persons will be deemed to be full members of the Board with all due powers and responsibilities. Such co-option may not be for a period beyond the second Annual General Meeting after the co-option.*

## **Part 4 - General meetings**

### **24. Annual General Meetings - holding of**

- (1) The Association must hold its first Annual General Meeting within 18 months after its registration under the Act.
  
- (2) The Association must hold its Annual General Meetings:
  - (a) within 6 months after the close of the Association's financial year,  
or
  - (b) within such later time as may be prescribed by the Regulation.

### **25. Annual General Meetings - calling of and business at**

- (1) The Annual General Meeting of the Association is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the Board of Management thinks fit.
  
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting,
  - (b) to receive from the Board of Management reports on the activities of the Association during the last preceding financial year,
  - (c) to elect office-bearers of the Association and ordinary Board of Management members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
  
- (3) An Annual General Meeting must be specified as such in the notice convening it.



## **26. Special general meetings - calling of**

- (1) The Board of Management may, whenever it thinks fit, convene a special general meeting of the Association.
  
- (2) The Board of Management must, on the requisition in writing of at least 10 per cent of the total number of members, convene a special general meeting of the Association.
  
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the Secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
  
- (4) If the Board of Management fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members, who made the requisition, may convene a special general meeting to be held not later than 3 months after that date.
  
- (5) A special general meeting, convened by a member or members, as referred to in sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board of Management.

## **27. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 25 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary, who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

#### **28. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) No less than 10% of members (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members

given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (representing at least 5% of members) are to constitute a quorum.

### **29. Presiding member**

- (1) The Chairperson or, in the Chairperson's absence, the Vice-Chairperson, is to preside as Chairperson at each general meeting of the Association.
- (2) If the Chairperson and the Vice-Chairperson are absent or unwilling to act, the members present must elect one of their numbers to preside as Chairperson at the meeting.

### **30. Adjournment**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **31. Making of decisions**

- (1) A question arising at a general meeting of the Association is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the Chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot, or
  
- (2) If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
  
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

### **32. Special resolutions**

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

### **33. Voting**

- (1) On any question arising at a general meeting of the Association a member has one vote only.
  
- (2) All votes shall be given personally or by proxy but no member may hold more than 3 proxies.
  
- (3) In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

- (4) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

**34. Proxy votes**

Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the advertised commencement of the meeting in respect of which the proxy is appointed

**35. Postal and e-voting ballots**

- (1) The Association may hold a postal or an e-voting ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or an e-voting ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 - Miscellaneous**

### **36. Insurance**

The Association may effect and maintain insurance.

### **37. Funds - source**

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board of Management determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **38. Funds - management**

- (1) The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- (2) Subject to any resolution passed by the Association in general meeting, and to clause (1) above, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board of Management determines.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board of Management or employees of the Association, being members or employees authorised to do so by the Board of Management.

### **39. Change of name, objects and constitution**

An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board of Management member.

### **40. Custody of books etc**

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

### **41. Inspection of books etc**

(1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:

- (a) records, books and other financial documents of the Association,
- (b) this constitution,
- (c) minutes of all Board of Management meetings and general meetings of the Association.

(2) A member of the Association may obtain a copy of any of the documents referred to in sub-clause (1) on payment of a fee of not more than \$1 for each page copied.

### **42. Service of notices**

(1) For the purpose of this constitution, a notice may be served on or given to a person:

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

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

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

#### ***43. Financial year***

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.



## **Part 6 - Additional rules**

These Rules are applicable to charities

### **44. Payment of office bearers and members**

A member of the Board of Management shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Board of Management except:

- (a) repayment of out-of-pocket expenses,
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association, and
- (c) reasonable and proper rent for premises let to the Association.

### **45. Vacation of office**

Without limiting the operation of rule 3.6, the office of a member of the Board of Management shall become vacant if:

- (a) the member holds an office of profit in the Association, or
- (b) the member is directly or indirectly interested in any contract or proposed contract with the Association.

### **46. Complaints procedure**

(1) The Board must appoint a person to be responsible for the investigation and resolution of all complaints made to the Board by members of the public and staff.

(2) The person appointed by the Board must maintain a complaint register and submit a report to each meeting of the Board summarising details of all complaints received.

### **47. Conflict of interest**

(1) A Board member must leave a meeting of the Board and take no part in the decision making when the meeting is considering:

- (a) the appointment, conditions of service, or remuneration of a person who belongs to the Board member's immediate family,
  - (b) any proposal for the supply of goods or services by the Board member, or
  - (c) any proposal for the supply of goods or services by a person who belongs to the Board member's immediate family.
- (2) A decision by the Board in relation to any of the above matters which is to the advantage of a Board member, or a person who belongs to the Board member's immediate family, is of no effect unless it has been ratified at a general meeting of the Association.
- (3) A Board member who is directly or indirectly interested in a contract or proposed contract with the Association must, as soon as practicable after the relevant facts have come to that person's attention, declare the nature of the interest at a meeting of the Board.
- (4) A Board member who occupies a position or owns property which may lead to a conflict with his or her duties or interests as a Board member must declare the fact and the nature of the conflict.
- (5) The Secretary of the Association must record every declaration made in accordance with the above rules in the minutes of the meeting at which it was made and in a register of pecuniary interests.