



**Constitution of**

**Hepatitis NSW  
Incorporated**

**Adopted at Annual General Meeting  
25 November 2021**

# HEPATITIS NSW INCORPORATED CONSTITUTION

## PART I - PRELIMINARY

### Name

- 1.1 The name of the association shall be Hepatitis NSW Incorporated.

### Objects

- 2.1 The purposes for which the association is established are:
- (a) to coordinate the NSW community sector response to viral hepatitis, including in support of elimination goals;
  - (b) to provide support, referral, projects, and programs to and for people affected by viral hepatitis and related conditions;
  - (c) to provide evidence-based information and advice about viral hepatitis in order to help improve health outcomes and empower people affected by viral hepatitis and related conditions;
  - (d) to identify and monitor the needs of people affected by viral hepatitis and related conditions, and in liaison with appropriate agencies, to develop prevention and support strategies that aim to reduce the spread and impact of viral hepatitis and related conditions;
  - (e) to act as advocates in the interest of all people affected by viral hepatitis and related conditions, and represent their interests on relevant bodies;
  - (f) to provide community members with the opportunity to engage in advocacy;
  - (g) to help reduce stigmatisation, discrimination, and isolation of people affected by viral hepatitis and related conditions by promoting responsible community awareness, promoting understanding and awareness amongst health professionals, and by advocating and providing for supportive policies, procedures and practice;
  - (h) to encourage, assist and promote health and scientific research into the causes, prevention, treatment and cure of viral hepatitis and related conditions;
  - (i) to receive donations, grants and bequests from persons and institutions including governments, and to raise money to achieve the objects of the association;
  - (j) to buy and sell real property, hold leases, acquire assets, employ staff, carry on trading activities and do all lawful things necessary for, or conducive or incidental to the achievement of these objects; and
  - (k) to do any other such activities or enter into any such arrangements as are appropriate to the achievement of the objects of the association in relation to viral hepatitis and related conditions.

### Interpretation

- 3.1 In these rules, except in so far as the context or subject matter indicates or requires:
- (a) "association" means Hepatitis NSW Inc;
  - (b) "the Board" means the committee responsible for managing the affairs of Hepatitis NSW Inc;
  - (c) "financial year" means the year ending June 30;
  - (d) "general meeting" means the annual general meeting or a special general meeting;
  - (e) "the Act" means the Associations Incorporation Act, 2009;
  - (f) "the Regulation" means the Associations Incorporation Regulation, 2016;
  - (g) "the Public Officer"
    - (i) is the official point of contact for an incorporated association and must be a person aged 18 years or more and ordinarily resident in New South Wales;
    - (ii) position may be held by a Board member, a member of the association or someone from outside the association; and
    - (iii) is, by virtue of that position, an authorised signatory for the association. The association's Board can appoint additional authorised signatories.
- 3.2 In these rules:
- (a) a reference to a function includes a reference to a power, authority and duty;
  - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty; and
  - (c) a reference to a member does not include a reference to an associate member unless specified otherwise.

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

## **PART II - MEMBERSHIP**

### **Membership qualifications**

- 4.1 Membership of the association shall be open to:
- (a) natural persons resident in NSW who accept and subscribe to the objects and rules of the association on membership application and renewal; and
  - (b) a body corporate or politic whose principal place of business is located in NSW, and which subscribes to the objects of the association and whose activities, whether in whole or in part, are not inconsistent with those objects.
- 4.2 Members under rule 4.1(b) shall have the voting rights of a natural person being a member of the association, such body corporate or politic nominating, in writing to the Public Officer, the person who shall exercise a vote on their behalf.
- 4.3 The procedure for renewal of membership shall be determined by the Board at its ordinary meetings.
- 4.4 Associate membership of the association shall be open to:
- (a) natural persons not resident in NSW who accept and subscribe to the objects and rules of the association on membership application and renewal;
  - (b) a body corporate or politic whose principal place of business is not in NSW, and which subscribes to the objects of the association and whose activities, whether in whole or in part, are not inconsistent with those objects, .
- 4.5 Associate members of the association are not entitled to vote at general meetings of the association.
- 4.6 The Board may, by resolution, create, modify or remove sub-categories of membership for members and associate members such as zero fee (or Community) membership for people living with or affected by viral hepatitis and reciprocal membership for organisations with objects similar to those of the association.

### **Application for membership**

- 5.1 An application for membership or associate membership to the association:
- (a) shall be made in writing using the designated form or electronically via the website; and
  - (b) shall be lodged with the Public Officer of the association.
- 5.2 As soon as practicable after receiving an application for membership, the Public Officer shall refer the application to the Board which shall determine whether to approve or to reject the application.
- 5.3 The Public Officer shall, on approval of the application for membership, enter the applicant's name in the register of members' names and upon the name being so entered the applicant becomes a member of the association.

### **Rejection of application**

- 6.1 The Board shall determine whether to accept an application for membership. The Board is not required to supply reasons for accepting or rejecting an application for membership.
- 6.2 The Board may, by resolution, delegate its powers under rule 6.1 to the association's Chief Executive Officer. A decision made by the Chief Executive Office to accept or reject an application for membership under this delegated power may be overturned by a subsequent resolution of the Board.

### **Cessation of membership**

- 7.1 A natural person ceases to be a member of the association if the person:
- (a) dies;
  - (b) resigns that membership;
  - (c) is expelled from the association; or
  - (d) fails to pay the annual membership fee within six (6) months of the due date except in the case of zero fee members whose membership does not cease unless through sub-rules 7.1(a), (b) or (c).

- 7.2 A member under rule 4.1(b) ceases to be a member of the association if the member:
- (a) being a body corporate or politic, ceases to exist or is dissolved;
  - (b) resigns that membership;
  - (c) is expelled from the association; or
  - (d) fails to pay the annual membership fee within six (6) months of the due date.
- 7.3 A member in any category of membership (including Honorary Life membership) may have their membership terminated in the event of a resolution by the Board that the association has been unable to make confirmed contact with the member for a period exceeding three (3) years.

#### **Membership entitlements not transferable**

- 8.1 A right, privilege or obligation which applies by reason of being a member:
- (a) is not capable of being transferred or transmitted to another person or member; and
  - (b) terminates upon cessation of the person's or member's membership.

#### **Resignation of membership**

- 9.1 Where a member of the association ceases to hold membership, the Public Officer shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **Register of members**

- 10.1 The Public Officer of the association shall establish and maintain a register of members of the association specifying the name and address (both postal and email) of each person who is a member of the association or is the nominee of that member where the member is not a natural person, together with the date on which they became a member.
- 10.2 The register of members shall be kept at the principal place of administration of the association.

#### **Fees, subscriptions**

- 11.1 The annual membership fee is due on 1 July each calendar year.
- 11.2 Membership fees shall be set at the annual general meeting and may be set at different amounts (including nil) for different membership sub-categories.
- 11.3 In the case of a newly admitted member the full annual membership fee is due upon becoming a member and will cover membership until the next 1st July.
- 11.4 Zero fee members are not required to renew their membership.

#### **Members' liabilities**

- 12.1 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.

#### **Disciplining of members**

- 13.1 Where the Board is of the opinion that a member of the association has acted in a manner prejudicial to the interests of the association or has not complied with the provisions of this constitution the Board may, by resolution, either suspend or terminate the member's membership of the association.
- 13.2 Before passing a resolution suspending or terminating a member's membership, the Board must give the member concerned:
- (a) reasonable notice of the matters alleged; and
  - (b) a fair opportunity to answer the allegations.
- 13.3 When considering suspending or terminating a member's membership the Board must make its decision in a fair, unbiased manner on all the information before it.

#### **Right of appeal of disciplined member**

- 14.1 A member subjected to discipline under rule 13.1 may appeal to the association in a general meeting against a resolution of the Board, within seven (7) days after notice of the resolution is served on the member, by lodging with the Public Officer a notice to that effect.
- 14.2 Upon receipt of a notice from a member under rule 14.1, the Public Officer shall notify the Board which shall convene a general meeting of the association to be held within twenty-one (21) days after the date on which the Public Officer received the notice.

- 14.3 At a general meeting of the association convened under rule 14.2:
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 14.4 If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.
- 14.5 Where a member of the association ceases to hold membership, the Public Officer shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### **Resolving disputes involving members**

- 15.1 In the event of a dispute arising between members in their capacity as members, or between a member and the association, or between a member and the Board or sub-committee, the following procedure shall apply:
- (a) the member can first raise the matter with the Chief Executive Officer or Board or sub-committee member in order to resolve the grievance informally;
  - (b) if step (a) does not resolve the issue or is not undertaken, a formal complaint can be made - any formal complaint must be in writing and should be addressed to the President of Hepatitis NSW Inc;
  - (c) the Chief Executive Officer shall, on receipt by the President of a written complaint, write to the person making the complaint (the complainant) acknowledging receipt and setting out the course of action that will be followed, enclosing a copy of this procedure;
  - (d) the Chief Executive Officer will then liaise with the relevant parties named in the complaint within five (5) working days of receipt of the complaint - the aim of this initial contact would be to resolve the matter to the satisfaction of the complainant;
  - (e) if the complaint is not resolved by this stage the matter shall be considered at a joint meeting of the parties involved and senior representatives of the association, including at least one (1) member of the Board;
  - (f) if the matter is not resolved by this stage, it will be considered at the following meeting of the Board or the Board will consider recommendations made by a specially convened advisory sub-committee within a further ten (10) working days whichever is sooner - the decision taken by the Board at this stage will be the final decision of Hepatitis NSW Inc.;
  - (g) if the complaint is still not resolved or the dispute concerns the Board or a subcommittee of the Board, the complainant is entitled to approach a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.
- 15.2 In the event of a dispute arising between members in their capacity as members and the Chief Executive Officer, the following procedure shall apply:
- (a) the member can first raise the matter with the Chief Executive Officer in order to resolve the grievance informally;
  - (b) if step (a) does not resolve the issue or is not undertaken, a formal complaint can be made - any formal complaint must be in writing and should be addressed to the President of Hepatitis NSW Inc;
  - (c) the President shall, on receipt of a written complaint, write to the person making the complaint (the complainant) acknowledging receipt and setting out the course of action that will be followed, enclosing a copy of this procedure;
  - (d) the President will then liaise with the relevant parties named in the complaint within five (5) working days of receipt of the complaint - the aim of this initial contact would be to resolve the matter to the satisfaction of the complainant;
  - (e) if the complaint is not resolved by this stage the matter shall be considered at a joint meeting of the parties involved and the office bearers of the Board.
  - (f) if the matter is not resolved by this stage, it will be considered at the following meeting of the Board or the Board will consider recommendations made by a specially convened advisory sub-committee within a further ten (10) working days whichever is sooner - the decision taken by the Board at this stage will be the final decision of Hepatitis NSW Inc.; and
  - (g) if the complaint is still not resolved or the dispute concerns the Board or a subcommittee of the Board, the complainant is entitled to approach a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.

- 15.3 In the event of a dispute arising between the Chief Executive Officer and any member of the Board or sub-committee, the following procedure shall apply:
- (a) those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it;
  - (b) if not resolved under rule 15.3(a), they must, within 10 days:
    - (i) advise the Board about the dispute in writing;
    - (ii) agree or request that a mediator be appointed (as per rule 15.1(g)); and
    - (iii) attempt in good faith to settle the dispute by mediation.

### **Honorary Life Membership**

- 16.1 Honorary Life Membership is the highest recognition that can be awarded to a member by the association in acknowledgement of loyal and outstanding service and contribution that has a provided measurable benefit to the association over an extended period of time.
- 16.2 A member of the association may be nominated for and become an association Honorary Life Member, entitling that person to ongoing honorary membership until cessation of membership under sub-rules 7.1(a), (b) or (c) or rule 7.3.
- 16.3 Nominations for Honorary Life Membership:
- (a) must be tabled at a Board meeting no less than thirty (30) days prior to the annual general meeting;
  - (b) must be endorsed by a majority of those Board members present; and
  - (c) if endorsed by the Board, nominations must be approved by the passing of a motion at the annual general meeting.

## **PART III - THE BOARD**

### **Powers and Responsibilities of the Board**

- 17.1 The committee responsible for managing the association shall be known as “the Board” and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in a general meeting:
- (a) shall control and manage the affairs of the association;
  - (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and
  - (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the association.
- 17.2 Board members must disclose any potential conflict of interest; must not use their position or information for a dishonest purpose; and must hand over any documents of the association to the association within fourteen (14) days after ceasing to be a Board member. After a Board member has disclosed the nature of a potential conflict of interest in relation to a matter, the Board member must not, unless the Board otherwise determines in accordance with the Act, be present during any deliberation of the Board with respect to the matter nor take part in any decision of the Board with respect to the matter.

### **Constitution and members**

- 18.1 The Board shall consist of a minimum of 3 members and a maximum of 15 members who have no unpaid membership fees and are NSW residents and shall comprise:
- (a) 10 ordinary members each of whom shall be elected pursuant to rule 19; and
  - (b) Up to five (5) members appointed at the discretion of the Board, excluding appointments to fill casual vacancies of elected members.
- 18.2 In electing and appointing members, the Board shall consider the experience, skills or characteristics required to fulfil the objectives pursuant to rule 2 and as necessary to enable the Board to execute its functions. This must include, but is not limited to:
- (a) persons with lived experience of hepatitis B;
  - (b) persons with lived experience of hepatitis C;
  - (c) persons with injecting drug use experience;
  - (d) Aboriginal or Torres Strait Islander persons;
  - (e) persons knowledgeable of the interests of rural people affected by viral hepatitis;
  - (f) representatives of any other communities of interest as determined by the Board from time to time; and
  - (g) persons with requisite professional skills or expertise identified by the Board.

- 18.3 The office-bearers of the association shall be:
- (a) the President;
  - (b) the Vice-President; and
  - (c) the Treasurer.
- 18.4 Each member of the Board (ordinary and appointed) shall, subject to these rules, retain his or her position on the Board for a period of two (2) years starting and ending at the conclusion of an annual general meeting.
- 18.5 Each member of the Board (ordinary and appointed) is eligible for re-election or re-appointment at the conclusion of their two (2) year term.
- 18.6 In the event of a casual vacancy of an elected member occurring in the membership of the Board, the Board may appoint a person to fill the vacancy and the person so appointed shall hold office, subject to these rules, for the remainder of the term of office of the departed member.
- 18.7 All members of the Board shall have full voting rights except where a conflict of interest clearly exists in regard to any issue under consideration.
- 18.8 There is no maximum number of consecutive terms for which a Board member may hold office.

### **Election of members**

- 19.1 A notice shall be sent by post or electronically to all members of the association no later than forty- two (42) days prior to the date appointed for the annual general meeting calling for nominations for election of the Board pursuant to rule 18.
- 19.2 Nominations shall be in writing addressed to the Public Officer and shall be signed by the nominee, the proposer and the seconder, all of whom must be financial members of the association.
- 19.3 Nominations must be lodged with the Public Officer no later than twenty-eight (28) days prior to the date appointed for the annual general meeting. The Board must review all such nominations and may either endorse or reject a nomination on the basis that it does, or does not, comply with the requirements of:
- (a) rule 19.2, and
  - (b) rule 19.3, and
  - (c) rule 17.1(c) namely, that the proper management of the affairs of the association would be advanced if the nominee is elected to the Board.
- 19.4 In any case where there shall not be a sufficient number of candidates nominated in accordance with the above sub-rules, those nominated shall be declared elected effective from the conclusion of the annual general meeting. If insufficient nominations are received, the remaining positions shall be deemed casual vacancies.
- 19.5 If there are more nominations than vacancies, the positions shall be filled by either a postal ballot or electronic ballot (as determined by the Board) and, subject to the Regulation, held in accordance with the procedure set out in Schedule 1 of this constitution.
- 19.6 The Board members elected at the annual general meeting together with those re-appointed shall determine amongst themselves which of their number shall fill the office-bearer positions of the Board. A meeting of the elected Board members and those re-appointed shall be held immediately after the annual general meeting to elect the office-bearers. The process at this meeting shall be as follows:
- (a) a Board member shall be appointed to chair the meeting;
  - (b) nominations for specific office-bearer positions can be lodged with the Chair in person or by proxy;
  - (c) a Board member may nominate for any number of positions, but may only fill one (1) such position;
  - (d) the three (3) office bearer positions are also known as executive positions;
  - (e) if there are more nominations than vacancies for an executive position, the position/s shall be filled in the following manner:
    - (i) positions shall be filled in the following order:
      - President;
      - Vice-President;
      - Treasurer.
    - (ii) decision on which nominee shall fill an executive position shall be made by show of hand according to usual Board of governance standing orders; and
    - (iii) in the event of two (2) or more candidates receiving the same number of votes, the matter shall be determined by lot supervised by the Chair.
- 19.7 A Board member who has a real or perceived conflict of interest by virtue of membership or employment of another organisation, is not eligible to be an office bearer.

## **President**

- 20.1 The duties of the President involve:
- (a) assisting members of the executive in their duties where appropriate;
  - (b) chairing and facilitating Board meetings;
  - (c) monitoring decisions and actions made by the Board, helping ensure such decisions and actions are accomplished; and
  - (d) assisting Board members in the development of the skills, knowledge and attitudes that lead to more effective management of the organisation.

## **Vice-President**

- 21.1 The duties of the Vice-President shall be:
- (a) to act as President during the absence or incapacity of the President;
  - (b) to ensure minutes are kept, reviewed and circulated in a timely manner;
  - (c) to carry out such functions as the President shall delegate her/him pursuant to rule 20.1.

## **Treasurer**

- 22.1 It is the duty of the Treasurer of the association to ensure that:
- (a) all money due to the association is collected and received and that all payments authorised by the association are made; and
  - (b) 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.

## **Casual vacancies**

- 23.1 For the purposes of these rules, a casual vacancy of a member of the Board occurs if the member:
- (a) dies;
  - (b) ceases to be a member of the association;
  - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth) s 9;
  - (d) resigns office by notice in writing given to the Public Officer;
  - (e) is removed from office under rule 24;
  - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months;
  - (h) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 (Cth); or
  - (i) is absent without the consent of the Board and from three (3) consecutive meetings of the Board.

## **Removal of member**

- 24.1 The Board may by resolution remove any member of the Board before the expiration of the member's term and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 24.2 Such resolution is only valid if the affected member has been afforded procedural fairness.
- 24.3 A member of the Board, elected or appointed under rule 18.1 and subjected to expulsion from the Board under rule 24.1 may appeal to the association in a general meeting against the resolution of the Board within seven (7) days after notice of the resolution is served on the Board member by lodging with the Public Officer a notice to that effect.
- 24.4 Upon receipt of a notice from a Board member under rule 24.3, the Public Officer shall notify the Board which shall convene a general meeting of the association to be held within twenty-one (21) days after the date on which the Public Officer received the notice.
- 24.5 At a general meeting of the association convened under rule 24.4:
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Board and the Board member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the Board's resolution removing the Board member from office should be confirmed.



- 24.6 If at the general meeting the association passes a resolution in favour of the confirmation of the resolution then the removal of the Board member from office is confirmed. If no such resolution is passed, then the Board member is entitled to continue to hold his or her position on the Board.

### **Pecuniary interest**

- 25.1 No person who is in receipt of any fee or honorarium from the association, or who has any other direct pecuniary interest for services rendered to the association, shall be eligible to be a member of the Board whether as an office bearer or elected or otherwise appointed ordinary member.
- 25.2 Where any member, after becoming a member of the Board seeks any fee, honorarium or any other direct pecuniary interest for services rendered to the association, they shall immediately have their membership of the Board withdrawn. If such a member does not receive such a pecuniary interest, they will be eligible to be re-appointed to the Board.

### **Meetings and quorum**

- 26.1 The Board shall meet a minimum of 5 times in each financial year at such place and time as the Board may determine.
- 26.2 Additional meetings of the Board may be convened by the President.
- 26.3 Written notice of ordinary meetings of the Board shall be given by the Public Officer to each member of the Board at least seven (7) days before the time appointed for the holding of the meeting and shall include the date, time and place of the meeting.
- 26.4
- (a) Notice of special general meetings of the Board shall be given orally or in writing to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
  - (b) Notice of a special Board meeting given under rule 26.4 (a) shall, specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which three-quarters of those Board members present at the meeting agree to treat as urgent business.
- 26.5 Any five (5) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board. Should Board numbers fall below the quorum, the remaining Board members may act only to appoint sufficient new Board members to establish a quorum.
- 26.6 No business shall be transacted by the Board 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 stands adjourned to the same place and at the same hour of the same day in the following week.
- 26.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 26.8 The President shall preside at meetings of the Board, or, if the President is absent or unwilling to preside, the Vice-President shall preside.
- 26.9 If neither the President nor the Vice-President is able or willing to preside at a meeting of the Board, the Board shall elect from amongst its members who are elected members of the Board a person to chair the meeting of the Board.
- 26.10 A Board meeting may be held at two (2) or more venues using any technology approved by the Board that gives each of the Board members a reasonable opportunity to participate.
- 26.11 A Board member who participates in a Board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person

### **Delegation by Board to sub-committee**

- 27.1 The Board may, by instrument in writing, delegate to one (1) or more sub-committees (consisting of such members of the association and other people as the Board deems fit) the exercise of such of the functions of the Board 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 by the Act or by any other law.
- 27.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 27.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

- 27.4 Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- 27.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- 27.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 27.7 A sub-committee may meet and adjourn as it thinks proper.

### **Voting and decisions**

- 28.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting; except as provided in rule 26.4(b).
- 28.2 Except as provided in rules 30.5 & 6, each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of any equality of votes on any question, the question shall be resolved in the negative.
- 28.3 Subject to rule 26.5, the Board may act notwithstanding any vacancy on the Board.
- 28.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by that Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.
- 28.5 In regard to proxies:
  - (a) prior to any meeting at which any member of the Board proposes to exercise a proxy, that member of the Board shall inform and provide a copy of the proxy to the person presiding at the meeting;
  - (b) a proxy shall be in writing and shall bear the signatures both of the person giving the proxy and the person authorised to execute it;
  - (c) a proxy may specify the circumstances under which it shall be exercised and the vote which shall be cast;
  - (d) a person issuing a proxy may cancel or from time to time by notice in writing vary the proxy;
  - (e) notwithstanding that a proxy has been issued, a member of the Board may attend a meeting and exercise a personal vote in which case the proxy shall not be exercised; and
  - (f) no member of the Board shall hold a proxy for more than one person.

## **PART IV - GENERAL MEETINGS**

### **Annual general meetings - holding of**

- 29.1 The association shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- 29.2 Rule 29.1 has effect subject to any extension granted under section 37(2) of the Act.

### **Annual general meetings - calling of and business at**

- 30.1 The annual general meeting of the association shall, subject to the Act and to rule 29.1, be convened on such date and at such place and time as the Board thinks fit. Provision may be made to hold a general meeting at more than one venue using technology that allows members in different places to participate.
- 30.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be –
  - (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 reports upon the activities of the association during the last preceding financial year;
  - (c) to receive the declaration of the election of the members of the Board and those re-appointed to the Board under rule 18.1; and
  - (d) to receive and consider the statement which is required to be submitted to members pursuant to Part 5 of the Act.
- 30.3 An annual general meeting shall be specified as such in the notice convening it.

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

- 31.1 The Board may, whenever it thinks fit, convene a special general meeting of the association.
- 31.2 The Board shall, on the requisition in writing of not less than fifty (50) members or 10% of the total number of members whichever be the lesser, convene a special general meeting of the association.
- 31.3 A requisition of members for a special general meeting:
- (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the Public Officer; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 31.4 If the Board fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Public Officer any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- 31.5 A special general meeting convened by a member or members as referred to in rule 31.4 shall be convened as nearly as is practicable in the same manner as special general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.
- 31.6 For the purposes of rule 31.3:
- (a) a requisition may be in electronic form; and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **Notice**

- 32.1 Except where the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the association, the Public Officer shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, give notice to each member at the member's postal or email address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 32.2 Where the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the association, the Public Officer shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in rule 32.1 specifying, in addition to the matter required under rule 32.1, the intention to propose the resolution as a special resolution.
- 32.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 30.2.
- 32.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Public Officer who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **Procedure**

- 33.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 33.2 A minimum fifteen (15) members of the association or 5% of the total number of members (whichever is the lesser) such members being entitled under these rules to vote at a general meeting constitute a quorum for the transaction of the business of a general meeting.
- 33.3 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 date to which the meeting is adjourned) at the same place.
- 33.4 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 meeting is dissolved and referred to the next annual general meeting of the association.

### **Presiding member**

- 34.1 The President shall preside as chairperson at each general meeting of the association.

- 34.2 If the President is absent from a general meeting or unwilling to act, the Vice-President shall preside, or, if the Vice-President is absent, or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

### **Adjournment**

- 35.1 The chair 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 35.2 Where a general meeting is adjourned for fourteen (14) days or more, the Public Officer shall 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.
- 35.3 Except as provided in rules 35.1 & 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.

### **Making of decisions**

- 36.1 A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration by the chair 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.
- 36.2 At a general meeting of the association, a poll may be demanded by the chair or by not less than three (3) members present in person at the meeting.
- 36.3 Where the poll is demanded at a general meeting, the poll shall be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chair directs, and the resolution of the poll on the matter shall, be determined to be the resolution of the meeting on that matter.

### **Special resolution**

- 37.1 A resolution of the association is a special resolution if:
- (a) it is passed by a majority which comprises not less than three-quarters of such members of the association as, being entitled under these rules to do so, vote in person at a general meeting of which not less than twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
  - (b) where it is made to appear to the commission that it is not possible or practicable for the resolution to be passed in the manner specified in rule 37.1(a), the resolution is passed in a manner specified by the Commission for Fair Trading, and otherwise complies with the Act.

### **Voting**

- 38.1 Upon any question scheduled for or arising at a general meeting of the association, a member has one vote only.
- 38.2 A member must vote in person or by proxy for any question arising at a general meeting other than the election of Board members, where voting must be either by postal vote or electronic vote.
- 38.3 In order to cast a proxy vote the following conditions must be satisfied:
- (a) a proxy shall be in writing and shall bear the signature of the person giving the proxy;
  - (b) a member wishing to vote by proxy shall appoint the President or any member entitled to vote as their proxy;
  - (c) proxies shall be lodged with the Public Officer prior to any meeting at which it is proposed to exercise such proxies and the Public Officer shall keep a register of such proxies;
  - (d) a proxy should specify the circumstances under which it shall be exercised and the vote which shall be cast
  - (e) a person issuing a proxy may cancel it or from time to time vary the proxy by notice in writing lodged with the Public Officer; and
  - (f) notwithstanding that a proxy has been issued, a person may attend a meeting and exercise a personal vote provided that the person presiding at the meeting is notified prior to the casting of any such vote in which case the proxy shall not be exercised.

- 38.4 In the case of an equality of votes on a question at a general meeting, the question shall be resolved in the negative.
- 38.5 A member 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.

## **PART V - MISCELLANEOUS**

### **Insurance**

- 39.1 The association may effect and maintain insurance.
- 39.2 Without limiting the types of insurance to be maintained, the association must maintain Directors & Officers Liability Insurance.

### **Funds - source**

- 40.1 The funds of the association shall be derived from annual subscriptions of members, grants and donations, bequests, and proceeds of sales of resources and services, and subject to any resolution passed by the association in a general meeting, such other sources as the Board determines.
- 40.2 All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- 40.3 The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **Funds management**

- 41.1 Subject to any resolution passed by the association in a general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the Board determines.
- 41.2 All cheques, electronic funds transfers, credit card payments, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed (or otherwise authorised) by any two persons being authorised to do so by the Board.

### **Alteration of objects and rules**

- 42.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association and otherwise in accordance with the Act.

### **Authorised signatories**

- 43.1 The public officer is, by virtue of that position, an authorised signatory for the association. The association's Board can appoint additional authorised signatories provided they are Board members and may also revoke any such appointment.

### **Custody of books, Records and Documents**

- 44.1 Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
- (a) at the main premises of the association, in the custody of the Public Officer or a member or employee of the association (as the Board determines), or
  - (b) if the association has no premises, at the association's official address, in the custody of the Public Officer.
- 44.2 The records, books and other documents of the association shall be open to inspection, free of charge, by members of the association except where such inspection breaches confidentiality and legitimate needs for privacy as determined by the Board.
- 44.3 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.
- 44.3 The annual financial statements shall be audited by an independent auditor appointed by the Board.

- 44.4 The records, books and other documents of the association may be kept in electronic format. If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy; and
  - (b) the requirements in clauses 44.1 and 44.2 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.
- 44.5 The association must retain its records for at least seven (7) years.

#### **Service of notices**

- 45.1 For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally, or by sending it by post to the member at the member's address, or by email to the member's email address shown in the register of members.
- 45.2 Where a document is sent to a person by properly addressing, preparing and posting or emailing to the person a letter or email containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person:
- (a) at the time at which the letter would have been delivered in the ordinary course of post; or
  - (b) on the date that it was sent in the case of a document sent by email.

#### **Patrons**

- 46.1 The Board shall have the power to appoint a person or persons to be patrons of the association. Patrons, unless they are financial members of the association, shall have no voting or other rights in the association.

#### **Non-profit clause**

- 47.1 The assets and income of the association shall be applied solely in the furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

#### **Dissolution and winding up clause**

- 48.1 Subject to the Act and the Regulations, in the event of the association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation or organisations which is not carried on for the profit or gain of its individual members and is a charity or charities:
- (a) having a charitable object or charitable objects similar to the objects of the association; and
  - (b) to which donations or gifts can be made that are tax deductible under Division 30 of the Income Tax Assessment Act 1997 (Cth) or any successive legislation; and
  - (c) whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the association pursuant to clause 47.1.
- 48.2 Subject to the Act and the Regulations, in the event of the winding up of the association, the association shall pass a special resolution nominating another association which fulfils the requirements specified in clause 48.2 and the Act, in which to vest its surplus property.
- 48.3 In this clause, a reference to the surplus property of the association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

## **SCHEDULE 1**

### **Procedure for conducting Board elections by postal or electronic ballot**

#### **1 Returning officer**

- (1) The Board must appoint a person, other than a member of the Board, as a returning officer to oversee the election of Board members and count the votes in the ballot.
- (2) The returning officer may be assisted in the performance of his or her duties by any person (other than a member of the Board) appointed by the returning officer.

#### **2 Preparation of voting roll and order of candidates**

- (1) The returning officer must prepare a roll of the full names and addresses of the members of the association who are eligible to vote.
- (2) A person whose name is on the roll is entitled to vote in the ballot, and no person is otherwise so entitled.
- (3) The returning officer shall hold a lot to determine the order of candidates on the ballot paper.

#### **3 Electronic voting**

- (1) This clause applies to a ballot that the Board has decided is to be conducted by means of electronic voting.
- (2) Electronic voting is to be by means of email or other electronic means determined by the Board.
- (3) Without limiting subclause (2), the other electronic means of voting may include requiring voters to access a voting website and to vote in accordance with directions contained on that website.
- (4) The returning officer must ensure that the form for the electronic ballot paper contains:
  - (a) instructions for completing the voting paper;
  - (b) details of the candidates; and
  - (c) the means of indicating the voter's choice.
- (5) The returning officer must, at least fourteen (14) days before the date fixed for the closing of the ballot, give each person entitled to vote:
  - (a) access to an electronic ballot paper, or to a voting website or electronic application containing an electronic ballot paper, that complies with this clause; and
  - (b) access to information about:
    - (i) how the ballot paper must be completed;
    - (ii) the closing date of the ballot;
    - (iii) if voting is by email - the address where the ballot paper is to be returned; and
    - (iv) if voting is by other electronic means, the means of accessing the electronic voting system and how the completed electronic ballot paper is to be sent to the returning officer.
- (6) Each person entitled to vote must vote in accordance with the instructions contained in the information.
- (7) As the ballot is a secret ballot, the returning officer must ensure that the identity of the voter cannot be ascertained from the form of the electronic ballot paper.
- (8) An electronic ballot paper must be sent to the returning officer no later than the close of the ballot.
- (9) The returning officer must ensure that all electronic ballot papers are stored securely until the counting of the votes begins.

#### **4 Postal voting**

- (1) This clause applies to a ballot the Board has decided is to be conducted by means of postal voting.
- (2) The returning officer must prepare ballot papers that contain:
  - (a) instructions for completing the voting paper;
  - (b) details of the candidates; and
  - (c) a box opposite and to the left of each question.

- (3) The returning officer must, at least fourteen (14) days before the date fixed for the closing of the ballot, give each person entitled to vote:
  - (a) a ballot paper prepared in accordance with this clause;
  - (b) a notice describing:
    - (i) how the ballot paper must be completed;
    - (ii) the closing date of the ballot;
    - (iii) the address where the ballot paper is to be returned; and
  - (c) a returning envelope addressed to the returning officer and the reverse side of which is noted or printed with the name and address of the member and, if the ballot is a secret ballot, an envelope marked "Voting Paper".
- (4) Each person entitled to vote must vote by marking the ballot paper in accordance with the instructions contained in the notice.
- (5) As the ballot is a secret ballot, a voter must, after completing the ballot paper:
  - (a) enclose and seal the ballot paper in the envelope marked "Voting Paper";
  - (b) enclose and seal that envelope in the returning envelope addressed to the returning officer; and
  - (c) give the envelope to the returning officer so that it is received no later than the close of the ballot.
- (6) On receipt of a returning envelope, the returning officer must:
  - (a) compare the information on each returning envelope with the information on the voting roll to confirm that the vote was cast by a person entitled to vote in the ballot, and
  - (b) ensure that the ballot papers are securely stored until the counting of the votes begins.
- (7) A voter may give a returning envelope to the returning officer by post or personal delivery.

## **5 Informal votes**

- (1) A ballot paper of a voter who votes by means of electronic voting or postal voting is informal if the voter has failed to record a vote in accordance with the information provided by the returning officer.
- (2) Despite sub-rule 5(1), if, in the opinion of the returning officer, a voter's intention is clearly indicated on a ballot paper for a postal vote, the ballot paper is not informal merely because it contains an unnecessary mark.
- (3) If voting is carried out by electronic voting using a voting website or other electronic application (but not if voting is by email), the website or application is to provide a warning message to a person casting an informal vote that the proposed vote is informal.

## **6 Ascertaining result of ballot**

- (1) As soon as practicable after the close of the ballot for a postal vote, the returning officer must:
  - (a) open the envelopes marked "Voting Paper" and remove the ballot papers;
  - (b) reject as informal any ballot papers that do not comply with the requirements of this Constitution; and
  - (c) ascertain the result of the ballot by counting the votes not rejected.
- (2) As soon as practicable after the close of a ballot conducted by electronic voting, the returning officer must:
  - (a) review all information and reports about the electronic ballot;
  - (b) reject as informal any votes that do not comply with the requirements of this constitution; and
  - (c) ascertain the results of the electronic ballot.

## **7 Statement by returning officer**

- (1) The returning officer must make out and sign a statement of the result of the ballot.
- (2) On the declaration of the returning officer of the result of the ballot, the Board must cause an entry to be made in the minute book showing the result of the ballot.
- (3) The returning officer must forward a copy of the statement to the chairperson of the Board who must announce the result of the ballot at the next general meeting.



## **8 Retention of ballot papers**

- (1) The returning officer must retain:
  - (a) all ballot papers;
  - (b) all rejected returning envelopes relating to postal voting;
  - (c) all records relating to electronic voting (whether formal or otherwise); and
  - (d) all rolls;used in connection with the conduct of the ballot, in accordance with this clause.
- (2) The returning officer must retain those items in secure storage for a period of not less than eight (8) weeks after the date fixed for the closing of the ballot unless directed in writing by the Board to retain those items for a longer period.

Last updated: 9 August 2021

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