



**CONSTITUTION OF THE NEW SOUTH WALES USERS AND AIDS  
ASSOCIATION (INCORPORATED)  
(NUAA)**

RULES AND ARTICLES OF THE ASSOCIATION AS REQUIRED BY  
THE ASSOCIATIONS INCORPORATIONS ACT 1984

## **PART 1 PRELIMINARY**

### **1. Name**

The name of the Association is "The NSW Users and AIDS Association Inc. (NUAA)"

### **2. Aims and Objectives**

The aims and objectives of the Association shall be:

- a. To preserve the lives and advance the health of people who use drugs illicitly, and reduce the incidence of HIV, hepatitis C, and other blood- borne viruses amongst them.
- b. To provide resources, education and support for people who use drugs illicitly:
  - 1) to direct and shape their own lives;
  - 2) to initiate community action to improve their health and social and economic welfare; and
  - 3) to relieve anydistress, sickness, destitution, and suffering that they may experience.
- c. To encourage informed debate and advocate for the development of public policies and legislation that advance the rights, health, and dignity, of people who use drugs illicitly, and promote their social and economic wellbeing.
- d. To involve people who use drugs illicitly in the planning and delivery of services, in order to ensure the responsiveness of those services to users' needs.
- e. To ensure that people who use drugs illicitly enjoy the same standard of services provided to the wider community.
- f. To freely provide services and advocacy for all people who use drugs illicitly, without express or implied discrimination.
- g. To develop strategic alliances with other individuals and organisations in order to strengthen community action and achieve our overall aims.
- h. To promote and maintain an effective and supportive association.

### **3. Definitions**

In this Constitution unless the contrary intention appears:

**Association** means the NSW Users and AIDS Association Inc (NUAA) being an Incorporated Association established under the *Associations Incorporation Act 2009 (NSW)* which bears the Australian Business Number **99 709 346 020**

**Authorised signatory** means a person under section 36 of the Act as an Authorised Signatory for the Association, and includes the Associations Public Officer.

**Board** means all or some of the Directors acting as a Board.

**Chairperson** means the Chairperson appointed under clause 11.5

**Committee** means a committee of Directors constituted under clause 15  
**Corporations Act** means the *Corporations Act 2001* (Commonwealth)

**Deputy Chairperson** means the Deputy Chairperson appointed under clause 11.5

**Director** means a person holding office as a Director of the Association.

**Directors** mean all or some of the persons holding office as Directors of the Association.

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**General meeting** means a meeting of the Association other than the Annual General Meeting (AGM).

**Public Officer** means the person appointed under clause 13.3

**Secretary** means the person holding office under this Constitution as secretary of the Association, or if no such person holds that office - the Public Officer of the Association.

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

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

#### **4. Interpretations**

In this constitution unless the contrary intention appears:

- a. Words importing any gender include all other genders,
- b. The singular includes the plural and vice versa,
- c. Reference to a law or a provision of a law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them, whether by the State or the Commonwealth of Australia or otherwise.
- d. "Writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.
- e. A reference to a function includes a reference to a power, authority and duty, and
- f. A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- g. 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.
- h. Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

### **PART 2 MEMBERSHIP**

#### **5. Membership Processes**

##### **5.1 Members**

- a. The minimum number of Association members will be ten (10) or such greater number as the Directors determine from time to time, subject to that number complying with the Act.
- b. Persons registered as financial members of the Association as at the date of the adoption of this Constitution, and any person the Directors admit to membership under Clause 5.2 are members of the Association.

### **5.2 Membership Categories**

- a. Members may be admitted by the Board as members of the Association in the Category of:
  - i. Ordinary members who are Voting members, or
  - ii. Associate members who are Non-Voting members.
- b. Employees of NUAA Inc may only be admitted as Associate members.

### **5.3 Membership Entitlements**

- a. Ordinary members:
  - i. Ordinary members are entitled to:
    - Receive notices of general meetings and the Annual General Meeting;
    - Be counted towards a quorum of members present at general meetings including the Annual General Meeting;
    - Appoint a proxy to vote at general meetings including the Annual General Meeting.
    - Vote at general meetings and the Annual General Meeting;
    - Attend all general meetings of members including the Annual General Meeting;
    - Nominate or be nominated as a Director, except where the member is an undischarged bankrupt; and
    - Receive financial reports and statements of the Association.
- b. Associate members
  - i. Associate members are entitled to:
    - Receive notices of general meetings of members including the Annual General Meeting;
    - Attend meetings of members including the Annual General Meeting; and
    - Have access to such financial information of the Association as the Directors determine.
  - ii. Associate members are *not* entitled to:
    - Be counted towards a quorum of voting members present at a General Meeting including the Annual General Meeting;
    - Appoint a proxy to attend a general meeting or the Annual General Meeting;
    - Vote at a general meeting or the Annual General Meeting;
    - Nominate or be nominated as a Director on the Board.

### **5.4 Membership Criteria**

To be eligible to be a member a person must be:

- a. a natural person;

- b. be proposed by an existing financial member, and
- c. consent in writing to become a member of the Association.

### **5.5 Membership Application**

- a. The application for membership must be made:
  - i. In writing, signed by the applicant,
  - ii. In such form as the Directors from time to time prescribe, and
- b. Each application for membership must be considered by the Directors at the meeting of Directors first occurring after the application is made. At that meeting the Directors must determine whether to admit the applicant to membership of the Association or whether to reject the application.
- c. When an applicant has been accepted or rejected for membership the Secretary must immediately notify the applicant of the decision of the Directors.

### **5.6 Directors' discretion to admit or refuse admission as a member**

The Directors have the discretion to refuse any person admission as a member without giving any reason for refusing.

### **5.7 Membership Subscriptions and terms**

- a. All membership of the Association will be renewable annually on or before 30<sup>th</sup> June for the following financial year.
- b. An Association member must, on admission to membership, unless such subscriptions have been previously received, pay the Association its Annual Subscription of:
  - i. A\$10 for Ordinary members, or
  - ii. A\$5 for Associate members
  - iii. or such other amount as prescribed by the Directors from time to time
- c. Membership shall cease automatically when any subscription is three calendar months in arrears.
- d. The Board shall have the power to waive the membership subscription should circumstances warrant it.

### **6. 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 as required by clause 5.7

### **7. Membership entitlements not transferable**

A right, privilege or obligation, which a person has by reason of being a member of the Association:

- a. is not capable of being transferred or transmitted to another person, and
- b. terminates on cessation of the person's membership

## **8. Ceasing to be a member**

### **8.1 Cessation of membership**

A member ceases to be a member on:

- a. death,
- b. resignation by written notice to the Association having immediate effect or with effect from a specified date occurring not more than seven days after the service of the notice,
- c. failing to pay any subscription that may be prescribed by the Directors from time to time for a period of three months after the subscription was due and payable,
- d. the passing of a resolution by the Directors or members in general meeting pursuant to clause 8.2

### **8.2 Termination of membership**

- a. Subject to this Constitution the Directors, in a Directors' meeting, may at any time terminate the membership of a member if the member:
  - i. refuses or neglects to comply with this Constitution or any applicable rules or regulations made by the Directors.
  - ii. engages in conduct, which in the opinion of the Directors is unbecoming of a member or prejudicial to the interests of the Association.
  - iii. fails to pay any debt due to the Association for a period of three months after the date for payment (such debt not including a subscription referred to in clause 5.7).
- b. For a decision of the Directors in a Directors' meeting under clause 8.2a to be effective the dispute resolution procedure contained in clause 9 must be followed. The general nature of the allegations made against the member must be notified to the member and for the purposes of clause 9 this notification will be the notice of the Dispute.

### **8.3 Limited liability**

The members have no liability as members except as set out in clause 6.

## **9. Dispute Resolution**

### **Handling a dispute**

Where there is a dispute, grievance or other disagreement between a member and the Association, whether arising out of the application of these rules or otherwise ("Dispute"), then either must, prior to the commencement of any proceedings in a Court or Tribunal or before any authority or Board, notify the other in writing of the nature of the Dispute, and the following must occur:

- a. The member and the Association must in the period 14 days from the service of the notice of the Dispute ("Initial Period") use their best endeavours to resolve the Dispute.
- b. If the Association and the member are unable to resolve the Dispute within the

- Initial Period, then the Dispute must be referred for mediation to a mediator agreed by the member and the Association.
- c. If the disputants are unable to agree on a mediator within seven (7) days of the Initial Period, the member or the Association may request that the President of LEADR – Association of Dispute Resolvers (or if this organisation ceases to exist, a similar body) nominate a mediator to whom the dispute will be referred.
  - d. Disputants must pay their own costs and the arbitrators costs.
  - e. The party receiving the notice of the Dispute fails to attend the mediation required by clause 9 (b) or (c), or
    - i. The mediation has not occurred within six weeks of the date of the notice of the Dispute, or
    - ii. The mediation fails to resolve the Dispute, then the party serving the notice of Dispute will be entitled to commence any proceedings in a Court or Tribunal or before any authority or Board in respect of the Dispute.
  - f. The procedure in this clause will not apply in respect of proceedings for urgent or interlocutory assistance.

## **10. Register of Members**

- a. The Secretary of the Association must establish and maintain a register of members of the Association in accordance with the Act and Regulations and as prescribed by the Directors.
- b. The register of members must be kept in New South Wales at the main premises of the Association.
- c. The register must be open for inspection by any financial member of the Association at any reasonable hour.
- d. 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.
- e. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - i. The 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
  - ii. Any other purpose necessary to comply with a requirement of the Act or regulation.

## **PART 3 THE BOARD OF DIRECTORS**

### **11. Directors**

#### **11.1 Board of Directors to manage the Association**

The Association shall have a Board of Directors which subject to the Act, the Regulation and this Constitution and any resolution passed by the Association in general meeting:

- a. is to 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 this Constitution to be exercised by a General Meeting of members of the Association;
- 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.

#### **11.2 Composition of the Board**

- a. The Board will consist of a minimum of three (3) and a maximum of 11 Directors each of whom are aged over 18 years or more and at least three (3) of whom are ordinarily resident in Australia.
- b. Composition of the Board will be in accordance with the Board membership policy as determined from time to time.
- c. A register of Board Directors will be kept in relation to each Director in accordance with the Act and Regulation and as prescribed by the Board.

#### **11.3 Election of Directors**

- a. A candidate nominated for election as a Director of the Association must be an Ordinary member of the Association in good standing.
- b. Nominations for election of Directors to the Board must:
  - i. be proposed by an Ordinary member in good standing,
  - ii. seconded by two Ordinary members in good standing,
  - iii. be accompanied by the written consent of the candidate in a form prescribed by the Board
  - iv. be delivered to the Secretary of the Association by close of business 14 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- c. Nominees for Director shall be declared elected only if approved by the majority of members, or member's proxy (subject to clause 25) present and entitled to vote at the Annual General Meeting.
- d. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- e. Ballot for the election of Directors of the Board is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

#### **11.4 Terms**

- a. Directors must meet the requirements for being a director of the Association under any relevant legislation
- b. Directors must have signed and lodged a statement in a form prescribed by the Board, to confirm that they have read and understood the Code of Conduct and are willing to comply with it on their appointment to the Board. Directors cannot act in the capacity of Director unless this requirement is met.

- c. Each Director is, subject to this Constitution, eligible to hold office until the end of the following applicable Annual General Meeting two (2) years after being elected.
- d. There will be staggered rotational terms of Directors such that at each Annual General Meeting, approximately half of elected Directors, each of whom has served a term of approximately two (2) years, must retire from office.
- e. Should any adjustment to the term of an elected Director be necessary to ensure the sequence of staggered rotational terms under 11.4 (d), such adjustment shall be determined by the Board. If the Board cannot agree it will be determined by lot.

#### **11.5 Office Bearers**

- a. At the first meeting of the Board after the Annual General Meeting in each year the Board shall elect from among their number the office bearers.
- b. Office bearer positions will usually consist of Chairperson, Deputy Chairperson, Secretary and Treasurer.
- c. No Director is to occupy any statutory office (Chairperson, Deputy Chairperson, Secretary, and Treasurer) for more than four (4) terms and cannot re-occupy the same statutory office until the expiration of one (1) year.
- d. Office bearer powers, duties and authorities will be carried out in accordance with the Act and Regulations and as prescribed by the Board from time to time.

#### **11.6 Removal of Directors**

- a. The Association in a general meeting may, by Ordinary Resolution, remove any Director before the expiration of that Director's period of office, and may by Ordinary Resolution appoint another person in the place of that Director.
- b. Within 14 days after vacating office, a former Director of the Association must ensure that all documents in their possession that belong to the Association are delivered to the Public Officer for delivery to their successor.

#### **11.7 Casual vacancy or additional Directors**

- a. The Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, provided the total number of Directors does not exceed the maximum number determined in accordance with clause 11.2(a).
- b. A Director appointed in accordance with clause 11.7 (a) holds office until the conclusion of the next Annual General Meeting of the Association.

### **12. Disclosure of Interests**

- a. Directors shall, in accordance with legislation and rules prescribed by the Board, declare any direct or indirect interest they have where a conflict of interest arises or may arise in any matter that is being considered, or about to be considered, by the Board.
- b. Any declaration or disclosure must be recorded in relevant minutes and in the Associations Disclosure of Interest Register.

## **13. Powers, duties and authorities**

### **13.1 Authorised signatories**

- a. The Board will appoint Authorised Signatories from among such of its Directors who are ordinarily resident in NSW, and may revoke any such appointments at any time.
- b. A register of such appointments shall be kept in accordance with the Act and Regulations.
- c. The Associations Public Officer is, by virtue of that office, an Authorised Signatory for the Association.

### **13.2 Secretary**

The Secretary (or Public Officer if no Secretary is appointed under clause 11.5) is to keep records of:

- i. All appointments of office-bearers and members of the Board, and
- ii. The names of the Directors present at a Board meeting or a general meeting, and
- iii. All proceedings at committee meetings and general meetings and such other records as prescribed by the Directors from time to time.

### **13.3 Public Officer**

- a. The Association shall appoint a Public Officer, at a general meeting, who must be 18 years or more and is ordinarily resident in NSW, and shall remain in office until replaced by a person so appointed.
- b. The Public Officer may, but need not be, a Director.
- c. The Public Officer shall carry out the duties of the Public Officer as specified under the Act, Regulation and Board policies.
- d. A person ceases to be the Public Officer of the Association and may be removed in the same manner as a person who ceases to be a Director.
- e. Should the Public Officer resign or be removed by the Board, the Board shall appoint a replacement, within 28 days after the vacancy arises, to hold office until the next Annual General Meeting.
- f. Within 14 days of vacating office, a former Public Officer of an Association must ensure that all documents in his or her possession that belong to the Association are delivered to a Director of the Association.

## **14. Proceedings of Directors**

### **14.1 Meetings and quorum**

- a. The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- b. Any three (3) Directors constitute a quorum for the transaction of the business of a meeting of the Board.

### **14.2 Voting and decisions**

- a. Questions arising at a meeting of the Board are to be determined by a majority of the votes of Directors present and entitled to vote, and that decision is for all purposes a decision of the Directors.

- b. Each Director present at a meeting of the Board is entitled to one vote.
- c. The Chairperson of the meeting shall not have a casting vote.
- d. Subject to clause 11.2, the Board may act despite any vacancy on the Board.

#### **14.3 Absence of Chairperson at Directors' meetings**

If a Directors' meeting is held and:

- a. A Chairperson has not been elected under clause 11.5, or
- b. The Chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, then the Deputy Chairperson, if elected under clause 11.5, shall chair the meeting or, if the Deputy Chairperson is not present, the Directors present must elect one of their number to be Chairperson of the meeting.

#### **14.4 Resolutions not in meetings**

The Directors may pass a resolution without a Directors' meeting being held if a simple majority (that is, more than half of all of the Directors entitled to vote on the resolution) sign a document containing a statement that they are in favour of the resolution set out in the document, or indicate their assent in writing to the resolution.

Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. Assent in writing can be given electronically. The resolution is passed when more than half of all Directors entitled to vote have either signed the resolution, or indicated their assent in writing.

#### **14.5 Meetings in multiple locations**

A meeting of the Board may be held where one or more of the Directors is not physically present at the meeting in accordance with the legislation and as prescribed by the Board from time to time.

### **15. Delegation by Board to Committee**

- a. The Board may delegate any of their powers, other than powers required by law to be dealt with by Directors as a Board, to a Committee or Committees consisting of such one or more of their number as they think fit and such other persons (having such specific identified skills or experience as the Committee may determine are necessary) as the Committee may from time to time co-opt ("invited Committee member")
- b. In the event that a vote takes place at a Directors' Committee only Directors shall be entitled to vote.
- c. A committee to which any powers have been delegated under clause 15(a) must exercise those powers in accordance with any directions of the Directors. A power so exercised is taken to have been exercised by the Directors.
- d. Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- e. The Board may revoke wholly or in part any delegation under this clause.
- f. A Committee may meet and adjourn, as it thinks proper.

- g. The Committee may remove any invited member of the Committee at any time by resolution at a properly constituted meeting of the Committee, and such removal shall take effect from the time of such resolution.

## **Part 4 General Meetings**

### **16. Annual General Meetings – holding of**

The Association must hold its Annual General meetings:

- a. Within six (6) months after the close of the Association's financial year, or
- b. Within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **17. Annual General Meetings – calling of and business at**

- a. The Annual General Meeting of the Association is, subject to the Act and to clause 16, to be convened on such date and at such place and time as the Board thinks fit.
- b. 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:
  - i. to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting,
  - ii. to receive from the Board reports on the activities of the Association during the last preceding financial year,
  - iii. to elect Directors of the Board.
  - iv. to receive and consider the statement which is required to be submitted to members under Act.
- c. An Annual General Meeting must be specified as such in the notice convening it.

### **18. General meetings – calling of**

- a. The Board may, whenever it thinks fit, convene a general meeting of the Association.
- b. The Board must, on the requisition in writing of at least 20 per cent of the total number of members, convene a general meeting of the Association.
- c. A requisition of members for a general meeting:
  - i. must state the purpose or purposes of the meeting, and
  - ii. must be signed by the members making the requisition, and
  - iii. must be lodged with the Secretary, and
- iv. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- d. If the Board fails to convene a 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 Secretary, any one or more of the members who made the requisition may convene a general meeting to be held not later than three (3) months after that date.

- e. A general meeting convened by a member or members as referred to in clause (d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expenses so incurred.

**19. Notice**

- a. 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.
- b. 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 clause 19 (a), the intention to propose the resolution as a special resolution.
- c. 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 17 (b).
- d. 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.

**20. Special resolution**

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

**21. Procedure**

- a. 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.
- b. Five (5) members present (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.
- c. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - i. if convened on the requisition of members, is to be dissolved, and
  - ii. 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.
- d. 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 (being at least 3) is to constitute a quorum.

**22. Presiding member**

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

**23. Adjournment**

- a. 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.
- b. If a general meeting is adjourned for fourteen (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.
- c. Except as provided in clauses 22 (a) and (b) 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.

**24. Making of decisions**

- a. A question arising at a general meeting of the Association is to be determined
- b. by either:
  - i. a show of hands, or
  - ii. if on the motion of the Chairperson or if three (3) or more members present at a meeting decide that the question should be determined by a written ballot.
- c. 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 on entry to that effect in the minutes 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.
- d. 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.

**25. Voting**

- a. Any member whose membership subscription is in arrears within 14 days of an Annual General Meeting is not entitled to vote at that Annual General Meeting.
- b. An Ordinary member has only one vote on any question arising at a general meeting of the Association.
- c. All votes must be given personally or by proxy but no Ordinary member may hold more than 3 proxies.
- d. The presiding Chairperson does not have a casting vote.

- 26. Appointment of proxies**
- a. At a general meeting each financial Ordinary member is entitled to appoint another financial Ordinary member as proxy by written notice given to the Secretary no later than close of business two (2) working days prior to the date of the meeting in respect of which the proxy is appointed.
  - b. The notice appointing the proxy is to be in the form prescribed by the Board.
- 27. Postal Ballots**
- a. The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 8.2)
  - b. A postal ballot is to be conducted in accordance with Schedule 3 of the Regulation and Board Policy.
- 28. Use of technology at general meetings**
- a. A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the association's members a reasonable opportunity to participate.
  - b. A member of an association who participates in a general 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.

## **PART 5 MISCELLANEOUS**

- 29. Financial Year**
- a. The Board may from time to time determine the Financial Year of the Association
  - b. Until the Board otherwise determines, the Financial Year of the Association shall commence on the first day of July and terminate at midnight on the 30 day of June each year.
- 30. Insurance**
- The Association will effect and maintain insurance including but not limited to Public Liability and Directors and Officers Indemnity.
- 31. Funds – source**
- a. The funds of the Association are to be derived from entrance fees and annual subscriptions of members, government grants, administration levies, donations and,
  - b. Subject to any resolution passed by the Association in general meeting, such other sources as the Directors determine.
  - c. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
  - d. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

**32. Funds – management**

- a. Subject to clause 31(a) and any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
- b. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) authorised signatories or employees of the Association, being Directors or employees authorised to do so by the Board
- c. The assets and income of the Association shall be applied solely in furtherance of the objects of the Association and no portion shall be distributed directly or indirectly to the members of the organisation except as bono fide compensation for services rendered or expenses incurred on behalf of the organisation.

**33. Alteration of objects and Constitution**

The statement of objects and this Constitution may only be altered by resolution of Association financial Ordinary members at a general meeting.

**34. Custody of books**

Except as otherwise provided by this Constitution or as prescribed by the Directors from time to time, the Public Officer must keep in his custody or under his control all records, books and other documents relating to the Association.

**35. Documents**

Documents executed for and on behalf of the Association must be executed by:

- a. two Directors,
- b. a Director and the Public Officer, or
- c. such other persons as the Directors by resolution appoint from time to time.

**36. Inspection of Records**

**35.1 Inspection by members:**

Subject to the Act and Regulations, the Directors may determine whether, and to what extent, and what times and places and under what conditions, the accounting records and/or any other documents of the Association or any of them will be open to inspection by the members (other than Directors).

**35.2 Right of a member to inspect**

A member (other than a Director) does not have the right to inspect any document of the Association except as provided by law or authorised by the Directors or by the Association in general meeting.

**37. Service of notices**

- a. For the purpose of these rules, a notice may be served on or given to a person:
  - i. by delivering it to the person personally, or
  - ii. by sending it by pre-paid post to the address of the person, or
  - iii. 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.
- b. For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- i. in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - ii. 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
  - iii. 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.
- 38. Amalgamation**
- Where it furthers the objects of the Association to amalgamate with any one or more other Associations having similar objects, the other Association(s) must have rules prohibiting the distribution of its (their) assets and income to members, and must be exempt from income tax.
- 39. Winding Up**
- a. The Association may be wound up voluntarily if its Ordinary members resolve to do so by special resolution at a general meeting summonsed for that purpose alone.
  - b. 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 its debts and liabilities, and the costs, charges and expenses of the winding up of the Association.
  - c. In the event of the Association being wound up, any surplus assets remaining after the payment of the Association’s liabilities shall be transferred to another organisation in Australia with similar purposes which is not carried on for the profit or gain of its members, in accordance with the special resolution of the Association, to be resolved at the same general meeting referred to in clause 38 (a).
  - d. Any such distribution of surplus property:
    - i. Must be approved by the Director-General of the Department of Services, Technology and Administration.
    - ii. Is not to be made to any member or former member of the Association or to any person to be held in trust for any member or former member of the Association, unless the member or former member of the Association (whether incorporated or unincorporated) that, at the time of the distribution, has rules preventing the distribution of property to its members and,
    - iii. Is subject to any trust affecting that property or any part of it.
  - e. Surplus property or any part of it that consists of property supplied by a government department or public authority, including any unexpended portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by that department or authority.

f. A person aggrieved by the operation of this section in relation to the surplus property of the Association may apply to the court which may make such orders as to the disposal of the surplus property as to the Court appears just.

**40. Payment of executive fees**

Directors 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 Board Director except out of pocket expenses