

**NSW COMMITTEE ON ADOPTION & PERMANENT CARE INC**

**CONSTITUTION**

PREPARED APRIL 2002

AMENDED MAY 2013

## PART 1 - PRELIMINARY

### 1. Name

The name of the organisation shall be NSW Committee on Adoption & Permanent Care Inc, hereafter called the Committee.

The NSW Committee on Adoption & Permanent Care Inc. is a body incorporated under the Associations Incorporation Act 2009.

### 2. Definitions

In this constitution:

**Adoption** is a service for children that provides a permanent alternate family for children who are unable to remain with or be restored, within an age appropriate time frame, to their families. Adoption involves the legal transfer of parental rights from the child's parents to the adoptive parents.

**Permanent Care** provides a permanent alternate family for children who are unable to remain with or be restored, within an age appropriate time frame, to their families, but for whom adoption is not an appropriate option.

**Director-General** means the Director-General of the Department of Fair Trading.

**Member** means a member of the Committee who is not an office bearer of the Committee, as referred to in clause 15 (2).

**Sub Committee** is a committee appointed from the membership of the Committee and may be composed of:

- a) members
- b) other representatives of member organisations
- c) other individuals who can provide particular assistance

and is responsible to the Management Committee.

**Special general meeting** means a general meeting of the Committee other than an annual general meeting.

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

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

### 3. Preamble

The Committee is committed to permanent family placements which provide the most appropriate alternate family care for a child who is unable to remain with, or be restored to his/her family, including adoption and other permanent care options.

While the welfare and interests of the child are the paramount consideration, to protect those interests it is essential that the needs and rights of the child or young person, birth families, adoptive and permanent care families be understood and balanced. This is a life-long process in which the needs of all parties change over time.

The Committee believes that children born through Assisted Reproduction Technology have the same right to know their origins as children who have been adopted or are in permanent care.

#### **4. Objectives**

- 1) To provide a forum for representatives of organisations and individuals with an interest in adoption and other forms of permanent care.
- 2) To review and monitor developments in legislation relevant to adoption and permanent care throughout Australia and make recommendations to relevant Ministers and Senior Government Administrators.
- 3) To review, and where appropriate, recommend changes in policy and practice related to adoption and permanent care to the relevant Ministers and Senior Government Administrators.
- 4) To work towards uniform national standards of legislation and practice.
- 5) To promote joint planning, shared communication and co-operative action between services.
- 6) To act as an advocate on specific issues relevant to adoption, permanent care and related issues.
- 7) To encourage recording and publication of individual and agency experience of adoption and permanent care and bring to the notice of appropriate bodies the need for research.
- 8) To promote, and where appropriate, conduct training programs in relation to adoption and permanent care practice.
- 9) To promote community and professional awareness of issues and needs of all parties involved in adoption, permanent care and related issues.
- 10) To act as a resource to the community and professionals regarding adoption, permanent care and other relevant policy and practice.
- 11) To engage in any activities directed towards the maintenance and improvement of standards of practices of adoption and permanent family care as the Committee may decide.

## **PART 2 - MEMBERSHIP**

### **5 Membership eligibility**

- 1) The Committee's membership will be comprised of interested organisations and individuals.
- 2) For an organisation to qualify for membership it must be legally constituted and the aims and objectives of the applicant organisation must be consistent with those of the

Committee.

- 3) Each member organisation will have a nominated representative who will have one vote. More than one representative of a member organisation may attend meetings as an observer who may participate at the discretion of the Chairperson.
- 4) Professional interest groups qualify as members if their professional organisation is their auspice body, and that professional organisation's constitutional aims and objectives are consistent with those of the Committee. Where a professional interest group qualifies as a member it shall have one vote.
- 5) Should the Committee deem the potential contribution of an individual to be of value to the objectives of the Committee, the Management Committee may nominate that person for membership. Where an individual qualifies as a member the individual shall have one vote.
- 6) Individual membership may not exceed 25% of the total votes of members.
- 7) A nomination for membership of the Committee:
  - a) must be made in writing in the form set out in Appendix 1 to this constitution, and
  - b) must be lodged with the secretary of the Committee.
- 8) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination. Determination of membership will be made at the next general meeting.
- 9) As soon as practicable after the Committee makes that determination, the secretary must:
  - a) notify the nominee, in writing, that the Committee approved or rejected the nomination, and
  - b) if the Committee approved the nomination, request the nominee to pay (within a period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as annual subscription.
- 10) The public officer must, on payment by the nominee of the amount referred to in clause 5 (9) (b) enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Committee.

## **6 Cessation of membership**

- 1) Membership of the Committee will lapse if:
  - a) an individual member dies, or
  - b) a member resigns, or
  - c) fails to pay the annual membership fee under clause 10 (1) within 3 months after the fee is due. In this case the membership is taken to have lapsed, and ceases to exist; or
  - d) a member is expelled from the Committee.
- 2) Members will be notified in writing if their membership has lapsed.

- 3) Where membership has lapsed, the organisation or individual will need to reapply for membership.

## **7 Leave of absence**

Leave of absence for up to 12 months may be granted at the discretion of the Management Committee.

## **8 Resignation of membership**

- 1) A member of the Committee who has paid all amounts payable by the member to the Committee in respect of membership may resign from membership of the Committee by giving to the secretary written notice of their intention to resign.
- 2) If a member ceases to be a member under subclause (1) and in every other case where a member ceases to hold membership, the public officer must make an appropriate entry in the register of members recording the date membership ceased.

## **9 Register of members**

- 1) The public officer of the Committee must establish and maintain a register of members of the Committee specifying the name and address of each organisation or individual who is a member of the Committee together with the date on which membership commenced.
- 2) The register of members must be kept in New South Wales at the Committee's official address and must be open for inspection, free of charge, by any member of the Committee at any reasonable hour.
- 3) A member of the Committee may obtain a copy of any part of the register.
- 4) 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.
- 5) 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 Committee or other material relating to the Committee, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **10 Fees and levies**

- 1) A member of the Committee must pay to the Committee an annual membership fee, as determined by the Committee, that other amount:
  - (a) except as provided by paragraph (b), before 1 April in each calendar year, or
  - (b) if the member becomes a member on or after 1 April in any calendar year - on becoming a member and before 1 April in each succeeding calendar year.

- 2) The Committee may from time to time set a membership fee or levy on members; such fees or levies will be passed by a simple majority.
- 3) The financial year shall conclude on 31<sup>st</sup> December.

## **11 Members' liabilities**

The liability of a member of the Committee to contribute towards the payment of the debts and liabilities of the Committee or the costs, charges and expenses of the winding up of the Committee is limited to the amount, if any, unpaid by the member as required by clause 10.

## **12 Resolution of internal disputes**

- 1) Disputes between members (in their capacity as members) of the Committee, and disputes between members and the Committee, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- 2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- 3) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 4) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## **13 Disciplining of members**

- 1) A complaint may be made to the Management Committee by any person that a member of the Committee:
  - a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - b) has wilfully acted in a manner prejudicial to the interests of the Committee.
- 2) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 3) If the Management Committee decides to deal with the complaint, the Management Committee:
  - a) must cause notice of the complaint to be served on the member concerned, and
  - b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint, and
  - c) must take into consideration any submissions made by the member in connection with the complaint.
- 4) The Management Committee may, by resolution, expel the member from the Committee or suspend membership if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

- 5) If the Management Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given for that action and of the member's right of appeal under clause 14.
- 6) The expulsion or suspension does not take effect:
  - a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - b) if within that period the member exercises the right of appeal, unless and until the Committee confirms the resolution under clause 14, whichever is the later.

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

- 1) A member may appeal to the Committee in a general meeting against a resolution of the Management Committee under clause 13, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 3) On receipt of a notice from a member under subclause (1), the secretary must notify the Management Committee which is to convene a general meeting of the Committee to be held within 28 days after the date on which the secretary received the notice.
- 4) At a general meeting of the Committee convened under subclause (3):
  - a) no business other than the question of the appeal is to be transacted, and
  - b) the Management Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 5) The appeal is to be determined by a simple majority of votes cast by members of the Committee.

### **PART 3 – THE MANAGEMENT COMMITTEE**

#### **14 Powers of the Management Committee**

- 1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the Committee in a general meeting, the Management Committee:
  - a) is to control and manage the affairs of the Committee, and
  - b) may exercise all such functions as may be exercised by the Committee, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Committee, and
  - c) has power to perform all such acts and do all such things as appear to the

Management Committee to be necessary or desirable for the proper management of the affairs of the Committee.

- 2) The chairperson shall be empowered to make public statements on behalf of the Committee after consultation with 2 other members of the Management Committee unless there is a ratified Position Statement on the matter in question, when consultation is not required.

## **15 Constitution and membership**

- 1) The Management Committee is to consist of:
  - a) the office-bearers of the Committee, and
  - b) 3 ordinary members,

each of whom is to be elected at the annual general meeting of the Committee under clause 16.

- 2) The office-bearers of the Committee are to be:
  - a) the chairperson
  - b) the vice-chairperson
  - c) the treasurer, and
  - d) the secretary.
- 3) The office-bearers may only hold office for a maximum of three years and may not be reappointed to that position for a further period of three years.
- 4) Each member of the Management Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

## **16 Election of members**

- 1) Nominations of candidates for election as office-bearers of the Committee or as ordinary members of the Management Committee:
  - a) must be made in writing, signed by 2 members of the Committee and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - b) must be delivered to the secretary of the Committee at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 2) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 3) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.



- 4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 6) The ballot for the election of office-bearers and ordinary members of the Management Committee is to be conducted at the annual general meeting in such usual and proper manner as the Management Committee may direct.
- 7) A person nominated as a candidate for election as an office-bearer or as an ordinary Management Committee member must be a member of the Committee.

## **17 Secretary**

- 1) The secretary of the Committee must, as soon as practicable after being appointed as secretary, lodge notice with the Committee of his or her address.
- 2) It is the duty of the secretary to keep minutes of:
  - a) all appointments of office-bearers and members of the Management Committee,
  - b) the names of members of the Management Committee present at a Management Committee meeting or a general meeting.
- 3) The minutes secretary will be responsible for the keeping of minutes of all proceedings at Management Committee meetings and general meetings, in co-operation with the secretary.
- 4) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **18 Treasurer**

It is the duty of the treasurer of the Committee to ensure:

- a) that all money due to the Committee is collected and received and that all payments authorised by the Committee are made, and
- b) that correct books and accounts are kept showing the financial affairs of the Committee, including full details of all receipts and expenditure connected with the activities of the Committee, and
- c) It is the duty of the treasurer of the Committee to ensure that an independent audit is undertaken once every three years for the three years preceding the end of the treasurer's term in office. The auditor's report is to be presented at the first annual general meeting following the audit. If the treasurer leaves prior to the commencement of their term in office, an independent audit would be undertaken prior to the new treasurer's appointment.

## **19 Casual vacancies**

- 1) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of the Committee to fill

the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

- 2) A casual vacancy in the office of a member of the Management Committee occurs if the member:
  - a) dies, or
  - b) ceases to be a member of the Committee, or
  - c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - d) resigns office by notice in writing given to the secretary, or
  - e) is removed from office under clause 20, or
  - f) becomes a mentally incapacitated person, or
  - g) is absent without the consent of the Management Committee from 3 consecutive meetings of the Management Committee, or
  - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **20 Removal of member**

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

## **21 Meetings and quorum**

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

Committee) before the time appointed for the holding of the meeting.

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

## **22 Delegation by Management Committee to sub-committee**

- 1) The Management Committee may, by instrument in writing, appoint one or more sub-committees to address the objectives of the Committee (consisting of such members of the Committee or other organisations or individuals as the Management Committee thinks fit) and delegate the exercise of such of the functions of the Management Committee as are specified in the instrument, other than:
  - a) this power of delegation, and
  - b) a function which is a duty imposed on the committee by the Act or by any other law.
- 2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4) Despite any delegation under this rule, the Management Committee may continue to exercise any function delegated.
- 5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Management Committee.

- 6) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 7) A sub-committee may meet and adjourn, as it thinks proper.
- 8) The convenor of a sub-committee will be a member of the Committee.
- 9) Members of a sub-committee will not enter into any arrangements or contracts without the approval of the Management Committee.
- 10) Minutes of meetings of sub-committees will be sent to the Management Committee.

## **23 Voting and decisions**

- 1) Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a majority of the votes of members of the Management Committee or sub-committee present at the meeting.
- 2) Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3) Subject to clause 21(5), the Management Committee may act despite any vacancy of the Management Committee.
- 4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

## **PART 4 – GENERAL MEETINGS**

### **24 Annual general meetings – holding of**

- 1) The annual general meeting of the Committee shall be held during the month of April in each year.
- 2) The Committee must hold its annual general meetings:
  - (a) within 6 months after the close of the Committee's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **25 Annual general meetings – calling of and business at**

- 1) The annual general meeting of the Committee is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the Management Committee thinks fit.
- 2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - b) to receive from the Management Committee reports on the activities of the Committee during the last preceding financial year,
  - c) to elect office-bearers of the Committee and ordinary members of the Management Committee,
  - d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- 3) An annual general meeting must be specified as such in the notice convening it.

## **26 Special general meetings – calling of**

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

## **27 Notice**

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

propose the resolution as a special resolution.

- 3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 25 (2).
- 4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **28 Procedure**

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

## **29 Presiding member**

- 1) The chairperson or, in the chairperson's absence, the vice-chairperson, is to preside at each general meeting of the Committee.
- 2) If the chairperson and the vice-chairperson are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **30 Adjournment**

- 1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Committee stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **31 Making of decisions**

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

### **32 Special resolution**

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

### **33 Voting**

- 1) On any question arising at a general meeting of the Committee a member has one vote only.
- 2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 3) A member or proxy is not entitled to vote at any general meeting of the Committee unless all money due and payable by the member to the Committee has been paid.
- 4) A member is not entitled to vote at any general meeting of the Committee if the member is under 18 years of age.

### **34 Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

*Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.*

### **35 Postal ballots**

- 1) The Committee may hold a postal ballot to determine any issue or proposal (other than an appeal under clause (14)).
- 2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **PART 5 - MISCELLANEOUS**

### **36 Insurance**

- 1) The Committee may effect and maintain insurance.

### **37 Funds – source**

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

### **38 Funds – management**

- 1) Subject to any resolution passed by the Committee in general meeting, the funds of the Committee are to be used in pursuance of the objects of the Committee in such manner as the Management Committee determines.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Management Committee or employees of the Committee, being members or employees authorised to do so by the Management Committee.
- 3) All accounts shall be presented to and passed for payment at a Management Committee meeting and full details of such approvals shall be entered into the Minute Book.

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

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

### **40 Custody of books**

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

### **41 Inspection of books**

- 1) The following documents must be open to inspection, free of charge, by a member of the Committee at any reasonable hour:
  - (a) records, books and other financial documents of the Committee,
  - (b) this constitution,
  - (c) minutes of all Management Committee meetings and general meetings of the Committee.



- 2) A member of the Committee may obtain a copy of any of the documents referred to in subclause (1) at no cost.

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

- 1) For the purpose of this constitution, a notice may be served on or given to a person:
  - a) by delivering it to the person personally, or
  - b) by sending it by pre-paid post to the address of the person, or
  - c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **43 Financial year**

The financial year of the Committee is:

- (a) the period of time commencing on the date of incorporation of the Committee and ending on the following 31 December, and
- (b) each period of 12 months after the expiration of the previous financial year of the Committee, commencing on 1 January and ending on the following 31 December.

*Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.*

## Appendix 1 Application for membership

### APPLICATION FOR MEMBERSHIP (Clause 5 (7))

.....  
[name of association, leave blank if individual]

Incorporated (incorporated under the *Associations Incorporation Act 2009*)

#### Statement in support of application

[Summarise reasons for the application and how your organisation will contribute to the objectives of the committee]

.....  
.....  
.....  
.....  
.....  
.....  
.....

I, .....  
[full name of authorised representative]

of .....  
[address]

.....  
[occupation]

hereby apply to become a member of the abovenamed incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....  
*Signature of applicant*

.....  
Date

I, .....  
[full name]

a member of the association, nominate the applicant for membership of the association.

.....  
*Signature of proposer*

.....  
Date

I, .....  
[full name]

a member of the association, second the nomination of the applicant for membership of the association.

.....  
*Signature of seconder*

.....  
Date