



THE NETWORK OF ALCOHOL AND
OTHER DRUGS AGENCIES
INCORPORATED

CONSTITUTION

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1. DEFINITIONS

1.1 In this constitution:

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

Drug shall include all drugs including alcohol and tobacco.

Ordinary Director means a member of the Board of Directors who is not an office-bearer of the Association.

Secretary means:

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

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

the Act means the *Associations Incorporation Act 2009* (NSW).

the Association means the Network of Alcohol and other Drug Agencies Incorporated

the Board means the full Board of Directors, and is the governing body of the Association

the Executive is the group of office bearers consisting of the President, Vice President, Secretary and Treasurer.

the Regulation means the *Associations Incorporation Regulation 2010*.

1.2 In this constitution:

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

1.3 The provisions of the *Interpretation Act 1987*(NSW) 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.

2. NAME AND GOAL

The name of the Association is the Network of Alcohol and Other Drugs Incorporated (the Association) and its' goal is to support non government drug and alcohol organisations in NSW to reduce the alcohol and drug related harm to individuals, families and the community.

3. OBJECTS

The objects of the Association shall be:

- 3.1** To represent, at a State and National level, the interests of non government alcohol and other drug services in the provision of beneficial, evidence based and cost effective services to the community, to the achievement of State and National policy objectives, including prevention, health promotion and education, and treatment.
- 3.2** To contribute to the development of policy and respond to policy formulated by the non government sector, and government agencies and departments, on issues concerning the adverse health, economic and social consequences of the use of alcohol and other drugs.
- 3.3** To promote adequate resource levels for prevention of alcohol and other drug related problems.
- 3.4** To promote new services to fill identified gaps.
- 3.5** To promote recognition of the need to design and adequately resource programs, services and innovation in approaches developed by or for special population groups, including Aboriginal and Torres Strait Islanders, women, young people, non-English speaking background communities and homeless people, and having regard to their specific cultural, economic and other characteristics.
- 3.6** To promote the application of continuous quality improvement, including accreditation, for non government organisations.
- 3.7** To promote adequate, benchmarked resource levels for quality non government drug and alcohol service provision.
- 3.8** To promote the rights and improvements in the quality of life for clients in alcohol and other drugs services provided by both government and non government sectors.
- 3.9** To assist in monitoring and evaluating the quality of prevention and treatment services.
- 3.10** To facilitate at a State and National level, cooperation between the government and nongovernment sectors, in response to alcohol and other drug issues.
- 3.11** To promote the development and implementation of workforce development strategies to assist in the delivery of quality prevention and treatment services.
- 3.12** To facilitate the provision of information and advisory and consultation services to nongovernment alcohol and other drug organisations, and to government agencies and departments.
- 3.13** To choose a structure which:
 - a. maximises achievement of the organisation's aims and objectives through efficient management strategies at Secretariat and Board of Directors' levels, and which incorporates expertise at all levels of decision making
 - b. reflects the range of views of its membership

- c. reflects the variety of needs of geographic areas and special populations of clients
- d. provides a forum for communication and collaboration
- e. facilitates liaison with a national peak networking body and similar associations representing the needs of the drug and alcohol sector.

4. MEMBERSHIP

4.1 GENERAL

4.1.1 Register

- a. A Register of members shall be maintained specifying the name and address of each organisation which is or has been a member of the Association together with the date on which the organisation became a member.
- b. The date of cessation of membership shall also be contained in the Register.
- c. The Register of members shall be kept at the main premises of the Association.
- d. The Register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- e. A member of the Association may obtain a copy of any part of the Register on payment of a fee of not more than \$1 for each page copied.
- f. 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.
- g. A member must not use information about a person obtained from the Register to contact or send material to the person, other than for 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 any other purpose necessary to comply with a requirement of the Act or the Regulation.

4.1.2 Entitlements not transferable

- a. A right, privilege or obligation which an organisation has by reason of being a member of the Association is not transferable.
- b. Rights, privileges or obligations are terminated on cessation of the organisation's membership.

4.1.3 Members liability

The liability of a member 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, of any unpaid membership fees as required by clause 4.7.

4.2 MEMBERSHIP QUALIFICATIONS

An organisation is qualified to be a member of the Association if:

- a. The organisation agrees with the objects of the Association
- b. The organisation is a not for profit, non government organisation
- c. The organisation is a body formed or incorporated within the state of New South Wales or the Australian Capital Territory
- d. The organisation has as its primary mission or purpose, or other mission or purpose, to reduce the alcohol and drug related harm to individuals, families and the community
- e. Has been approved for membership by the Board of the Association.

4.3 MEMBERSHIP CATEGORIES

4.3.1 There shall be two (2) categories of Association membership:

- a. Member
- b. Associate Member.

4.3.2 **Membership** shall be available to organisations meeting criteria set out in clause 4.2 and whose primary mission or purpose is to reduce alcohol and drug related harm to individuals, families and the community.

4.3.3. **Associate Membership** shall be available to organisations meeting criteria set out in clause 4.2 and whose primary mission or purpose is other than to reduce alcohol and drug related harm to individuals, families and the community, but whose broader mission or purpose includes the reduction of alcohol and drug related harm to individuals, families and the community.

4.4 APPLICATION FOR MEMBERSHIP

4.4.1 Application for Member and Associate Member membership shall be made in writing to the Associations' nominated officer using the prescribed application form.

4.4.2 Application for membership must be endorsed by two (2) current Members or Associate Members of the Association, demonstrating endorsement on the prescribed application form.

4.4.3 The Associations' nominated officer shall submit applications for membership to the Board for approval or otherwise.

4.4.4 Where an application for membership is approved by the Board, the Associations' nominated officer shall inform the applicant, and notify the applicant of membership fees payable as set out in clause 4.7.

4.4.5 An applicant is entered into the Register of members and becomes a member of the Association once approved by the Board and membership fees have been received by the Association.

4.4.6 All new members shall receive a copy of the Association's Constitution and other relevant material.

- 4.4.7 Where an application for membership is not approved by the Board, the Associations' nominated officer shall inform the applicant, providing an explanation as to the non approval for membership.

4.5 CESSATION OF MEMBERSHIP

4.5.1 Winding up of the organisation

If the Member or Associate Member is to wind up, they shall cease to be a member of the Association.

4.5.2 Resignation

- a. A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- b. If a member of the Association ceases to be a member under subclause (a), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

4.5.3 Failure to renew membership

A Member or Associate Member shall cease to be a member of the Association if membership fees are not paid within the set time period, and a period of grace or waiver of fees has not been granted as set out in clause 4.7.

4.5.4 Expulsion by the Association

- a. A Member or Associate Member shall cease to be a member of the Association if the Board determines that the member has:
 - i. Persistently refused or neglected to comply with a provision of this Constitution; or
 - ii. Has acted in a manner detrimental to the interests of the Association and its members.
- b. A member may appeal against the decision to expel the member by written notification of the appeal to the Chief Executive Officer of the Association within 14 days after the expulsion notice has been served.
- c. The Board shall convene within 28 days after the appeal has been received to determine continuation or otherwise of the membership.
- d. An expelled member may be reinstated after a set period of time as determined by the Board.

4.5.5 Relinquishment of privileges and obligations

Cessation of membership of the Association relinquishes all membership privileges and obligations.

4.5.6 Notification

Cessation of membership shall be confirmed in writing by the Association to the member whose has wound up, resigned, failed to renew membership or been expelled.

4.6 PRIVILEGES AND OBLIGATIONS

4.6.1 Privileges

- a. Members and Associate Members are entitled to the services provided by the Association.
- b. Members and Associate Members are entitled to appoint one delegate per incorporated entity to represent it and vote at meetings of the Association. An alternate delegate may be nominated to represent it and vote at meetings of the Association.

4.6.2 Obligations

- a. Members and Associate Members are obliged to:
 - i. pay membership fees when due
 - ii. comply with the provisions of this Constitution
 - iii. attend and vote at general meeting of the Association where possible.
- b. Members and Associate Members are obliged to provide details of:
 - i. their address, including within 21 days of relocation
 - ii. the name and contact details of their nominated delegate and alternate delegate.

4.7 FEES

4.7.1 Membership fees are payable per financial year, that being 1st July to 30th June.

4.7.2 Rates

- a. The Board shall determine the rates of membership fees taking into consideration the costs of service delivery to members, and access and equity issues across the membership.
- b. The membership fees shall be clearly defined and made available to all interested parties.

4.7.3 Payment of fees

- a. Notice of fees due shall be provided to members at the cessation of the financial year, and are due within one month of notice being provided.
- b. New members shall pay fees pro rata for the remaining financial year.

- c. Members failing to pay fees within one month of notice being provided shall be provided with a second notice of fees due, with requirement to pay within a further one month.
- d. Failure to pay fees after the second notice and set time period shall result in suspension or cessation of membership.

4.7.4 Waiver of fees

- a. Written request for a delay in payment of fees or a waiver of fees may be made by a member to the Chief Executive Officer of the Association, within one month of notice of fees, outlining the circumstances for which the member is unable to pay fees at that time.
- b. Approval for a deferment in payment of fees or a waiver of fees shall be determined by the Chief Executive Officer in consultation with the Board.
- c. Written notification of approval or otherwise for a deferment in payment of fees or a waiver of fees shall be provided to the member.

5. BOARD OF DIRECTORS

5.1 FUNCTION AND POWERS

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

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

5.1.2 The Board shall consist of eleven (11) Director positions. Nine (9) are elected by the membership at an AGM and two are appointed by the rest of the Board (see 5.3). The Board includes four (4) members of the Executive (see 6.1) and seven (7) Ordinary Directors.

5.1.3 The Board shall meet as often as necessary to conduct the business of the Association and not less than six (6) times annually. The Board may meet in-person, or through telecommunications such as telephone and internet linkage..

5.1.4 The quorum for the Board shall be six (6) Directors.

5.1.5 In the event that urgent action may be required where there are no stated guidelines or policy of the Association, the President, or in his/her absence, an Executive member or person appointed by the Executive, shall so determine the action to be taken and ratified by the next Board meeting.

- 5.1.6 The Board may from time to time make, repeal and amend all such By-Laws (not inconsistent with this Constitution) as they shall deem expedient for the management and well-being of the Association. All By-Laws made by the Board of Directors under this clause, shall remain lawful and operative until repealed by the Board or amended or rescinded by a General Meeting.
- 5.1.7 In relation to funds management, all deposits, transfers and payments will be detailed in the financial reporting for the organisation and be ratified by the Board.
- 5.1.8 The Board may delegate in writing to one or more subcommittees (consisting of such member or members of the Association as the Board deems appropriate) responsibility to progress business of the Board. All decisions made by the subcommittee are to be approved at full Board meetings.

5.2 DECISION-MAKING

Questions arising at any meeting of the Board or a Board subcommittee shall be decided by the majority of votes of those present. In case of any equality of votes the person appointed to chair the meeting shall have a second or casting vote.

5.3 APPOINTMENT OF DIRECTORS

- 5.3.1 Nine(9) Directors of the Board shall be elected by Association members through an AGM.
- 5.3.2 Two(2) Directors will be independent of the membership and will be appointed by the other Board Directors at a properly constituted Board of Directors meeting after the AGM.
- 5.3.3 The term of every Director position is three (3) years.
- 5.3.4 All Board Directors may only serve two (2) terms in succession.
- 5.3.5 Nominations of candidates for election as a Board Director shall be received by the Association no later than fourteen (14) days prior to the AGM.
- 5.3.6 Nominations of candidates for election as a Board Director must be made in writing, signed by one member of the Association and accompanied by the written consent of the candidate.
- 5.3.7 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected, and the AGM will note their election.
- 5.3.8 If insufficient nominations are received to fill the vacancies on the Board, the candidates nominated are taken to be elected and further nominations may be received at the AGM.
- 5.3.9 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- 5.3.10 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held at the AGM.

- 5.3.11 A Returning Officer, who is independent from Association membership, shall be appointed by the President to conduct the taking of the ballot for Board positions at the AGM.
- 5.3.12 The Returning Officer after counting the votes shall declare the Board members elected. In the event of a tie, the Returning Officer may still determine a result, or may hold another ballot between the tied candidates.
- 5.3.13 The decision of the Returning Officer shall be final and binding in respect of all matters affecting the election.
- 5.3.14 All Directors must, as soon as practicable after their appointment, lodge notice with the Association of his or her address, and promptly notify the Association of any changes.

5.4 CASUAL VACANCIES

- 5.4.1 In the event of a casual vacancy occurring on the Board, the Board may appoint a person to take their place.
- 5.4.2 Where the vacancy is in one of the 9 membership Director positions elected at the AGM, the Board may draw from a member of the Association to fill the vacancy and the person so appointed is to hold office, subject to this constitution, until the conclusion of the next AGM following the date of the appointment. This person may nominate for the Board at the AGM, and if they are elected, their term as Director shall be deemed to have commenced from the date of this AGM.
- 5.4.3 Where the vacancy is in one of the 2 independent Board positions appointed by the Board after the AGM, the Board may appoint any person to fill the vacancy. That person will hold office until they have fulfilled two terms as set out in 5.3.3, or left through any of the mechanisms set out in 5.4.4.
- 5.4.4 A casual vacancy in the office of a Director of the Board occurs if the Director:
- a. Dies, or
 - b. Becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth), or
 - c. Becomes a mentally incapacitated person, or
 - d. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001(Cth)*, or
 - e. 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
 - f. Resigns office by notice in writing to the Association, or
 - g. Is absent without the consent of the Board from 3 consecutive Board meetings, or
 - h. Is the subject of a resolution being passed by a two-thirds (2/3) majority of members present at a properly constituted meeting of the Association specially called for the purpose to remove him/her from office, or

- i. Holds any office of profit under the Association, or
- j. Is directly or indirectly interested in any contract or proposed contract with the Association, or
- k. Is no longer authorised to represent the organisation which he/she has represented to date, or
- l. Was appointed as a representative of a member organisation which has since ceased to be a member of the Association.

5.5 CONFLICTS OF INTEREST

All Directors must:

- a. Disclose to the Board any actual or potential conflicts of interest which may exist, or bethought to exist in relation to the affairs of the Association as soon as he or she becomes aware of the issue;
- b. Take any necessary and reasonable measures to try to resolve the conflict; and
- c. Comply with the *Associations Incorporations Act 2009* (NSW) provisions on disclosing interests and restrictions on voting.

5.6 BOARD DECISIONS

- 5.6.1 The Board should make decisions during Board meetings using consensus wherever possible.
- 5.6.2 Where consensus is not possible, Board Directors should vote with a show of hands. If the vote is tied, the Chair shall have the casting vote.
- 5.6.3 There will be no proxy or postal voting permitted for Board decisions, and no alternate Board Directors.
- 5.6.4 Decisions on urgent matters can be made “out of session” - outside of Board meetings - by email between sufficient numbers of Board members to constitute quorum, but any decisions must be confirmed at the next full Board meeting and reported in the minutes.

6. EXECUTIVE

6.1 The Executive of the Board consists of four office holders:

- The President
- The Vice President
- The Secretary
- The Treasurer.

6.2 The Board shall elect an Executive at the first properly constituted Board meeting after the AGM, unless the people holding the office-holder positions did not retire at the AGM, in which case they will continue in that office until they do retire.

6.3 If the position of President, Vice-President, Secretary or the Treasurer becomes vacant for any reason during the year, the Board may appoint another eligible person to that office as for other casual vacancies – see 5.4.

6.4 The Executive shall convene as required to transact such business as delegated by the Board of Directors.

6.5 The President shall act as chair at each General Meeting and Board of Directors meeting of the Association. In the President's absence, another office-holder may take their place. If the President, Vice President, Secretary and Treasurer are absent from a meeting or unwilling to act as Chair, ordinary Directors present at the meeting shall elect one of their number to act as Chair.

6.6 Secretary - It is the duty of the secretary to ensure systems are in place to make sure that minutes of the Association record:

- a. all appointments of office-bearers and Board Directors
- b. the names of Board Directors present at a Board meeting or a general meeting
- d. all proceedings at Board meetings and general meetings
- e. the signature of the chairperson of the meeting or of the chairperson of the next succeeding meeting.

6.7 Treasurer - It is the duty of the treasurer of the Association to ensure that financial systems are in place so that:

- a. all money due to the Association is collected and received
- b. all payments are made
- c. correct books and accounts are kept showing the financial affairs of the Association
- d. An audit takes place annually.

7. GENERAL MEETINGS

7.1 The Board may from time to time call General Meetings.

7.2 The Annual General Meeting of the Association shall be held

- a. within 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.

7.3 Fourteen (14) days at least before the Annual General Meeting, or any other General Meeting, a notice of such meeting and an agenda of the business to be transacted shall be posted to every member. In the case of General Meetings where a special resolution is to be proposed, notice of the meeting shall be given to members at least twenty one (21) days before the meeting.

- 7.4** In the case of the Annual General Meeting the following business shall be transacted:
- a. Confirmation of minutes of the last Annual General Meeting and any special General Meeting held since that meeting
 - b. Receipt of the Board of Directors Report upon the activities of the Association in the last financial year
 - c. Election of office bearers and other Directors of the Board as required by clause 5 of this constitution
 - d. Receipt of the balance sheet and statement of accounts for the preceding financial year, an estimate of the receipt and expenditure for the current financial year, and any additional financial statement or report required to be submitted to members under the Act.
 - e. Appointment of an auditor for the ensuing year
 - f. To decide on any special resolution submitted to the meeting.
- 7.5** Copies of the Board report, balance sheet, statement of accounts for preceding year, estimate for current year, and any additional financial statements as required under the Act shall be made available to any member upon his/her request in the seven (7) days preceding the Annual General Meeting.
- 7.6** The Board may convene a special General Meeting of the Association at any time.
- 7.7** A special General Meeting must be convened by the Board within one month of receiving a written request to do so from at least 15% of the members which:
- a. states the purpose or purposes of the meeting, and
 - b. is signed by the members making the requisition, and
 - c. is 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.
- 7.8** If the 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.
- 7.9** Items or resolutions for discussion at General Meetings (including Annual and special General Meetings) must be submitted in writing by members to the Secretary, provided that such submissions are received no later than three weeks prior to the General Meeting, the Board shall place such items on the agenda to be discussed at the General Meeting.
- 7.10** Special business, excepting alterations to the Constitution, may be introduced and dealt with upon a resolution suspending standing orders and carried by the majority of members present.

7.11 The quorum for all meetings of the Association shall be as follows:

- a. At the time of commencement of the meeting, there shall be present at least 20% of all financial members.
- b. Once the meeting has commenced, the business of the meeting may be conducted and transacted notwithstanding that the number of members present falls below 20% of all members.
- c. Notwithstanding the above provision, the quorum in relation to any resolution before any meeting which relates to the change, alteration or variation of the Constitution (not the By-Laws) or the expulsion of any member of the Association shall be 25% of all financial members.

7.12 MAKING OF DECISIONS

7.12.1 Voting at General Meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a two-third majority is required.

7.12.2 Votes shall be given personally. If a member cannot attend a General Meeting, that member can vote by proxy given in writing to another official delegate of a financial member of the Association. The manner of proxy votes shall be determined by the Executive.

7.12.3 Save as provided otherwise by this Constitution, all questions and resolutions shall be decided by a majority of votes.

7.12.4 In the case of an equality of votes, the President shall have a further casting vote.

7.12.5 A member whose subscription is in arrears shall have no vote.

7.12.6 Business shall be conducted on normal meeting procedures, except where this is inconsistent with the provisions of this Constitution.

7.12.7 The Association may not vote on any resolution (special or otherwise) by means of a postal ballot.

7.13 AUDIT

In relation to the Association's audit:

- a. The auditor(s) shall be elected at the Annual General Meeting. The auditor(s) shall examine all relevant financial records and provide a report to the members at the Annual General Meeting.
- b. An auditor shall not be a member or closely related to a member of the Board.
- c. Subject to paragraph (d) hereof, notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty-one days before the Annual General Meeting. The Secretary shall send a copy of the

nomination to the current auditor at least seven days before the Annual General Meeting and if he/she so wishes he should be heard at such Annual General Meeting.

- d. Where the current auditor submits his/her resignation, or notifies the Secretary of his/her intention not to seek re-election as auditor, paragraph (c) hereof shall not apply. A vacancy occurring in the office of auditor during the year shall be filled by the Board.

8. SPECIAL RESOLUTIONS

8.1 A special resolution must be passed by a General Meeting of the Association to effect the following changes:

- a. Change of the Association's name
- b. Change of the Association's constitution including its objects
- c. An amalgamation with another incorporated association
- d. To voluntarily wind up the Association and distribute its property
- e. To apply for registration as a company or a cooperative.

8.2 A special resolution shall be passed in the following manner:

- a. a notice in writing must be sent to all members advising that a general meeting is to be held to consider a special resolution
- b. the notice must give details of the proposed special resolution and give at least twenty one (21) days notice of the meeting
- c. a quorum must be present at the meeting
- d. at least two thirds (2/3) of those present must vote in favour of the resolution
- e. in situations where it is not possible for a resolution to be passed as described above, a request may be made to the Director General for permission to pass the resolution in some other way.

8.3 A special resolution cannot be passed by a postal vote.

9. PUBLIC OFFICER

9.1 The Public Officer is required to:

- a. apply to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act
- b. keep in his or her custody or under his or her control all records, books and other documents relating to the Association

- c. establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member
 - d. inform Fair Trading of any change in their residential address.
- 9.2** The Chief Executive Officer is the Public Officer of the Association unless otherwise decided by the Board, for example the Board may decide the Public Officer can be a Board Director or any other person regarded as suitable for the position by the Board.
- 9.3** The Board may, at any time, remove the Public Officer and appoint a new Public Officer provided the person is 18 years of age or older and a resident of New South Wales.
- 9.4** The Public Officer shall be deemed to have vacated their position in the following circumstances:
- i. death
 - ii. resignation
 - iii. removal by the Board or at a General Meeting
 - iv. bankruptcy or financial insolvency
 - v. mental illness
 - vi. residency outside New South Wales.
- 9.5** When a vacancy occurs in the position of Public Officer, within twenty-eight (28) days the Board shall appoint a new Public Officer and notify the Director General.
- 9.6** Within 14 days of ceasing to be a Public Officer for any reason, a former Public Officer must return to the Association any documents, records or property relating or belonging to the Association.

10. MISCELLANEOUS

9.7 Insurance

The Association may effect and maintain insurance.

9.8 Funds source

- 9.8.1 The funds of the Association shall be derived from the fees of members, donations, grants and such other sources approved by the Association.
- 9.8.2 All monies received by the Association shall be deposited at the earliest possible date to the credit of the Association's bank account.

9.9 Funds management

- 9.9.1 The assets and income of the Association shall be applied to further the Association's objects, and no portion shall be distributed directly or indirectly to the members of the Association, except as:
 - a. bona fide compensation for services rendered

- b. expenses incurred on behalf of the Association, or
 - c. where the member organisation accesses funds which were provided to the Association by government or another funding body for the purpose of distribution to member organisations.
- 9.9.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 Directors of the Board or employees of the Association, being Directors or employees authorised to do so by the Board.

9.10 Dissolution

- 9.10.1 In the event of the Association being dissolved or wound up, any surplus property supplied by the government or any unexpended grant must be returned to the department that provided it.
- 9.10.2 Any other surplus property that remains after dissolution and the satisfaction of all debts and liabilities, must be distributed according to a special resolution of the Association.
- 9.10.3 Any such distribution of surplus property:
- a. Must be approved by the Director General, and
 - b. Must be transferred to another Association with similar purposes which is not carried on for the profit or gain of its individual members.

9.11 Service of documents

- 9.11.1 Service of documents on the Association is affected by serving them on the Public Officer.
- 9.11.2 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.
- 9.11.3 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.

9.12 Retention and Inspection of documents

9.12.1 All records, books, financial documents, Board minutes and general meeting minutes of the Association are to be stored at the usual premises of the Association.

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

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

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

9.13. Financial year

The financial year of the Association is the 12-month period from 1st July to 30th June.