

# WOMEN'S HEALTH NEW SOUTH WALES

## CONSTITUTION

### PART I: PRELIMINARY

#### DEFINITIONS:

1. (1) In these rules except in so far as the context or subject matter otherwise dictates or requires -  
  
"full member" means an organisation, which provides services primarily to women and fulfills the criteria for full membership set out in Clause (2) (1) (d);  
  
unless otherwise stated "member" means "full member"  
  
"associate member" means an organisation, which provides services primarily to women and fulfills the criteria for associate membership as set out in Clause (2) (2) (d);  
  
"not for profit" means "not for profit" as defined by the Australian Taxation Office  
  
"ordinary member" means a member of the board who is not an office bearer of the association as referred to in rule 14 (2);  
  
"secretary" means:
  - (a) the person holding office under these rules 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 1984.  
  
"the Regulation" means the Associations Incorporation Act 1985.
- (2) In these rules -
  - (a) a reference to a function includes a reference to a power, authority and duty; and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would also apply if these rules were an instrument made under the Act.

### PART II MEMBERSHIP

## **MEMBERSHIP QUALIFICATIONS**

2. (1) An organisation is qualified to be a full member of the association, if, but only if -
  - (a) The organisation is a body formed or incorporated within the state of New South Wales;
  - (b) has been nominated for the membership of the association as provided by rule 3; and
  - (c) has been approved for membership by the board of the association
  - (d) fulfills the following criteria:
    - (i) is managed by a community based management committee of women which provides a women's health service
    - (ii) is a not for profit, non government organisation
    - (iii) adheres to the aims and objectives of Women's Health New South Wales
    - (iv) adheres to the Principles of Women's Health Care as defined in the Manual of Standards for Women's Health Centres March 1995 (NSW).
    - (v) is a feminist organisation as defined in the Manual of Standards for Women's Health Centres March 1995 (NSW), Philosophy of Women's Health Services.
    - (vi) is represented by a female person
- (2) An organisation is qualified to be an associate member of the association, if, but only if -
  - (a) The organisation is a body formed or incorporated within the state of New South Wales;
  - (b) has been nominated for the membership of the association as provided by rule 3; and
  - (c) has been approved for membership by the board of the association
  - (d) fulfills the following criteria:
    - (i) is a not for profit, non government organisation which provides a women's health service
    - (ii) adheres to the aims and objectives of Women's Health New South Wales
    - (iii) supports the Principles of Women's Health Care as outlined in Clause 2.(1)(d)(iv) above
    - (iv) provides their women's health service within the feminist context defined in the Manual of Standards for Women's Health Centres March 1995 (NSW), page one, Philosophy of Women's Health Services
    - (v) is represented by a female person
- (3) That the above clauses do not exclude any current "full members" as at March 2002.

### **NOMINATION FOR MEMBERSHIP**

3. (1) A nomination of an organisation for full or associate membership of the association:
  - (a) must be made by a member of the association in writing in the form set out in Appendix 1 to these rules; and
  - (b) shall be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the board which is to determine whether to approve or to reject the nomination.
- (3) Where the board determines to approve a nomination for membership, the secretary shall, as soon as practicable after the determination, notify the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) The Secretary shall, on payment by the nominee of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

### **CESSATION OF MEMBERSHIP**

4. An organisation ceases to be a member or associate member of the association if -
  - (a) the organisation is wound up; or
  - (b) resigns that membership; or
  - (c) is expelled from the association.

### **MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

5. A right, privilege or obligation, which an organisation has by reason of being a member or associate member of the association:
  - (a) is not capable of being transferred or transmitted to another organisation; and
  - (b) terminates upon cessation of the organisation's membership

### **RESIGNATION OF MEMBERSHIP**

6. (1) A member or associate member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member or associate member of the association who has paid all amounts payable by the member or associate member to the association in respect of the member's or associate member's membership may resign from membership of the association by first giving notice (being not 1 month or not less than such other period as the board may determine) in writing to the secretary of the members or associate members intention to resign, and upon the expiration of the period of notice, the member or associate member ceases to be a member or associate member.

- (3) Where a member or associate member of the association ceases to be a member or associate member pursuant to clause (2), and in every other case where the member or associate member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member or associate member ceased to be a member or associate member.

#### **REGISTER OF MEMBERS AND ASSOCIATE MEMBERS**

7. (1) The public officer of the association shall establish and maintain a register of members and associate members of the association specifying the name and address of each organisation which is a member or associate member of the association together with the date on which the organisation became a member or associate member.
- (2) The register of members and associate members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member or associate member of the association at any reasonable hour.

#### **FEES AND SUBSCRIPTIONS**

8. (1) A full member of the association must on admission to membership, pay the association a training and development fee as determined by the board from time to time.
- (2) An associate member of the association must on admission to membership, pay the association a fee as determined by the board from time to time;
  - (a) except as provided by paragraph (b), before 1st July in any calendar year; or
  - (b) where the member becomes a member on or after 1st July in any calendar year - upon becoming a member and before the 1st July in each succeeding calendar year.

#### **MEMBERS' AND ASSOCIATE MEMBERS' LIABILITY**

9. The liability of a member or associate 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 or associate member, in respect of membership of the association as required in rule 8.

#### **RESOLUTION OF INTERNAL DISPUTES**

10. Disputes between both members and associate members (in their capacity as members) of the association, and disputes between both members and associate members and the association, are to be referred to a community justice for mediation in accordance with the Community Justice Centres Act 1983.

#### **DISCIPLINING OF MEMBERS AND ASSOCIATE MEMBERS**

11. (1) A complaint may be made by any member or associate member of the association that some other member or associate member of the association:

- (a) has persistently refused or neglected to comply with a provision of this rules; or
  - (b) has persistently and willfully acted in a manner prejudicial to the interests of the association
- (2) On receiving such a complaint, the board:
- (a) must cause notice of the complaint to be serviced on the member or associate member concerned; and
  - (b) must give the member or associate member at least 14 days from the time the notice is served within which to make submissions to the board in connection with the complaint; and
  - (c) must take into consideration any submissions made by the member or associate member in connection to the complaint
- (3) The board may, by resolution, expel the member or associate member from the association or suspend the member or associate member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the board expels or suspends a member or associate member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member or associate member of the action taken, of the reasons given by the board for having taken that action and the member's or associate member's right of appeal under rule 12.
- (5) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member or associate member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the member or associate member exercises the right of appeal, unless and until the association confirms the resolution under rule 12(4), whichever is the later.

**RIGHT OF APPEAL OF A DISCIPLINED MEMBER OR ASSOCIATE MEMBER**

12. (1) A member or associate member may appeal to the association in general meeting against a resolution of the board which is confirmed under rule 11 within 7 days after notice of the resolution is served on the member or associate 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 or associate member intends to rely for the purposes of the appeal.
- (3) Upon receipt of a notice from a member or associate member under clause (1), the secretary shall notify the board which shall convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

- (4) At the general meeting of the association convened under clause(3) -
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the board and the member or associate member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **PART III -** **THE BOARD**

#### **POWERS OF THE BOARD**

13. The board shall be called the board of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting -
- (a) shall 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 these rules to be exercised by a general meeting of members of the association; and
  - (c) has power to perform all such acts and do all such things as appear to the board to be necessary or desirable for the proper management of the affairs of the association.

#### **CONSTITUTION AND MEMBERSHIP**

14. (1) Subject in the case of the first members of the board to section 21 of the Act, the board is to consist of 9 members constituted in the following manner:
- (a) 8 individuals from organisations with full membership of the association. These individuals will be from organisations in the following categories:
    - (i) 2 rural services (defined as all services North of Newcastle, west of Campbelltown and south of Wollongong)
    - (ii) 2 metropolitan services
    - (iii) 1 specialist service
    - (iv) 2 outer metropolitan services (defined as all services outside the radius defined by Parramatta, Liverpool, Hornsby and Sutherland and including the cities of Wollongong and Newcastle).
    - (v) and one other

each of whom will be elected at the annual general meeting of the association by full member services only under rule 15.

- (b) the ninth individual shall be the Executive Officer of Women's Health New South Wales
- (2) The office bearers of the association shall be -
  - (a) chairperson
  - (b) secretary; and
  - (c) treasurerwho are to be elected from the board members at the first board meeting after the annual general meeting.
- (3) Election of members shall be for a two year period except in the first year of the association when half the board will stand down at the next Annual General Meeting. The decision of who will stand down after the first year should be decided by the board 1 month before the Annual General Meeting. Thereafter, at each Annual General Meeting one half of the board will be available for re-election.
- (4) No elected member of the board shall continue as a member of the board for more than two (2) consecutive terms.
- (5) In the event of a casual vacancy occurring in the membership of the board, the board may appoint a member to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

#### **ELECTION OF MEMBERS**

15. (1) Nominations for candidates for election as ordinary members of the board -
- (a) shall be in writing in the form set out in Appendix 3 to these rules and,
  - (b) shall be handed to the secretary prior to proceedings of the annual general meeting
  - (c) shall be made by an existing member and seconded by another existing member.
  - (d) shall only be valid if the candidate has been a member of the association for no less than six (6) months
- (2) If insufficient nominations are received to fill all vacancies on the board, the candidates nominations shall be deemed to be elected.
  - (3) Any vacant positions remaining on the board shall be deemed casual vacancies.
  - (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of ordinary members of the board shall be conducted at the Annual General Meeting in such usual and proper manner as the board may direct.
- (7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.
- (8) The association may from time to time by special resolution passed at the annual general meeting increase or decrease the number of board members, provided that at least two-thirds of all board members approve of the said resolution.

#### **SECRETARY**

16. (1) The Secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the board;
  - (b) the names of members of the committee present at a board meeting or a general meeting; and
  - (c) all proceedings at board meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

#### **TREASURER**

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

#### **CASUAL VACANCIES**

18. For the purpose of these rules, a casual vacancy in the office of a member of the board occurs if the member;
  - (a) dies; or
  - (b) ceases to be a member of the association; or

- (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code; or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under rule 19; or
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without consent of the board from all meetings of the board held during a period of 6 months.

#### **REMOVAL OF MEMBER**

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

#### **MEETINGS AND QUORUM**

20. (1) The board shall meet as often as necessary to conduct the business of the association and not less than once each quarter at such place and time as the board shall determine.
- (2) Additional meetings of the board may be convened by any member of the board.
- (3) Oral or written notice of a meeting of the board shall be given to each member of the board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the board) before the time appointed for the holding of the meeting.
- (4) Any (5) members of the board constitute a quorum for the transaction of the business of a meeting of the board.
- (5) No business is to be transacted by the board unless the quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting stands adjourned to the earliest convenient date for all members and within one month of the initial date.

- (6) 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.
- (7) At the meeting of the board -
  - (a) The chairperson or, in the chairperson's absence, a member of the board duly elected for this purpose, will preside as chairperson at each board meeting of the association.
  - (b) If the chairperson or her replacement is absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

**DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

- 21 (1) The board may by instrument in writing, delegate to one or more sub-committees (consisting of such members or associate members of the association as the board think fit) the exercise of such of the functions of the board as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the board by the Act or by any other law
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (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 circumstance, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the board 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 rule has the same force and effect as would have if it had been done or suffered by the board.
- (6) The board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

**VOTING AND DECISIONS**

- 22. (1) Questions arising at a meeting of the board or any sub-committee appointed by the board are to be determined by a majority of the votes of members of the board or sub-committee present at the meeting.
- (2) Each member present at the meeting of the board or of any sub-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 rule 20 (5), the board may act despite any vacancy on the board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered by the board or by a sub-committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment of the qualification of any member or the board or sub-committee.

#### **PART IV - GENERAL MEETINGS**

##### **ANNUAL GENERAL MEETINGS - HOLDING OF**

23. (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting -
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act.

##### **ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT**

24. (1) The annual general meeting of the association is, subject to the Act and to rule 22, to be convened on such date and at such place and time as the board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of any annual general meeting shall be -
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the board reports on the activities of the association during the last preceding financial year;
  - (c) to elect ordinary members of the board; and
  - (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.

##### **SPECIAL GENERAL MEETINGS-CALLING OF**

25. (1) The board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The board must, on the requisition in writing of not less than 25% of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting -
- (a) shall state the purpose or purposes of the meeting;
  - (b) must be signed by the members making the requisitions;
  - (c) must be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the board 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 clause (4) must be convened to as nearly as is practicable in the same manner as general meetings are convened by the board and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

#### **NOTICE**

26. (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member and associate members at the member's or associate member's address appearing in the register of members and associate members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member or associate member in the manner provided in clause (1) specifying, in addition to the matter under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 23 (2).
- (4) A member or associate 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 or associate member.

#### **QUORUM: GENERAL MEETINGS**

27. (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) 50% of members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If a quorum is not present within the first half hour of the time appointed for the meeting will be adjourned to the earliest convenient date for all members and within one month of the initial date. Notice of the adjourned meeting shall be given in accordance with Clause 26(1) of this set of rules and objects.

#### **PRESIDING MEMBER**

28. (1) The chairperson or, in the chairperson absence, a member of the board duly elected for this purpose, will preside as chairperson at each general meeting of the association.
- (2) If the chairperson or her replacement is absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

#### **ADJOURNMENT**

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

#### **SPECIAL RESOLUTION**

30. A resolution of the association is a special resolution if -
  - a) it is passed by a majority which comprised at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution was given in accordance with these rules; or

- (b) where it is made to appear the Commission that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commission.

### **MAKING OF DECISIONS**

- 31. (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of these votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or be at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of adjournment; or
  - (b) in any other case, in the manner and at such time before the close of the meeting as the chairperson directs.

and the resolution of the poll on the matter is taken to be the resolution of the meeting on the matter.

### **VOTING**

- 32. (1) Any question arising at a general meeting of the association a full member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of a quality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- (5) An associate member of the organisation has no voting rights at any general or special meetings of the association.

### **APPOINTMENT OF PROXIES**

- 31. (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

- (2) The notice appointing the proxy is to be set out as in Appendix 2 of these rules.

## **PART V - MISCELLANEOUS**

### **INSURANCE**

32. (1) The association shall effect and maintain insurance under section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

### **FUNDS - SOURCE**

33. (1) The funds of the association shall be derived from annual subscription of members and associate members, donations and (federal, state or local) government grants and, subject to any resolution passed by the association in general meeting, any such other sources as the board determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **FUNDS - MANAGEMENT**

34. (1) Subject to any resolution passed by the association in the general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the board determines.
- (2) All cheques, draft bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the board or employees of the association, being members or employees authorised to do so by the board.
- (3) The income and property of the association shall be used only for the promotion of the Objects of the association and shall not be paid or transferred to members by way of dividend, bonus or profit.

### **ALTERATIONS OF OBJECTS AND RULES**

35. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

### **COMMON SEAL**

36. (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the board and the affixing of the common seal must be attested by the signatures either by 2 members of the board or of 1 member of the board and of the public officer or secretary.

### **CUSTODY OF BOOKS**

37. Except as otherwise provided by these rules, the Treasurer must keep in her custody or under her control all records, books and other documents relating to the association at the registered office of the association.

### **INSPECTION OF BOOKS, ETC**

38. The records, books and other documents of the association must be open for inspection, free of charge, by a member or associate member of the association at any reasonable hour.

### **SERVICE OF NOTICES**

39. (1) For the purposes of these rules, a notice may be served by or on behalf of the association on any member and associate member either personally or by sending it by post to the member or associate member at the member's or associate member's address shown in the register of members and associate members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- (3) Service of documents on the association is effected by serving them on the Public officer or by serving them personally on two (2) members of the board.

### **PUBLIC OFFICER**

40. (1) The first public officer shall be a person who completed the application for incorporation of the association.
- (2) The board may at any time remove the public officer and appoint a new public officer provided the person appointed is eighteen (18) years of age or older and a resident of New South Wales.
- (3) 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 an annual general meeting or a special general meeting
  - (IV) bankruptcy or financial insolvency
  - (v) mental illness
  - (vi) residency outside New South Wales
- (4) When a vacancy occurs in the position of public officer the board shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new public officer.

- (5) The public officer is required to notify the Department of Fair Trading by the prescribed form and time in the following circumstances:
- (i) appointment within 14 days
  - (ii) change of residential address within 14
  - (iii) a change in the association's objects or rules within one month
  - (iv) a change of the association's financial affairs within one month after the annual general meeting
  - (v) a change in the association's name
- (6) The public officer may be an office bearer, board member, or any other person regarded as suitable for the position by the board.

**WINDING UP**

41. In the event of the association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any association which has similar objects and which is approved by the Commissioner of Taxation as a Public Benevolent Institution for the purposes of any Commonwealth Taxation Act.

**APPENDIX 1  
(Rule 3(1))**

**APPLICATION FOR MEMBERSHIP/ASSOCIATE MEMBERSHIP OF  
ASSOCIATION**

**WOMEN'S HEALTH NSW Incorporated (incorporated under the  
Associations Incorporation Act 1984)**

I, .....  
(Name of applicant)

of .....  
(address)

.....hereby apply to become a member  
(occupation)

associate member of the above named incorporated association. In the event of my admission as a member/associate member, I agree to be bound by the rules of the association for the time being in force.

Signature of applicant: .....

Date: .....

I, ....., a full member of the association, nominate  
(full name)

the applicant, who is personally known to me, for membership/associate membership of the association.

Signature of Proposer: .....

Date: .....

I, ....., a full member of the association second the  
(full name)

nomination of the applicant, who is personally known to me, for membership/associate membership of the association.

Signature of Proposer: .....

Date: .....

**APPENDIX 2  
(Rule 33(2))**

**FORM OF APPOINTMENT OF PROXY**

I, .....  
(full name)

of .....  
(address)

being a member of .....  
(name of incorporated association)

hereby appoint .....  
(full name of proxy)

of .....  
(address)

being a member of that incorporated association, as my proxy vote for me on my behalf at the general meeting of the association (annual general meeting or special meeting, as the case may be) to be held on the .....day of ..... 20..... and at any adjournment of that meeting.

- My proxy is authorized to vote I favour of/against (delete as appropriate) the resolution (insert details)
- To be inserted if desired.

Signature of member appointing proxy: .....

Date: .....

NOTE: A proxy may not be given to a person who is not a member of the association.

**APPENDIX 3**

**(Rule 15(1)(a))**

**NOMINATION FOR ELECTION AS ORDINARY MEMBER OF THE BOARD**

**WOMEN'S HEALTH NSW Incorporated (incorporated under the  
Associations Incorporation Act 1984)**

I, .....  
(Name of candidate)

of .....  
(centre)

nominate for a position on the Women's Health NSW Board. I will be  
representing the.....area

Signature of applicant: .....

Date: .....

I, ....., a full member of the association, nominate  
(full name)

the candidate for election to the board as an ordinary member

Signature of Proposer: .....

Date: .....

I, ....., a full member of the association second the  
(full name)

nomination of the candidate for election to the board as an ordinary member

Signature of Proposer: .....

Date: .....