

# CONSTITUTION

of

## New South Wales Justices Association Incorporated



### INTERPRETATION

1 In this Constitution, unless there is something in the subject or contract inconsistent therewith

- ‘the Act’ means the *Associations Incorporation Act 1984* as amended
- ‘Board’ means the Board of Directors of the Association from time to time
- ‘Director’ means a person appointed a Director of the Association under Clause 54 of this Constitution
- ‘Directors’ means, unless otherwise indicated, the Board of Directors (i.e., State President, State Vice President and the elected Directors) of the Association
- ‘the Association’ means New South Wales Justices Association Incorporated
- ‘the Register’ means the Register of Members to be kept pursuant to the Act
- ‘the Seal’ means the Common Seal of the Association
- ‘month’ means calendar month
- ‘State Registrar’, also referred to as ‘Secretary’, means any person appointed under this Constitution to perform the duties of a Secretary of the Association and includes an Acting State Registrar
- ‘Public Officer’ means a Member of the Association appointed to the role by the Directors
- ‘in writing’ and ‘written’ means and includes words printed, lithographed, represented or produced in any mode in a visible form
- ‘Financial Member’ means a Member of the Association whose current subscription has been received by the State Registrar and is registered accordingly, or a Life Member
- ‘membership year’ means the calendar year commencing the first day of the month in which the Member joined the Association; and, in the case of a Member whose joining date cannot be determined, it means the calendar year commencing 1 January
- ‘General Meeting’ means the Annual General Meeting of the Members or Extraordinary General Meeting of the Members
- ‘Board Directive’ means a rule or regulation made by the Board of Directors of the Association from time to time to define how various administrative or policy matters relating to it are dealt with
- ‘Bankrupt’ includes a person compounding with their creditors or liquidating their affairs by arrangement, and ‘bankruptcy’ has a corresponding meaning

- words importing the singular number include the plural number and vice versa.

### NAME

- 2 The name of the Association is **New South Wales Justices Association Incorporated.**

### PATRON

- 3 There shall be a Patron or Patrons of the Association appointed by the Directors.

### OBJECTIVES

- 4 The objectives of the Association are
- (a) to promote, protect and support the rights, character and interests of Justices of the Peace in New South Wales and to afford Members of the Association the means and advantages of association and of united action in conformity with the Law;
  - (b) to promote and support by way of lectures, seminars, tutorials and workshops the extension of education and knowledge of persons holding Commissions as Justices of the Peace relating to their powers, rights, duties and obligations, and generally to take such measures as may be thought from time to time desirable to encourage and provide financial assistance for the study of the laws of New South Wales particularly with regard to the powers, rights, duties and obligations of Justices of the Peace in New South Wales;
  - (c) to establish, support and control Branches within New South Wales as may seem expedient and from time to time to regulate their constitution, rights, privileges, duties and obligations and to settle disputed points of practice and questions of usage and courtesy between Members;
  - (d) to represent the views of Justices of the Peace, to preserve their integrity, status, efficiency and responsibility, and to petition Parliament and take any other expedient steps to redress or remedy any abuses, defects or wrongs in the administration of justice or in the conduct of Justices of the Peace;

- (e) to prepare, edit, publish and circulate or disseminate papers, gazettes and other publications relating to the conduct, functions, powers, rights, duties and obligations of Justices of the Peace in New South Wales and elsewhere within the British Commonwealth;
- (f) to provide at the offices of the Association or elsewhere rooms or facilities for use on such terms as the Directors may think fit for any private or public purpose;
- (g) to do all things incidental or conducive to the attainment of all or any of the objects of the Association.

## LIABILITY

- 5 The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association, is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Clause 14 hereof.

## ASSETS AND INCOME

- 6 The income and property of the Association whensoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profits to the Members of the Association; provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any Member of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest on money lent, or reasonable and proper rent for premises demised or let by any Member of the Association, but so that no Director or Member of the Board or governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or in kind shall be given by the Association to any Director or Member of the Board except repayment of out-of-pocket expenses and interest on money lent or of reasonable and proper rent for premises demised or let to the Association.

## MEMBERS

- 7 The number of Members for which the Association proposes to be registered is five thousand, but the Directors may, from time to time, register an increase in Members.
- 8 Until otherwise determined by Financial Members in General Meeting after due notice of motion has been given, Membership shall consist of and be divided into the following classes:
- (a) (i) Ordinary Member,
  - (ii) Associate Member;
  - (b) (i) Life Member,
  - (ii) Life Associate;
  - (c) Honorary Member.
- 9 Members at the date this Constitution is adopted shall continue as Members in their respective classes. In the case of a dispute or a Member is not classified as a Member of

one of the abovementioned classes, such dispute and the proper classification of such Member shall be determined by the Directors, whose decision shall be final and binding on all Members.

- 10 Every Member shall be deemed to agree to be bound by this Constitution and the payment of the annual subscription (or in the case of a Member who is not liable for the payment of an annual subscription, then the acceptance of membership by them) shall be conclusive evidence of such agreement.
- 11 Except as herein provided, each nominee for membership shall pay a joining fee, the amount of which shall from time to time be determined by the Directors for each or any class of membership.

## ORDINARY MEMBERS

- 12 12.1 No person other than the holder of a Commission as a Justice of the Peace in and for the State of New South Wales according to the *Justices of the Peace Act 2002* (or any amendment to it or Act replacing it) shall be eligible for selection as an Ordinary Member of the Association.
- 12.2 In the event of an Ordinary Member of the Association having their Commission as a Justice of the Peace suspended for whatever reason, their rights as a Member of the Association shall also be suspended for the period their Commission as a Justice of the Peace has been suspended.
- 13 No person shall be admitted to membership of the Association unless they have signed an application for membership, as may from time to time be required by the Directors, undertaking specifically to be bound by this Constitution.
- 14 No person shall be admitted to Ordinary Membership of the Association unless they pay into the Association at the time of lodging the application such subscription and fees as shall be determined from time to time in accordance with this Constitution.
- Provided an application for membership satisfies the requirements of the Association, the State Registrar shall accept it on behalf of the Association and have the details entered in the Membership Register. If an application is not successful, all monies paid by the applicant shall be returned to the applicant.
- 15 Every Ordinary Member shall pay to the Association an annual subscription, which shall become due on the first day of the next membership year.
- 16 A Member may at any time resign their membership of the Association and such resignation shall take effect from the date of receipt of such notice. Such Member shall continue to be liable for any annual subscription and arrears which may be due and unpaid at the date of receipt of such notice.
- 17 The Directors in their absolute discretion shall have power to expel or otherwise deal with any Member who may be adjudged by the Directors to be guilty of any misconduct or act of commission or omission that, in the opinion of the Directors, justifies such action, or who has been deprived of their Commission as a Justice of the Peace.

Such power shall be exercised in accordance with the provisions of this clause, namely:

- (a) before any such action is taken the Directors must resolve to and send a notice by registered post to the Member at their place of residence last known to the Association notifying them of the charges made against them and inviting them to attend before the Directors;
- b) seven clear days notice of the meeting of the Directors at which such charges are to be heard shall be given both to the Member complained against and to the complainant by registered post, and should either fail to attend the Directors may proceed to hear the charges as if both had been present;
- (c) if after hearing all the available evidence the Directors are of the opinion that the charges have been sustained, they may if they then think fit expel the Member complained against or impose such lesser penalty by way of suspension from membership for such period as the Directors shall deem fit, and if a charge is not sustained then the Directors shall dismiss the complaint;
- (d) a Member expelled under this Clause shall forfeit any subscriptions previously paid by them and also all rights and privileges associated with membership of the Association other than their right to be repaid, on the due dates for repayment, any amounts then owing to them under any debentures held by them;
- (e) a Member who has been requested to attend the meeting of Directors to hear charges made against them shall be entitled to call witnesses and give evidence and be heard thereon at such meeting or adjournment thereof;
- (f) the decision of the Directors shall be final, subject to the right of appeal to a General Meeting.

## ASSOCIATE MEMBERS

- 18 18.1 A person who is a current or past Member of the Association, having held a Commission as a Justice of the Peace, and has resigned their commission or allowed it to lapse, shall be eligible for acceptance as an Associate Member of the Association except where they have been removed from office by the Governor of the State of New South Wales or have been expelled from membership of the Association in accordance with Clause 17 of this Constitution.
- 18.2 No person shall be admitted to Associate Membership of the Association unless, at the time of lodging the application, that person pays into the Association such subscriptions and fees as shall be determined from time to time in accordance with this Constitution and, unless the person was previously an Ordinary Member of the Association, has signed an application for membership, as may from time to time be required by the Directors, undertaking specifically to be bound by this Constitution.
- 18.3 Every Associate Member shall pay to the Association an annual subscription, which shall become due on the first day of the next membership year.
- 18.4 An Associate Member shall not be entitled to vote or accept any elected office within the Association.

## LIFE MEMBERS

- 19 19.1 Notwithstanding the provisions of this Constitution as to the admission of persons to membership of the

Association, the Directors may from time to time appoint any person who holds the Commission of a Justice of the Peace according to the *Justices of the Peace Act 2002* (and any amendment to it or Act replacing it) to be a Life Member of the Association.

- 19.2 Where a Branch considers a Member is worthy of being granted Life Membership of the Association, the Member's details are to be submitted to the Board of Directors through the State Registrar (using the appropriate format) for consideration.
- 19.3 The conferring of Life Membership shall be restricted to no more than one Member from any one Branch of the Association in any one year.
- 19.4 The number of Life Members and Life Associate Members shall not exceed forty at any one time, or one per cent of the total Financial Membership, whichever is the greater.
- 19.5 Upon appointment as a Life Member the person shall then become a Member of the Association for life (provided they continue to hold the Commission as a Justice of the Peace in and for the State of New South Wales) and shall, subject to this Constitution, be entitled to the rights and privileges and shall be subject to the obligations and liabilities of a Member of the Association in every respect for life (provided they continue to hold the Commission as a Justice of the Peace in and for the State of New South Wales).
- 19.6 No Life Member shall, so long as they continue to be a Life Member, be called on to pay any membership subscription or fee in respect of their membership.
- 19.7 Life Membership may be conferred only on Members who meet the following criteria.
  - 19.7.1 The nominee shall have a minimum of fifteen years unbroken membership, or twenty years membership if there has been a break, provided that the total period of membership is at least fifteen years.
  - 19.7.2 At least eight of the following requirements must be satisfied. The nominee shall
    - (a) over a minimum twelve-year period, have attended at least seventy per cent of possible meetings held by the branch or branches of which the nominee is or has been a member
    - (b) have served as a member of a Branch Executive — President, Vice President, Secretary or Treasurer — for a minimum of five years (not necessarily consecutive)
    - (c) have served as a member of a Branch Committee — Branch Executive, Minute Secretary, Program Officer, Publicity Officer, Welfare Officer, Assistant Secretary or Assistant Treasurer or other like position — for a minimum of five years (not necessarily consecutive)
    - (d) have served as a member of the Executive — Chairperson or contact person, Secretary, Secretary-Treasurer or Treasurer — of a Support Group over a period of at least five years (not necessarily consecutive)
    - (e) have served as a member of the Board of Directors for a minimum of four years (not necessarily consecutive) and, during their tenure, attended at least seventy-five per cent of the scheduled meetings of the Board each year unless granted leave of absence

- (f) have served as an executive member of the Board of Directors — State President or State Vice President — for a minimum of two years
- (g) have served on a Board subcommittee for a minimum of two years (not necessarily consecutive)
- (h) within the past five calendar years, have attended at least ten branch meetings or social functions (other than those relating to the nominee's branch) as a Director or an Ordinary Member
- (i) have attended at least one Advisory Meeting each year, and at least one Annual General Meeting of the Association, over a period of at least five years
- (j) have contributed to the running of the Association by assisting on volunteer desks located in public places
- (k) have contributed to the conduct of the Association's training workshops as a voluntary facilitator, overviewer or assessor
- (l) have completed one or more projects of benefit to the Association at no cost
- (m) have contributed to the expansion of the Association by being involved in the successful establishment or rejuvenation of one or more branches and/or support groups.

19.7.3 In their deliberations regarding any nomination for Life Membership, the Board of Directors must consider

- (a) whether, during their period of membership, the nominee has clearly demonstrated that they
  - are a 'team player'
  - conduct themselves in a dignified and proper manner
  - show respect for other members of differing opinions and do not discriminate against other members on the basis of sex, disability, religious or political beliefs, etc.
  - are able to communicate with JPs and members of the public at large in a civilized and hospitable manner in order to command their full respect
- (b) whether the activities cited as meeting the requirements of Clause 19.7.2 were satisfied in an exceptional manner and for the betterment and progress of the Association
- (c) the ways in which the nominee has furthered the Association with their membership and responsibilities and brought goodwill to the Association in the eyes of related bodies, members of the public and government.

19.7.4 Duties and activities carried out by the nominee while serving as an employee of the Association, apart from the casual provision of assistance to the office staff, shall be disregarded for the purposes of evaluation under Clauses 19.7.2 and 19.7.3.

19.8 The Association may in General Meeting from time to time by extraordinary resolution revoke the appointment of any person as a Life Member, and thereupon such person shall cease to be a Life Member of the Association.

19.9 In the event of revocation of the appointment of a Life Member pursuant to this clause, the person may, subject to this Constitution, be and remain an Ordinary Member of the Association liable for the payment of an annual subscription from and including the membership year then current.

## LIFE ASSOCIATE MEMBERS

20 20.1 Notwithstanding the provisions of this Constitution as to the admission of persons to membership of the Association, the Directors may from time to time appoint any person who had been granted Life Membership when they held the Commission of a Justice of the Peace in and for the State of New South Wales, but relinquished same of their own volition or did not seek reappointment at the end of their current appointed term or, having sought reappointment for a further five years, had the application declined for reasons other than an adverse probity finding, to be a Life Associate for life.

20.2 A Life Associate shall not be entitled to vote or accept any elected office within the Association.

20.3 No Life Associate shall, so long as they continue to be a Life Associate, be called on to pay any membership subscription or fee in respect of their membership.

20.4 The Association may from time to time, in a General Meeting by extraordinary resolution, revoke the appointment of any person as a Life Associate and thereupon such person shall cease to be a Life Associate of the Association.

20.5 In the event of revocation of the appointment of a Life Associate pursuant to this clause, the person may, subject to this Constitution, be and remain an Associate Member of the Association liable for the payment of an annual subscription from and including the membership year then current.

## HONORARY MEMBERS

21 An Honorary Member shall mean a person who has temporarily or otherwise been granted honorary privileges of the Association by the Directors and shall be

- (a) a Patron of the Association or a Branch; or
- (b) a member of the Judiciary or of the Bench of Magistrates in New South Wales; or
- (c) a person of distinguished position or attainment who visits the Association; or
- (d) a person holding a Commission of the Peace in another State or Territory of the Commonwealth and a Special Magistrate, Police or other Magistrate resident in such State or Territory.

22 22.1 Honorary Membership to persons set out in Clause 21 above may be granted for a period of up to twelve months, which period may be extended for a further similar period under special circumstances.

22.2 Honorary Members shall be entitled to the social privileges of the Association or any of its Branches and to such other privileges as may from time to time be determined by the Directors, but shall not be entitled to vote or accept any elected office within the Association.

## RIGHTS OF MEMBERS

23 Financial Members only shall be entitled to vote, or alternatively to be represented, in accordance with the provisions of this Constitution at any meeting of the Association. A Financial Member of the Association shall not be a Member of more than one Branch of the Association.

24 The rights of a Member shall be personal and shall not be transferable and shall cease upon their death or otherwise as provided by this Constitution.

## REGISTER OF MEMBERS

25 25.1 The Public Officer of the Association must establish and maintain a Register of Members of the Association specifying the name and address of each person who is a Member of the Association together with the date on which they became a Member.

25.2 The Register of Members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.

## SUBSCRIPTIONS

26 Members shall pay an annual subscription, the amount of which shall from time to time be determined by the Directors for each or any class of membership.

27 Notwithstanding anything herein contained, the Directors shall have the power in their absolute discretion to accept from a Member a reduced subscription under special circumstances.

## GENERAL MEETINGS

28 A General Meeting called the Annual General Meeting shall be held once in every calendar year. The date, time and place shall be determined by the Directors, who shall give at least twenty-one days prior notice to all Members of the Association. The Annual General Meeting shall take place within six months after the end of the financial year. All other General Meetings shall be called Extraordinary General Meetings.

29 A General Meeting may be called on the requisition in writing of at least five per cent of the financial members of the Association in any one financial year.

30 The Directors may, whenever they think fit, convene an Extraordinary General Meeting. A meeting may also be called on the requisition in writing of at least five per cent of the financial members of the Association in any one financial year.

31 The business of the Annual General Meeting shall be

- (a) to receive and consider the financial accounts of the Association and all its Branches, such record to be made up to date not more than six months before such meeting;
- (b) to receive and consider the reports of the Directors and of the Accountants;
- (c) in each odd-numbered calendar year to declare Directors elected according to this Constitution; and
- (d) to transact any other business of which due notice has been given in accordance with this Constitution.

32 No Member shall be at liberty to move any resolution unless they are a financial member of the Association.

33 33.1 No business shall be transacted at any General Meeting unless a quorum of Financial Members is present at the time when the meeting proceeds to the business, save

as is herein otherwise provided. Twenty-five Financial Members personally present shall constitute a quorum for all purposes.

33.2 Only Financial Members whose subscriptions have been received by the State Registrar at least fourteen days prior to the date of a General Meeting and Life Members shall be eligible to vote thereat or hold office.

34 If within half an hour after the time appointed for the holding of a General Meeting the requisite quorum is not present, the meeting if convened on the requisition of Members shall be dissolved and in any other case shall stand adjourned until the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour after the time appointed for the holding of the meeting, those eligible to vote who are present, being not less than ten in number, shall be a quorum and may transact the business for which the meeting was called.

35 The State President, or in their absence the State Vice President, shall be the Chairperson at every General Meeting, but if at any such meeting they are not present within fifteen minutes after the time appointed for holding the meeting, or if they are unwilling or unable so to act, then the Members present shall elect one of their number (preferably a Director) to act as Chairperson of the meeting.

36 The Chairperson shall have the power to call on any Member (preferably a Director) to take the chair for any part of the meeting.

37 The Chairperson, with the consent of any meeting at which the requisite quorum is present, may adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business left unfinished at that meeting.

38 At every General Meeting resolutions put to the vote of the meeting shall be decided upon by a show of hands and, unless a poll is demanded by any three Members present in person and entitled to vote, a declaration by the Chairperson that a resolution has been carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

39 If a poll be demanded in manner aforesaid it shall then be taken in such manner as the Chairperson shall direct and the result of the poll shall be deemed the resolution of the meeting at which the poll was determined and held.

40 In case of equality of votes either on a show of hands or at a poll, the Chairperson of the meeting at which a show of hands has taken place or at which the poll is declared, as the case may be, shall be entitled to a second or casting vote.

41 Every notice convening a General Meeting shall be sent by prepaid post to every Member entitled to attend and vote at General Meetings pursuant to Clause 28 of this Constitution.

42 At least twenty-one days notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the date for which notice is given) specifying the place, the day, the hour of the meeting and, in case of special

- business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Directors to such Members as are entitled to receive such notices, but with the consent of all Members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those Members think fit.
- 43 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any Member shall not invalidate the proceedings at any meeting.
- 44 Except in the election of Directors, a Financial Member may vote in person or by proxy. On a show of hands or on a poll every person present who is a Financial Member or a proxy of a Financial Member shall have one vote.
- 45 A Financial Member who is of unsound mind or whose person or estate is under guardianship or is liable to be dealt with in any way under the law relating to mental health may vote by their legal representative whether on a show of hands or on a poll.
- 46 The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorized in writing. A proxy must be a Member of the Association except as provided by Clause 45 hereof. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 47 Every instrument of proxy shall be in the form prescribed by the Board in the notice of meeting or otherwise in a form complying with the model constitution.
- 48 The instrument appointing a proxy and a certified copy of the power of attorney or other authority, if any, under which it is signed or duly verified shall be deposited at the Association's principal place of administration, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 49 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at its principal place of administration or at such other place within the State as is specified for that purpose in the notice convening the meeting before the commencement of the meeting or adjourned meeting at which the instrument is used.
- DIRECTORS**
- 50 The business management and operation of the Association shall be carried out by the Directors, who shall meet together and exercise all the powers of the Association as are not by the Act or by this Constitution required to be exercised by the Association in General Meeting. No regulation made by the Association in General Meeting shall invalidate any prior act of the Directors that would have been valid if that regulation had not been made.
- 51 The Board of Directors shall consist of a State President, a State Vice President and a further seven Directors and they shall be elected as set out herein.
- 52 The Association shall have the power to increase or decrease the size of the Board of Directors by Special Resolution.
- 53 53.1 To be elected to the office of State President, State Vice President or Director a Member must be nominated and seconded in writing by two Financial Members of the Association and must endorse such nomination that they are prepared to stand for election.
- 53.2 The Returning Officer for any election of Directors shall be appointed by resolution of the Board.
- 53.3 The method and timetable for the calling of nominations for the positions of State President, State Vice President and Directors for the ensuing two-year term, as well as the method of issuing the ballot papers to Members entitled to vote, shall be determined by the Board of Directors no later than 31 March in the odd-numbered calendar year in which the ballot is to be held.
- 53.4 No member shall qualify for election to State President or State Vice President unless they have served at least two years as a member of the Board of Directors of the Association, except where no nominations from qualified members have been received in which case the nomination of any Financial Member who has been a member of the Association for at least two years may be accepted.
- 53.5 A Member nominating for the office of State President and/or State Vice President may also nominate for the position of a Director if they so wish. In the event of their being elected to the higher office any votes cast in their favour for the position of a Director of the Association shall be totally disregarded for the purposes of the election of the Directors.
- 54 54.1 The State President, State Vice President and Directors shall be elected by a majority of primary votes of Financial Members cast at a secret ballot, and the ballot shall be declared at the Annual General Meeting of the Association. In the event of a tied vote the election shall be determined on a draw out of the hat by the Returning Officer.
- 54.2 The ballot for election of State President, State Vice President and Directors shall close at 5.00 pm on a day no later than thirty-one days prior to the Annual General Meeting, the actual date to be determined by the Board of Directors.
- 54.3 In the event there are insufficient candidates for election to the Board, the Board at its discretion may defer the election to a future date until the requisite number of candidates is achieved. In this event the Directors due to retire at the Annual General Meeting will remain in office until the election is held.
- 54.4 The State President shall be the Chairperson of all meetings. In the absence of the State President the State Vice President shall be the Chairperson.
- 55 Subject to the requirement of the Act each Director shall hold office for two years, and
- (a) the State President, State Vice President and all Directors shall retire at the Annual General Meeting held in the odd-numbered calendar year;
- (b) if otherwise eligible the State President, State Vice President and Directors may offer themselves for re-election.

- 56 56.1 Should the State President be unable to remain in office for their elected term for whatever reason, the State Vice President shall become the State President for the remainder of the term and the Directors will elect one of their number to be the State Vice President for the remainder of the term for which the State Vice President was elected. Any vacancy so created shall then be filled in accordance with Clause 56.2.
- 56.2 If the State Vice President and/or any one or more of the Directors declared elected do not for any reason continue in office until the next Annual General Meeting held in the odd-numbered calendar year, any casual vacancy may be filled by a Financial Member after a decision of the remaining Directors in meeting.
- 56.3 The State President, State Vice President and/or Director so elected shall retire at the next Annual General Meeting held in the odd-numbered calendar year, but, being eligible, may offer themselves for re-election.
- 57 Without prejudice to the general powers conferred, but subject to the limitations imposed by Clause 50 and of the other powers conferred by the Constitution, it is hereby expressly declared that the Directors shall have the power to invest and deal with any of the moneys of the Association not immediately required for the purpose thereof upon such securities and in such manner as they may think fit and from time to time to vary or realize such investments.
- 58 The Directors shall cause minutes to be made
- (a) of all appointments of Officers;
  - (b) of the names of all Directors present at all meetings of the Association, of the Directors and of any committee of Directors;
  - (c) of all proceedings of all meetings of the Association and of the Directors, including the names of Members in attendance in person or by proxy, and such Minutes shall be adopted and signed as a true record by the Chairperson of the meeting at which the proceedings were held or the Chairperson of the next succeeding meeting.
- 59 The Directors shall have the power to appoint committees chaired by Directors. Such committees shall have no powers other than to consider any matters referred to them by a Board meeting and to report the result of its deliberation back to a subsequent Board meeting.
- 60 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any one of the State President, State Vice President or Directors, and countersigned by one of the designated staff members, appointed by the Directors, or in such other manner as the Directors may from time to time determine.
- 61 Subject to these regulations, questions arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed to be a determination by the Directors. In the case of equality of votes the Chairperson shall have a second or casting vote.
- 62 The Directors shall meet at least four times per year.
- 63 A Director shall not vote in respect of any contract or proposed contract with the Association in which they have an interest or any matter arising thereat and if they do so their vote shall not be counted.
- 64 The quorum necessary for transacting business of the Directors shall be five.
- 65 If at any meeting of the Directors the State President and the State Vice President are not present within ten minutes of the time appointed for holding the meeting, the Directors may choose one of their number to be the Chairperson of the meeting.
- 66 66.1 All acts done by any meeting of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director.
- 66.2 A resolution in writing signed by all the Directors entitled to vote at a meeting of Directors shall be as valid and effectual as if it had been passed at a meeting the Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.
- 67 67.1 The Office of Director of the Association shall become vacant if the Member
- (a) becomes bankrupt or insolvent or suspends payment or compounds with their creditors;
  - (b) becomes of unsound mind or of such infirm health as to be incapable of managing their affairs;
  - (c) non-performance of duty as a Director within the meaning of this Constitution;
  - (d) becomes prohibited from being a Director by reason of any order made under the Act;
  - (e) by notice in writing to the Board of Directors resigns their office;
  - (f) is convicted of a felony;
  - (g) is interested directly or indirectly within the meaning of the Act in any contract with the Association or participates in the profits of any contract with the Association;
  - (h) ceases to be a Member of the Association.
- A Member of the Association shall not, however, vacate their Office by reason of their being a member of any corporation, firm, society or association which has entered into contracts with or done work for the Association if they have declared the nature of their interest in the manner required by the Act.
- 67.2 67.2.1 The Association in General Meeting may by resolution remove the State President and/or State Vice President and/or any Director from office before the expiration of their term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the person so removed.
- 67.2.2 If a Member of the Board to whom a proposed resolution referred to in Clause 67.2.1 relates makes representation in writing to the State Registrar (not exceeding 600 words) and requests that the representation be notified to

the Members of the Association, the State Registrar shall send a copy of the representation to each Member of the Association or, if the representation is not so sent, the Member is entitled to require that the representation be read out at the meeting at which the resolution is considered.

- 68 The State Registrar shall cause an Attendance Book to be maintained for Directors present at each meeting to record their presence.
- 69 It shall be lawful for the Directors to refer to mediation or arbitration any claim or demand by or against the Association and to implement any decision arising therefrom.
- 70 It shall be lawful for the Directors from time to time to appoint any person or persons to be attorneys or agents of the Association with such powers and upon such terms as they deem necessary.

### **STATE REGISTRAR AND SECRETARY**

- 71 The Directors shall select from the Members of the Association a suitable person to act as State Registrar and Secretary of the Association upon such terms and conditions as the Directors think fit. Nothing herein shall prevent the Directors from appointing a Member of the Association as Honorary Secretary.
- 72 The State Registrar shall be entitled to be present at all meetings of the Directors and Advisory Meetings, but shall not be entitled to vote at any meeting of the Directors unless the State Registrar is a Director in their own right.

### **FINANCIAL CONTROLLER**

- 73 The State President shall appoint from among the Members of the Association a suitable person to act as Financial Controller of the Association upon such terms and conditions as the Directors think fit.

### **HONORARY SOLICITOR**

- 74 The Directors shall appoint a Solicitor to act as Honorary Solicitor of the Association. Such Solicitor shall be entitled to attend all meetings of the Directors, Advisory Meetings and Association on the invitation of the State President, but shall not be entitled to vote.

### **THE SEAL**

- 75 The Directors shall provide for the safe custody of the Seal. The Seal shall only be used by the authority of the Directors previously given and in the presence of one of the Directors, who shall sign every instrument to which the Seal is affixed, and every such instrument shall be countersigned by a second Director or by the Secretary or some other person appointed for that purpose by the Directors.

### **ACCOUNTS**

- 76 The Directors shall, in compliance with the Act, cause proper accounts to be kept with respect to
- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place;
  - (b) all sales and purchases of goods by the Association;
  - (c) the assets and liabilities of the Association.
- 77 The accounts shall be kept at the Association's principal place of administration or at such other place or places as the Directors think fit and shall always be open to inspection by the Directors.
- 78 At least once a year the Board must cause a record of the financial accounts of the Association to be prepared by a member of one of the major accountancy bodies who holds a practising certificate and then, unless otherwise requested in writing by at least five per cent of the financial members of the Association in any one financial year to prepare a general-purpose financial report, to have a special-purpose financial report prepared for presentation to members in accordance with Clause 86 herein.
- 79 A copy of the financial accounts, which are to be laid before the Association at the Annual General Meeting, shall be sent to all persons entitled to receive notice of General Meetings of the Association not less than twenty-one days before the meeting.

### **NOTICES**

- 80 A notice may be served by the Association upon any Member either personally or by sending a notice by registered post to the Member at their place of residence last known to the Association.

### **LOCAL BRANCHES, SUPPORT GROUPS AND REPRESENTATIVES**

- 81 The Directors may set up, constitute, control and arrange Branches, Support Groups or Representatives of the Association at such places as it thinks fit and may make or approve such Board Directives, rules and regulations as in its opinion are necessary for the proper control, administration and management of the affairs of such Branches, Support Groups or Representatives and may amend or rescind from time to time any such Board Directives, rules and regulations; provided, however, that nothing hereinbefore contained shall prevent the Directors from ratifying the Constitution of any Branch existing at the date of this Constitution. Branch or Support Group Presidents or Coordinators and their Committees shall have the power to control Branch or Support Group activities and shall be responsible to the Directors.

### **WINDING UP**

- 82 82.1 The Association shall be wound up voluntarily if a Special Resolution is passed requiring the Association to be so wound up.

82.2 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the Directors of the Association at or before the time of dissolution, and in default thereof by the Chief Judge in Equity or a Judge of the Supreme Court in Equity having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

## **INDEMNITY**

83 Every Director or Officer of the Association or any person (whether an Officer of the Association or not) employed by the Association shall be indemnified out of the funds of the Association against all liability incurred by them as such Member of the Association, State Registrar, Officer or employee in defending any proceedings whether civil or criminal in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted them by the Court.

## **ALTERATION OF OBJECTS AND CONSTITUTION**

84 The statement of the objectives and this Constitution may be altered, rescinded or added to only by a Special Resolution of the Association.