

NATIONAL COUNCIL OF WOMEN

of

NEW SOUTH WALES INC.

CONSTITUTION

Rules and By-laws

Adopted:

3rd June 2021

# INCORPORATION

## ASSOCIATIONS INCORPORATION ACT 1984

Section 17 (1)

NEW SOUTH WALES



CORPORATE AFFAIRS COMMISSION

### CERTIFICATE OF INCORPORATION

Registered No: Y05818-20

This is to certify that

THE NATIONAL COUNCIL OF WOMEN OF NEW SOUTH WALES INC.

is on and from the twenty-eighth day of November 19 88

incorporated under the ASSOCIATIONS INCORPORATION ACT, 1984.

Given under the seal of the Corporate Affairs Commission at Sydney.

This twenty-eighth day of November 19 88.



A person authorised by the  
Corporate Affairs Commission of New South Wales



## INDEX

	<b>Page</b>	<b>Clause</b>
Alterations of objects and rules	15	18
Annual General Meeting	12	12.1
Application of Income and property	15	17
Appointments	18	4 (By-laws)
Branches	14	14
Bylaws	18	
Calling of Meetings	12	12
Casual Vacancies	11	10.13
Cessation of Membership	8	5.10
Coordinator of Standing Committees	19	5 (By-laws)
Custody of Books	16	20
Disciplining of Members	9	8
Executive Committee and Officers	10	10
Executive Committee Meetings	13	12.4
Elections	19	7 (By-laws)
Fees, Subscriptions, etc.	7	5.7
Funds – Management	15	16
Funds – Source	14	15
Honorary Life Members	7	5.5.2
Honorary Members	7	5.5.3
Income and Property	15	17.1
Inspection of Books	16	21
Life Vice-Presidents of NCWA	7	5.5.4
Matters of Urgency	12	11
Membership	6	5

Member's Liability	8	5.9
Membership Qualifications	6	4
Method of Work	6	3
Motto	18	
Name	6	1
Notice of meetings	13	12.5
Objects	4	
Office Bearers of Executive Committee	11	10.3
Ordinary General Meetings	12	12.2
Policy	6	2
Patron	7	5.5.1
Presiding Member	13	12.7
Proxies	8	6.7
Public Officer	7, 16	5.6.1, 20(a)
Quorum	12, 13	11.2, 12.6
Register of Members	7	5.6
Resolution of Internal Disputes	9	7
Right of Appeal of Disciplined Member	10	9
Service of Notices	16	22
Signatories of cheques	14	15.5
Special General Meetings	12	12.3
Special Resolution	16	19
Standing Committees and Committees	13	13
Termination of Membership	8	5.8
Treasurer	14	15.2
Voting Rights	8	6

## OBJECTS

1. To promote such conditions of life as will ensure all people, especially women and children, have an opportunity for full and free development.
2. To uphold social, civil, and ethical values in the community.
3. To promote the interests and advancement of women.
4. To form a link with National Councils of Women in other states and countries through the National Council of Women of Australia Limited (*hereinafter called NCWA*) and the International Council of Women (*hereinafter called ICW*).

## DEFINITIONS AND ABBREVIATIONS

**AGM** – Annual General Meeting

**Act** –Associations Incorporation Act 2009 or Associations Incorporation Regulation 2016

**Adviser** – a person appointed for a particular interest or expertise to generate or assist in formulating policy or generated activity on a particular topic

**Affiliated Organisation** – a financial entity choosing to join National Council of Women of New South Wales Inc.

**Branch** – a formation of either Individual Members or Affiliated Organisations from a geographic area of New South Wales who choose to come together to work within the objects of NCW NSW

**Office bearers:** As per 14(3) of the Association Incorporation Regulation 2016 (a) the President, (b) the Vice Presidents, (c) the Honorary Treasurer, (d) the Honorary Secretary

**Executive Committee** – Individual Members and delegates from Affiliated Organisations who form the governing body of NCW NSW

**Council** – National Council of Women of New South Wales Inc. in a convened meeting

**Deputy** – someone tasked by the President of NCW NSW to perform a particular task in relation to an activity of NCW NSW, which could include a meeting or an event or in a representational role involving an external organisation

**Humanitarian** – *adj.* having concern for or helping to improve the welfare and happiness of people; of or relating to ethical or theological humanitarianism; pertaining to the saving of human lives or to the alleviation of suffering; a humanitarian crisis

*Noun* – a person actively engaged in promoting human welfare and social reforms, as a philanthropist; a person who professes ethical or theological humanitarianism

**ICW** – International Council of Women (the entity to which National Council of Women of Australia is the national affiliate)

**Individual Member** – an individual choosing to join National Council of Women of New South Wales Inc.

**NCWA** – National Council of Women of Australia Limited

**NCW NSW** – National Council of Women of New South Wales Inc.

## **RULES**

### **Clause 1. Name**

This entity shall be called: National Council of Women of New South Wales Inc. (*hereinafter called "NCW NSW"*).

### **Clause 2. Policy**

NCW NSW is established in the interest of no one particular social, political or religious organisation. It has no power over the organisations, voluntary bodies, societies or associations or individuals that become members of NCW NSW.

### **Clause 3. Method of Work**

The methods of work may include activities to:

- 3.1 Form Standing Committees in accordance with the Standing Committees of the ICW, and also such ad hoc committees as may be required from time to time
- 3.2 Convene conferences and meetings
- 3.3 Submit to State and Local Government recommendations for the amendment of the law and its administration
- 3.4 Make representations and submissions for national reforms through the NCWA and State and Local Government reforms to the appropriate authorities
- 3.5 Work with other organisations, where necessary, to achieve measures to fulfil the Objects.

### **Clause 4. Membership Qualifications**

Membership of NCW NSW shall be open to:

- 4.1 All organisations (whether a voluntary or corporate association) with objects in agreement with the objects of NCW NSW. Upon approval as a member of NCW NSW such organisations become an "Affiliated Organisation" of NCW NSW
- 4.2 Any person of whom the Executive Committee of NCW NSW shall approve shall hereinafter be called an "Individual Member"
- 4.3 The term "Individual Member" includes Honorary Life Members.

### **Clause 5. Membership**

- 5.1 An Application for Membership as an Affiliated Organisation shall be in writing in the form prescribed by the Executive Committee of NCW NSW accompanied by the required fee, a copy of its Constitution and its last Annual Report.
- 5.2 An Application for Membership as an Individual Member shall be in writing in the form prescribed by the Executive Committee of NCW NSW accompanied by the required fee.
- 5.3 Acceptance of membership of an Affiliated Organisation or an Individual Member shall be a two-thirds majority of the members of the Executive Committee of NCW NSW present at an Executive Meeting.

- 5.4 Each Affiliated Organisation shall be represented on NCW NSW by two delegates appointed by that Affiliated Organisation. Affiliated Organisations may nominate delegates as Advisers to NCW NSW.
- 5.5 NCW NSW may, at its discretion, include in its membership:
- 5.5.1 Patron
  - 5.5.2 Honorary Life Members
  - 5.5.3 Honorary Members
  - 5.5.4 Life Vice-Presidents of NCWA
  - 5.5.5 Office Bearers of ICW and Office Bearers of NCWA who are resident in New South Wales and whilst they hold office.

For the purposes of this Clause the following meanings shall apply:

- 5.5.1 Patron – The Governor of New South Wales, if the position is held by a woman, or the wife of the Governor of New South Wales.
- 5.5.2 Honorary Life Members – On the recommendation of the Executive Committee, NCW NSW may confer the privilege of Honorary Life Member on any member who it may deem to have rendered valuable service to NCW NSW either by length of service or in other ways.
- 5.5.3 Honorary Members – On the recommendation of the Executive Committee, NCW NSW may invite any woman member of the New South Wales Parliament or any woman of the Australian Parliament elected to represent New South Wales or any other woman resident of New South Wales holding public office to become an Honorary Member of NCW NSW during her term of office.
- 5.5.4 Life Vice-Presidents of NCWA – Life Vice-Presidents of NCWA who reside in New South Wales are entitled to membership of NCW NSW.
- 5.5.5 The term ‘office bearers’ of ICW and NCWA shall be taken to mean elected members of the ICW Executive Committee and the Board Members of NCWA.
- 5.6. Register of Members
- 5.6.1 The Public Officer or Honorary Secretary of NCW NSW shall establish and maintain a register of members of NCW NSW specifying the name and address of each Affiliated Organisation and Individual Member together with the date membership commenced, financial status and where applicable, date of resignation.
  - 5.6.2 The register shall be kept at the principal place of administration of NCW NSW and shall be open for inspection, free of charge, by any member of NCW NSW at a reasonable hour.
- 5.7 Fees, Subscriptions etc.
- 5.7.1 The annual subscription for Affiliated Organisations and for all Individual Members shall be from time to time determined by the



executive committee and shall be payable within the first two months of the commencement of NCW NSW's financial year.

## 5.8 Termination of Membership

- 5.8.1 The membership of an Affiliated Organisation or an Individual Member may be terminated by the Member giving to NCW NSW notice in writing of intention to resign but no Affiliated Organisation or Individual Member shall be entitled to any refund of subscription or portion thereof.
- 5.8.2 NCW NSW reserves to itself the right to terminate the membership of any Affiliated Organisation or any Individual Member in accordance with Clause 8.4.
- 5.8.3 The Executive Committee may at any time terminate the membership of any Honorary Member, after giving at least seven (7) days' notice in writing to such member and after hearing representations by them or on their behalf.

## 5.9 Member's Liability

- 5.9.1 The liability of a Member of NCW NSW to contribute towards the payment of the debt and liabilities of NCW NSW and the costs, charges and expenses of the winding up of NCW NSW is limited to the amount, if any, unpaid by the Member in respect of members of NCW NSW as required by Clause 5.7.1.

## 5.10 Cessation of Membership

- 5.10.1 An Affiliated Organisation or Individual Member ceases to be a Member of the Council if:
  - 5.10.1.1 The Affiliated Organisation ceases to exist
  - 5.10.1.2 The Individual Member dies
  - 5.10.1.3 The Affiliated Organisation or the Individual Member resigns
  - 5.10.1.4 The membership is terminated.

## **Clause 6. Voting Rights**

The following persons shall be entitled to vote on all matters before NCW NSW:

- 6.1 Each delegate of a financial Affiliated Organisation or Branch shall have two votes.
- 6.2 Each financial Individual Member shall have one vote.
- 6.3 Each Honorary Life Member shall have one vote.
- 6.4 Each Office bearer of ICW and NCWA resident in New South Wales and whilst holding office shall have one vote.
- 6.5 The President of NCW NSW or in her absence the Chair of the meeting shall have a vote, but not a casting vote.
- 6.6 In the event of an equality of votes the vote is deemed to be lost.
- 6.7 There is no provision for proxy voting.
- 6.8 Voting at meetings of NCW NSW shall be by those present, either in person or by electronic means.

## **Clause 7. Resolution of Disputes**

- 7.1 A dispute between a member and another member (in their capacity as members) of NCW NSW, or a dispute between a member or members and NCW NSW, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- 7.2 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 7.3 The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **Clause 8. Disciplining of Members**

- 8.1 A complaint may be made to the Executive committee by any person that is a member of NCW NSW on the following basis – that a member of the council:
  - 8.1.1 has refused or neglected to comply with a provision or provisions of this constitution
  - 8.1.2 has wilfully acted in a manner prejudicial to the interests of NCW NSW.
- 8.2 The Executive Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 8.3 If the Executive Committee decides to deal with the complaint, the Executive Committee must:
  - 8.3.1 cause notice of the complaint to be served on the member concerned
  - 8.3.2 give the member at least 14 days from the time the notice is served within which to make submissions to the executive committee in connection with the complaint
  - 8.3.3 take into consideration any submissions made by the member in connection with the complaint.
- 8.4 The Executive Committee may, by resolution, expel the member from NCW NSW or suspend the 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 and the expulsion or suspension is warranted in the circumstances.
- 8.5 If the Executive Committee expels or suspends a member, the Honorary Secretary must, within 7 days after the action is taken cause written notice to be given to the member of the action taken, of the reasons given by the Executive Committee for having taken that action and of the member's right of appeal under Clause 12.
- 8.6 The expulsion or suspension does not take effect:
  - 8.6.1 until the expiration of the period within which the member is entitled to appeal against the resolution concerned

- 8.6.2 if within that period the member exercises the right of appeal, unless and until the NCW NSW confirms the resolution under Clause 12, whichever is the later.

### **Clause 9. Right of Appeal of Disciplined Member**

- 9.1 A member may appeal to NCW NSW in general meeting against a resolution of the Executive Committee under subclause (8.1), within 7 days after notice of the resolution is served on the member, by lodging with the Honorary Secretary a notice to that effect.
- 9.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 9.3 On receipt of a notice from a member under subclause (9.1), the Honorary Secretary must notify the Executive Committee, which is to convene a general meeting of NCW NSW to be held within 28 days after the date on which the Honorary Secretary received the notice.
- 9.4 At a general meeting of NCW NSW convened under subclause (9.3):
- (a) no business other than the question of the appeal is to be transacted
  - (b) the Executive Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 9.5 The appeal is to be determined by a simple majority of votes cast by members of NCW NSW.

### **Clause 10. Executive Committee and Officers**

- 10.1 The management and control of the policy and business of NCW NSW shall, subject to these Rules, be vested in the Executive Committee, which may exercise such powers and discretion and do such acts and things as are not required to be done by the Council.
- 10.2 The Executive Committee shall comprise:-
- 10.2.1 The President (Ex Officio)
  - 10.2.2 The Immediate Past President (for 12 months only, immediately following term as President)
  - 10.2.3 Two (2) Vice-Presidents (Ex Officio)
  - 10.2.4 The Honorary Secretary (Ex Officio) and one Recording Secretary (Appointed)
  - 10.2.5 The Honorary Treasurer (Ex Officio)
  - 10.2.6 Eight (8) persons elected from those delegates representing the Affiliated Organisations
  - 10.2.7 The elected representative of the Individual Members
  - 10.2.8 The State Coordinator of Standing Committees (Elected)
  - 10.2.9 The Honorary Editor. (Appointed)

- 10.3 The Office Bearers of the Executive Committee being:
- 10.3.1 The President
  - 10.3.2 Two Vice-Presidents
  - 10.3.3 The Honorary Secretary
  - 10.3.4 The Honorary Treasurer.
- 10.4 The President, elected annually at the Annual General Meeting, shall hold the office for no more than three (3) consecutive years.
- 10.5 A person nominating for President shall be eligible for the office once she has served at least one (1) year on the Executive Committee, within the last five (5) years.
- 10.6 A Vice-President shall hold office as such for no more than three (3) consecutive years and shall have already served at least one (1) year on the Executive Committee before standing for election.
- 10.7 The Honorary Secretary may hold office up to a maximum of six years.
- 10.8 The Honorary Treasurer may hold office up to a maximum of six years unless there are exceptional circumstances as approved by the Executive Committee.
- 10.9 A person elected as a member of the Executive Committee shall not hold that position for more than six (6) years. She may be eligible to hold office as an office bearer in a different capacity. Executive Committee tenure, in any capacity, is a maximum of ten (10) years.
- 10.10 The eight (8) delegates elected to the Executive Committee shall be elected from eight (8) different affiliated organisations.
- 10.11 The Executive Committee shall have power to fill all casual vacancies until the next Annual General Meeting.
- 10.12 Each member of the Executive Committee shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 10.13 A casual vacancy in the office of a member of the Executive Committee occurs if the member:
- 10.13.1 dies
  - 10.13.2 ceases to be a member of the NCW NSW
  - 10.13.3 if she becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with her creditors or makes an assignment of her remuneration for their benefit
  - 10.13.4 resigns office by notice in writing given to the Honorary Secretary
  - 10.13.5 is removed from office under Clause 5, Rule 5.10.1.4
  - 10.13.6 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
  - 10.13.7 is absent without consent of the Executive Committee for all meetings of the Executive Committee held in a period of six (6) months.
- 10.14 All members of the Executive Committee with voting rights shall be entitled to one vote only in deliberations of the Executive Committee.

- 10.15 All nominations for any position must be nominated and seconded by current financial Members on a form prescribed by the Executive Committee.
- 10.16 Nominations for delegates from Affiliated Organisations to the Executive Committee can only be made by the authorised members of that organisation.

### **Clause 11. Matters of Urgency**

- 11.1 In matters of urgency and where it is not practicable to call a meeting of the full Executive Committee, the Office Bearers may act and shall report such action to the next meeting of the Executive Committee.
- 11.2 A quorum for a meeting of the Office Bearers under this clause shall be three (3), one of whom shall be the President or appointed deputy.

### **Clause 12. Calling of Meetings**

- 12.1 Annual General Meeting
- 12.1.1 The Annual General Meeting shall be held in accordance with the NSW Associations Incorporation Act.
- 12.1.2 The business of the Annual General Meeting shall be:
- (a) To confirm the minutes of the last Annual General Meeting and of any Special General Meeting held since that meeting
  - (b) To receive from the Executive Committee annual reports on the activities of NCW NSW during the preceding year
  - (c) To elect Office Bearers of NCW NSW
  - (d) To elect members of the Executive Committee
  - (e) To receive and consider the financial statement which is required under Section 26(6) of the Associations Incorporation Act
  - (f) Any other business that may be transacted at an Annual General Meeting
  - (g) Voting for Office Bearers and Executive Committee shall be by electronic means only.
- 12.2 Ordinary General Meetings
- 12.2.1 Meetings of NCW NSW shall be held at least monthly from February to November inclusive, at times and places to be arranged by the Executive Committee.
- 12.2.2 Meetings of NCW NSW may be held as face-to-face meetings or by electronic means or a combination of both. In the event of the latter taking place forty-eight (48) hours' notice of the meeting must be given and those attending via electronic facilities will be deemed to be present at the meeting and their vote recorded accordingly.
- 12.2.3 A Recording Secretary may be appointed to record relevant details and discussions of a Council meeting.
- 12.3 Special General Meetings
- 12.3.1 A Special General Meeting of NCW NSW may be summoned by the President and Honorary Secretary at any time, or by the Honorary

Secretary upon the written requisition of the delegates from five (5) Affiliated Organisations stating the business to be put before the meeting and provided that such business be within the scope of the Constitution of NCW NSW. The requisition shall be signed by the delegates making the requisition and shall be lodged with the Honorary Secretary. Such meetings may be face-to-face, by electronic means or a combination of both. Members attending by either of these means will be deemed to be present and their votes recorded accordingly.

#### 12.4 Executive Committee Meetings

12.4.1 Where possible meetings of the Executive Committee shall be held at least monthly from February to November inclusive, at times and places as may be arranged by the Executive Committee. Special Meetings of the Executive Committee may be summoned by the President and Honorary Secretary at any time or by the Honorary Secretary upon the request of any five (5) members thereof at any time. This may include meeting by electronic means, where necessary.

#### 12.5 Notice of Meeting

12.5.1 Subject to these Rules, at least seven (7) days' notice shall be given of all meetings of NCW NSW and at least three (3) days' notice of all meetings of the Executive Committee.

#### 12.6 Quorum

12.6.1 At least fifteen (15) members shall be present to form a quorum at a meeting of NCW NSW. Failing a quorum, the meeting may be called together again at a date to be decided upon by those present.

12.6.2 Nine (9) voting members shall be present at a meeting of the Executive Committee to form a quorum.

#### 12.7 Presiding Member

12.7.1 The President, or in the President's absence, a Vice-President shall preside as Chairman of each General Meeting and Executive Meeting of NCW NSW.

12.7.2 If the President or any Vice-President is absent or unwilling to act, the members present shall elect one of their number to preside as Chairman of the meeting.

### **Clause 13. Standing Committees and Committees**

13.1 The form and functions of the Standing Committees may follow the guidance and form of NCWA and/or ICW. This does not exclude the Executive Committee from forming committees or appointing Advisers and Convenors relevant to the situation in New South Wales.

13.2 The Executive Committee may appoint Advisers for:

- 13.2.1 The division, classification and furthering of the work of NCWA and/or ICW
- 13.2.2 Furthering the work of NCW NSW.
- 13.3 The Council and/or the Executive Committee shall have the power to appoint such subcommittees as may be necessary and then such subcommittees to submit recommendations to the Executive Committee for approval.
- 13.4 The Executive Committee shall have the power to appoint as Advisers, members of Affiliated Organisations and Individual Members.
- 13.5 The President shall be an ex-officio member of all Committees and subcommittees and may be represented at these meetings by a member of the Executive Committee.

**Clause 14. Branches**

- 14.1 The Executive Committee may consent to the establishment of a Branch in any geographic area of New South Wales provided that there be at least three (3) organisations to affiliate with it.
- 14.2 The Executive Committee may consent to the establishment of a Branch, anywhere in New South Wales where Individual members of NCW NSW, of at least five (5) in number, in a geographic area in New South Wales, express their wish to establish a Branch.
- 14.3 Branches shall conform to the objects and general policy of the Council and to the Branch Rules as determined by the Executive Committee.
- 14.4 Continuation of the Branch is at all times at the discretion of The Executive Committee.

**Clause 15. Funds – Source**

- 15.1 The Executive Committee shall have control of the financial affairs and property of NCW NSW and shall have the power to acquire and dispose of property, to spend and invest monies in appropriate Trust investments and to enter into contracts and to open banking accounts.
- 15.2 The Honorary Treasurer shall keep proper books of account and shall present to the:
  - 15.2.1 Executive Committee – a monthly statement of receipts and expenditure
  - 15.2.2 Annual General Meeting – a Balance Sheet and Statement of Income and Expenditure for the year in accordance with the requirements of the Associations Incorporation Act.
- 15.3 The Honorary Treasurer shall be responsible for all monies received on behalf of NCW NSW and for the deposit and record of such monies to the credit of bank accounts of NCW NSW.
- 15.4 The Honorary Treasurer shall be responsible for all expenditure and shall authorise payment of accounts. Payments shall be by cheque or electronic means.
- 15.5 The Executive Committee shall appoint four (4) signatories, any two (2) of whom shall be authorised to operate the bank accounts of NCW NSW. One of the signatories shall be the Honorary Treasurer and the other three (3) shall be the President and/or a Vice-

President and/or The Honorary Secretary. The Honorary Treasurer should be a signatory to all cheques and other actions requiring bank authorisation, but where this is not practicable, any two (2) of the other three (3) signatories may act.

- 15.6 All contracts in writing and documents dealing with property shall, after the authority of the Executive Committee has been obtained, be signed on its behalf by the President or one of the Vice-Presidents and by the Honorary Treasurer and Honorary Secretary.
- 15.7 The financial year shall commence on the 1st day of July and shall expire on the 30th day of June of the following year.

#### **Clause 16. Funds – Management**

- 16.1 Subject to any resolution passed by NCW NSW in general meeting, the funds of NCW NSW shall be used in pursuance of the Objects of NCW NSW in such manner as the Executive Committee determines.
- 16.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments including those using electronic means shall be signed, or executed, by any two (2) members of the Executive Committee, being members authorised to do so by the Executive Committee under Clause (15.5).

#### **Clause 17. Application of Income and Property**

- 17.1 The income and property of NCW NSW, howsoever derived, shall be applied solely towards the promotion of the Objects of NCW NSW as set forth in these Rules and no portion thereof shall be paid, transferred either directly or indirectly by way of dividend or otherwise whatsoever by way of profit to the persons who at any time are or have been members of NCW NSW.
- 17.2 If upon the winding up or dissolution of NCW NSW there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of NCW NSW but shall be given or transferred to some registered or exempted charitable institution or institutions having similar Objects to the Objects of NCW NSW to be determined by the members of NCW NSW at or before the time of winding up or dissolution and in default thereof by any Judge of the Supreme Court of New South Wales.

#### **Clause 18. Alterations to Objects and Rules**

- 18.1 The Objects and Rules may be amended only by Special Resolution of the Council at an AGM or Special General Meeting.
- 18.2 Notice of any proposed amendment to the Objects and Rules shall be given in writing to the Honorary Secretary at least two (2) calendar months before the meeting at which such Special Resolution is to be considered.



- 18.3 The Honorary Secretary shall forward to the delegates of each Affiliated Organisation and to each Individual Member a copy of such notice not less than thirty (30) days before such a meeting.

### **Clause 19. Special Resolution**

A resolution of NCW NSW is a Special Resolution if: -

- 19.1 it is passed by a majority which comprises not less than seventy-five (75%) percent of such members of NCW NSW as, being entitled under these Rules to do so in person, at an Ordinary General Meeting of which not less than twenty-one (21) days written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with these Rules
- 19.2 it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in Rule 19.1., the resolution is passed in a manner specified by the Commissioner.

### **Clause 20. Custody of Books etc.**

- 20 Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
- (a) at the main premises of the association, in the custody of the Public Officer or a member of NCW NSW (as the committee determines)
  - (b) at NCW NSW's official address, or if NCW NSW has no premises, in the custody of the Public Officer.

### **Clause 21. Inspection of Books, etc.**

- 21.1 The following documents must be open to inspection, free of charge, by a member of NCW NSW at any reasonable hour:
- (a) records, books and other financial documents of NCW NSW
  - (b) this constitution
  - (c) minutes of all committee meetings and general meetings of NCW NSW.
- 21.2 A member of NCW NSW may obtain a copy of any of the documents referred to in 21.1 on payment of a fee of not more than ONE DOLLAR (\$1) for each page copied.
- 21.3 Despite 21.1 and 21.2, the Executive Committee may refuse to permit a member of NCW NSW to inspect or obtain a copy of records of NCW NSW that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of NCW NSW.

### **Clause 22. Service of Notices**

- 22.1 Any member who has not provided to the registered office a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of NCW NSW may be served or sent is not entitled to receive any notice.
- 22.1.2 A notice may be given by NCW NSW to any member by:
- (a) serving it on the member personally
  - (b) sending it by post to the member or leaving it at the member's address as shown in the Register or the address supplied by the member for the giving of notices
  - (c) transmitting it electronically to the electronic mail address given by the member to NCW NSW for the service of notices.
- 22.1.3 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
  - (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
  - (c) in the case of a notice sent by 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.

**END RULES**

# By-Laws

Historic motto – *“Do unto others as you would have them do unto you.” (Since 1896)*

## 1. Memberships

1.1 The ‘Life’ Membership category will be ‘grandfathered’ under the revised Constitution until such time as those members are deceased or may choose to resign their memberships. Until such time they are considered to be individual members for voting purposes.

## 2. Affiliated Organisations

2.1 Delegates of Affiliated Organisations, the names of whom shall be notified in writing to the Honorary Secretary, NCW NSW within one month of notification to the Affiliated Organisation of its acceptance as a Member, shall be recorded as such.

Thereafter such delegates may be altered from time to time.

2.2 It is desirable that all delegates to NCW NSW represent one association only.

2.3 Affiliated Organisations are encouraged to:

- (a) bring forward suggested policy and regulatory framework changes for discussion by the Council
- (b) share their public events and activities with other members of NCW NSW, both Affiliated Organisations and Individuals
- (c) contribute articles for inclusion in NCW NSW e-news and newsletters.

## 3. Individual Members

3.1 Individual Members are encouraged to:

- (a) bring forward suggested policy and regulatory framework changes for discussion by the Council
- (b) share their public events and activities with other members of NCW NSW, both Affiliated Organisations and Individuals
- (c) contribute articles for inclusion in the NCW NSW e-news and newsletters.

## 4. Appointments

4.1 An Editor shall be appointed annually by the Executive Committee and may hold that position for up to six consecutive years.

4.2 Recording Secretaries shall be appointed annually by the Executive Committee and may hold that position for up to six consecutive years.

4.3 An Auditor or a person suitably qualified to ratify the accounts shall be appointed annually by the Executive Committee.

## **5. The State Coordinator of Standing Committees**

The State Coordinator of Standing Committees should:

- (a) provide each Adviser with a copy of NCWA Handbook for Advisers
- (b) arrange meetings of the Advisers (four per year)
- (c) present a monthly report to Executive
- (d) advise Advisers of dates for annual reports to NCWNSW, and NCWA, if applicable
- (e) in consultation with the Executive, act to secure Advisers when positions are vacant
- (f) provide an updated Advisers' list to NCWA as changes occur.

## **6. Advisers**

6.1. At the Annual General Meeting, names may be called for consideration by the Executive Committee for appointment as Advisers for a period up to three (3) years.

6.2. Where a person consents to be named to be available for the first time as an Adviser, she shall submit to the Honorary Secretary within a period of one (1) month from such consent, appropriate details of qualifications and experience and an application form for Individual Membership (if applicable).

6.3. An adviser should:

- (a) research, collect and analyse information relating to her subject, if necessary involving the help of outside consultants, and maintain constant and close liaison with her State Coordinator of Standing Committees;
- (b) present relevant reports to Council meetings;
- (c) provide relevant reports in writing to the State Coordinator of Standing Committees and to the National Adviser.
- (d) respond to communications from her National Adviser.
- (e) provide a report to the State Coordinator of Standing Committees for NCW NSW's Annual Report.

## **7. Elections**

- (a) Elections shall be by secret ballot.
- (b) Elections shall be by a majority of votes cast.
- (c) Any equality in voting shall be resolved by a further ballot.
- (d) Not less than sixty (60) days prior to the Annual General Meeting, the Honorary Secretary shall make available to Affiliated Organisations and all Individual Members nomination forms for delegates and members to be nominated to stand for election to the Executive Committee for the ensuing year (See Clause 10, 10.2.1–10.2.7)
- (e) Written completed nominations and a brief CV/Professional Profile are to be received by the Returning Officer no later than forty two (42) days prior to the Annual General Meeting.
- (f) Not less than twenty eight (28) days prior to the Annual General Meeting the Honorary Secretary will make available to delegates of Affiliated Organisations and

all Individual Members a list of candidates with their CV/Professional Profile for election to the Executive Committee.

- (g) All nominations shall be made and seconded by persons who have voting rights in accordance with Clause 6 of these Rules.
- (h) A person shall not sign more than three (3) nominations in the capacity of nominator or seconder.
- (i) All nominations shall be accompanied by the consent in writing of the person nominated and by a brief CV/Professional Profile.
- (j) A Returning Officer and a poll clerk shall be appointed by the Executive Committee. Two (2) scrutineers shall be called for from those in attendance at the meeting, or in the case of an electronic vote two (2) scrutineers shall be appointed by the Executive Committee. Returning Officers, poll clerks and scrutineers should not come from the ranks of nominees.

END BY-LAWS