



**CONSTITUTION  
AND RULES**

**Of the**

***NEPEAN BLUE MOUNTAINS  
PROSTATE CANCER SUPPORT GROUP INC.***

**Version 1**  
**Adopted at the AGM 15<sup>th</sup> October 2018**

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# **1 Part One–Introduction**

## **1.1 Name and location**

- (a) The name of this incorporated Association is the Nepean Blue Mountains Prostate Cancer Support Group Inc., herein after referred to as NBMPCSG. (The terms “Association” and “NBMPCSG” shall be read as interchangeable in this document.)
- (b) The Association shall conduct its meetings and activities at such times and in such places as are convenient and appropriate to the needs of members of the Association and those, who may from time to time, attend, speak, participate, or make presentations at or to any such meetings or activities.

## **1.2 Interpretation**

- (a) The Interpretation Act 1987 No 15 (NSW), as in force from time to time, applied to the interpretation of the words and expressions in this constitution/rules.
- (b) This constitution/rules is governed by the laws of New South Wales.

## **1.3 Objectives and Activities**

- (a) The principal objective of NBMPCSG is the raising of public awareness of and promotion of the cause of prostate cancer, to provide support for those men who have prostate cancer or suspect that they may have prostate cancer and their partners, carers and families, to ensure that such people know they are not alone.
- (b) In order to carry out this principal objective, a number of sub-objectives will be actively pursued; these sub-objectives include, but are not limited to the following:
  - providing broad based relevant information and facilitating educational exchanges for those undergoing tests to determine the presence of prostate cancer, for those who have been diagnosed with prostate cancer, for those undergoing treatment for or recovering from treatment for prostate cancer, along with their partners, carers, families and their providers of medical services.
  - no member of the Association shall provide medical advice to another member.
  - participating in or otherwise supporting research into prostate cancer, disseminating appropriate information on trials and outcomes of such research.
  - addressing the psychological and other needs of people dealing with the impacts of prostate cancer.

In short, to communicate timely and reliable information, personalised where possible and practical, to assist in making informed choices regarding the detection, diagnosis and treatment of prostate cancer.

- (c) At all times, the Association will operate and be run as a not for profit charitable organisation, as that is understood by relevant legislation and regulations, particularly that body of law administered by the Australian Taxation Office, or its successors in office.

- (d) So that the Association may give effect to these objectives, it will engage in a variety of activities, for the benefit and assistance of all men who have prostate cancer, suspected to have prostate cancer, or faced with the shock of a positive prostate cancer diagnosis, their partners, carers and families, who live principally in the Blacktown, Blue Mountains, Hawkesbury and Penrith local government areas, together with any others who choose to belong, access to information, to assist in making sense of professional advice and literature. Such activities will include:
- establishing such physical, written, visual and virtual electronic / web-based services, as will support and enhance this.
  - specifically, to establish a web site, to provide a twenty-four hour a day, seven day a week educational and support resource to such men, their partners, carers and families, wherever they may be located, particularly for those who cannot participate, for whatever reason, in any virtual or physical meetings of the Association.
  - participating in research activities, identification of reasons why prostate cancer develops and in the development of treatments for prostate cancer and associated problems.
  - undertaking all things necessary to give effect to the objectives of the Association, as a not for profit charitable organisation, dedicated to dealing with the impacts of prostate cancer on men, their partners, carers and families.

## **2 Part Two—Membership of Association**

### **2.1 Membership Qualifications**

Any person may make an application to join the Association. In this context, a 'person' means a private individual or couple, rather than an incorporated entity, of whatever form.

### **2.2 Application for Membership**

- (a) An application by a person for membership of NBMPCSG shall be on the form prescribed by the Board, from time to time, either in written form or electronic form.
- (b) This form shall be lodged with the Secretary of NBMPCSG.
- (c) As soon as practicable after receiving an application for membership, the Secretary shall present that application to a meeting of the Board, who will accept or reject the application.
- (d) When the decision on membership has been made, the Secretary shall, without delay, communicate to the applicant, in writing or by email, the decision of the Board.
- (e) If the Board shall have approved the application, the successful nominee shall have their details entered into the membership records by the Secretary, as soon as practicable, whereupon that person becomes a member of NBMPCSG.

### **2.3 Cessation of Membership**

A person ceases to be a member of NBMPCSG if the person;

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or
- (d) fails to pay the annual membership fee under clause 2.7(b) within 3 months after the fee is due.

### **2.4 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of NBMPCSG:

- (a) is not capable of being transferred or transmitted to another person.
- (b) terminates on cessation of the person's membership.

### **2.5 Resignation of membership**

- (a) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- (b) A member of the Association who has paid all amounts payable by the member in respect of the member's membership may resign from membership of the Association by providing the Secretary of the Association with a written or e-mail notice of resignation, stating the date from which that person is resigning.
- (c) Upon receipt of this notice, the Secretary shall acknowledge receipt of such notice, by written letter or e-mail, confirming that the person is no longer a member and shall note the membership records of the date of resignation of the person.
- (d) Upon the recording of the details of the resignation, that person shall cease to be a member of the Association.

### **2.6 Register of Members**

- (a) The Secretary of the Association shall establish and maintain a register of members of the Association specifying the name, address and contact details of each person who is a member of the Association together with the date on which a person became a member.
- (b) The Secretary of the Association shall include such other information to assist and support the matching of details to allow an effective referral system to operate amongst its members.
- (c) The register of members must be kept at the principal place of administration of the Association and may be kept in written and/or electronic form. A current hard copy must be available for inspection by any member of the Association.
- (d) A member of the Association may obtain a copy of any part of the register on request either in written or electronic form.

This right is subject to the member applying for such information completing an undertaking to respect and honour the privacy of the details provided and to state the reason why this information is being sought.

## **2.7 Membership Subscriptions**

- (a) The annual membership fee will be \$10 per family, or such other amount as the Board may determine from time to time. In cases of financial hardship, the Board may waive this fee, at their sole and absolute discretion and will note the membership records for this person accordingly.
- (b) The granting of Life Membership will entitle the member and his/her partner to remain as full members at no further cost of membership fees.

## **2.8 Member Liabilities**

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, outstanding by the member in respect of membership subscriptions.

## **2.9 Resolution of Internal Disputes**

Where two or more members, in their capacities as Members of the Association have a dispute, the Board shall appoint a person to mediate between the parties. If at all possible or practicable, such a mediator should follow the mediation rules prescribed from time to time by the Institute of Arbitrators and Mediators, or a body or individual recognised as an Alternative Dispute Resolution professional.

In the event that this mediation is not successful, then the members will be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983 No 127.

## **2.10 Resolution of External Disputes**

An external dispute, that is a dispute that is between the NBMPCSG and one or more parties external to it, shall be dealt with according to a process that follows AS 4608 Dispute Management Systems, or AS 4269 Complaints Handling, or a combination of both, as may be most appropriate in the circumstances.

## **2.11 Disciplining of members and rights of appeal of disciplined member**

It is open to any member to lodge a formal complaint about the conduct, behaviour or actions of another member or members of the Association. Such formal complaint must be provided in writing to the Board of the Association, setting out the grounds of complaint. Following receipt of the complaint, the Board shall deal with the complaint in accordance with the process set out in AS 4269, on Complaints and with the principles of natural justice.

Without restricting the processes thereby engaged in by the Board of the Association, the following at least will be followed:

- (a) upon receipt of the complaint, it shall be acknowledged, and a copy of the complaint is to be provided to the member or members named in the complaint, by post and /or e-mail, so that they may have the right of a written reply to the complaint.

- (b) the response of those named in the complaint shall be provided to the person who made the complaint.
- (c) if the person lodging the complaint is not satisfied with the response received, they shall state their reasons for not being satisfied with the response in writing to the Board.
- (d) at this stage, the Board shall make a determination, in accordance with the provisions of AS 4269 and the principles of natural justice, on the merits and nature of the complaint.
- (e) if the Board are satisfied that the complaint has been made out and is of a nature that requires action by the Board, the person, the subject of the complaint shall be given the opportunity to state their reasons why they should not be disciplined by the Board.
- (f) the Board, having heard these reasons, shall then determine what measure should be applied, up to and including suspending or expelling the member.
- (g) if the Board decide to expel the member, then that member shall be entitled to state the reasons why they should not be expelled, whereupon the Board will decide whether to expel the member or not.
- (h) the expelled member shall have no further rights of appeal upon being informed of their expulsion pursuant to (g) above and the Secretary of the Association shall note the expulsion of such member in the membership records of the Association.
- (i) in the case of a malicious or unproven complaint, the Board will need to take advice on what action will best suit the circumstances.

## **2.12 Life Membership**

- (a) Life Membership may be granted after achieving 10 years financial membership of the NBMPCSG and at least 5 years being active service.
- (b) The awarding of Life Membership would entitle the awardee to all the privileges of full membership but at no further cost of membership fees.
- (c) The Life Member could be elected as a member of the Board and hold any position he/she is elected to (including the position of President).
- (d) The granting of this form of membership will be at the absolute discretion of the Board.
- (e) The awardee will be presented with a framed Certificate as an acknowledgement of this award.

### **3 Part Three—Operations of the Board of Management of the Association**

#### **3.1 Powers of the Board**

The governing body of the Association is to be referred to as the Board of Management of the Association and subject to the Associations Incorporations Act 2009 and regulations made from time to time under that Act, such as the Associations Incorporation Regulation 2016, this constitution and any resolution passed by the Association in general meeting, the Board:

- (a) is to control and manage the affairs of the Association.
- (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 the 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 and desirable for the proper management of the affairs of the Association.

#### **3.2 Executive Committee of the Board**

There shall be an Executive Committee of the Board made up of the persons who hold the offices, from time to time of:

- (a) The President
- (b) The Vice-President
- (c) The Secretary
- (d) The Treasurer

This executive shall be empowered to make decisions between scheduled meetings of the full Board, where it is not feasible to convene a meeting of the full Board and the executive shall communicate to all members of the Board the substance of all and any decisions made or taken as soon as possible after such meeting.

#### **3.3 Constitution and Membership of the Board as a whole**

Subject to the provisions of Section 28 of the Associations Incorporation Act 2009, the Board is to consist of the office-bearers of the Association, who are:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer

with four (4) ordinary members, all eight (8) of whom must be aged 18 years or more and are to be elected at the Annual General Meeting of the Association.

The immediate past-President, may be appointed for the term of the ensuing twelve months to assist with the transition. This is only an honorary position.

Each member of the Board is, subject to these rules, to hold office until the next Annual General Meeting following their election, but such members shall be eligible for re-election. There is no maximum number of consecutive terms for which a committee member may hold office.

In the event of a Casual Vacancy occurring for a member of the Board, it shall be competent for the Board to appoint a person to fill such vacancy until the next Annual General Meeting of the Association, subject always to this Constitution and Rules.

### **3.4 Election of Members of the Board**

Nominations of candidates for election as office-bearers or as ordinary members of the Board of the Association:

- (a) must be made in writing, signed by two members of the Association and the nominee, in such form as the Board prescribes from time to time.
- (b) must be delivered to the Secretary of the Association at least seven (7) days prior to the date of the Annual General Meeting at which the elections are to be held.
- (c) if there are eight or fewer nominations, then all those nominated shall be deemed to have been elected to the Board.
- (d) if there are less than eight nominations, then either further nominations can be called for from the floor of the meeting, with any person so nominated required to have their nomination supported by two members of the Association, or the Board can appoint a member, or members, as the case may be, to the casual vacancies, until the next Annual General Meeting of the Association.
- (e) in the event that there are more than eight nominations, then a ballot is to be held, in the manner prescribed by the Board from time to time.
- (f) a person nominated for election as an office-bearer or ordinary Board member of the Association must be a financial member of the Association.
- (g) within 14 days after vacating office, a former Board member of the Association must ensure that all documents in his or her possession that belong to the Association are delivered to the Public Officer for delivery to his or her successor.

### **3.5 The Secretary and Public Officer of the Board**

For practical purposes, the person occupying the position as Secretary of the Association, shall be the Public Officer of the Association. The duties of the Secretary include, but are not limited to:

- (a) maintaining an up to date register of Board members.
- (b) the calling of all meetings of the Association referred to in this constitution/rules.
- (c) the keeping of minutes of all such meetings at least in written form, but may keep them in electronic format as well.

- (d) ensuring that all minutes taken at a meeting are submitted to the next meeting of that type, for ratification and signing by the chairperson at that meeting. The chairperson may sign the Minutes of the meeting electronically.

### **3.6 Official Address of the Association**

- (a) The official address of the Association must be in NSW and must be the address where the Public Officer can generally be found.
- (b) Each time the Public Officer changes or the official address is changed, the Public Officer is required to notify Fair Trading of the Association's current official address.

### **3.7 Register of Board Members**

In accordance with clause 29 of the Associations Incorporations Act 2009, a register of board members must be maintained by the Secretary. The register must contain the following particulars in relation to each Board member:

- (a) the Board member's name, date of birth, residential address and contact details.
- (b) the date on which the Board member takes office.
- (c) the date on which the Board member vacates office.
- (d) such other particulars as may be prescribed by the regulations.

The register must be kept in New South Wales:

- (a) at the principal place of administration of the Association.
- (b) any change in the Board's membership must be recorded in the Register within one month after the change occurs.
- (c) the register must, at all reasonable hours, be kept available for inspection, free of charge, by any person.

### **3.8 The Treasurer of the Board**

The Treasurer shall have the following, non-exclusive duties and responsibilities:

- (a) ensuring that all monies due to and received by the Association are banked promptly into the bank account of the Association.
- (b) ensuring that all payments are authorised by the Board and all cheques shall be signed by two authorised signatories, with the Treasurer, wherever possible, being one of the signatories. The other authorised signatories shall be the President, Vice-President and Secretary.
- (c) ensuring that any procedures laid down by the Board as to the keeping of financial records and books of account are followed.
- (d) providing to each meeting of the Board and, if required, the Executive, statements as to the receipts and expenditure of the Association, reflecting the capacity of the Association to pay all accounts as and when they fall due.

- (e) to present to the Annual General Meeting of the Association, the financial statements for the previous financial year, showing a true and fair view of the Association's affairs.

### **3.9 Casual Vacancies**

Otherwise than covered elsewhere in this Constitution / rules, a casual vacancy on the Board shall be deemed to have occurred, if a member of the Board:

- (a) leaves NSW, or
- (b) dies, or
- (c) ceases to be a member of the Association, or
- (d) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (e) resigns office by notice in writing given to the Secretary of the Board, or
- (f) is removed from office under rule 3.10 of this Constitution / rules, or
- (g) becomes a mentally incapacitated person, or
- (h) is absent, without notice, or the consent of the Board, from 3 consecutive meetings of the Board.

### **3.10 Removal of Member of the Board**

A member of the Board may be removed in the following circumstances:

- (a) by the members of the Association, who by resolution at a General Meeting called for this purpose, pass a motion of no confidence in a particular member of the Board.
- (b) before such a General Meeting may be convened, the member concerned shall be afforded reasonable opportunity, in accordance with the principles of natural justice, to answer any matters raised to support his or her removal from office.
- (c) at the General Meeting of the members called for the purpose of removing a member of the Board from office, equal time shall be given to hearing and consideration of the argument supporting the case for the removal of the member from office and any defence that is submitted for consideration by that member.
- (d) any vote at such General Meeting shall be by secret ballot, with votes collated by three members of the Association who are not also members of the Board.

### **3.11 Meetings of the Board, Quorum**

The following procedures shall be followed during meetings of the Board:

- (a) the Board shall meet at least four (4) times in any one year of office at such times and places as required.
- (b) oral, written or electronic notice of a meeting of the Board shall be given by the Secretary to each member of the Board at least forty-eight (48)

hours before such meetings, or such longer period as may be appropriate.

- (c) any such notice of meeting shall include, as a minimum, an Agenda, copy of minutes of previous meeting and financial statements.
- (d) five (5) members of the Board shall constitute a quorum for the conduct of business of the Board.
- (e) no business may be conducted if there are fewer than five (5) members of the Board present, either in person, or by means of a telephone conference call.
- (f) all meetings shall be chaired by the President, or in the absence of the President, the Vice-President. If neither the President nor the Vice-President are in attendance, then those members of the Board present, shall elect one of their number to act as chairperson of the meeting.

### **3.12 Delegation by the Board to one or more sub-committees.**

The following sets out the basis on which the full Board may delegate appropriate functions to a sub-committee:

- (a) any delegation shall be in writing and approved by the Board and may be revoked or terminated by the Board at any time, in their absolute and unfettered discretion.
- (b) the terms and conditions of any delegation shall not result in the Board delegating any function which is imposed on the Board by these rules, regulations or law.
- (c) any sub-committee formed under this rule shall have as its chairperson, a member of the Board of the Association, who shall report to the Board on the activities of such sub-committee and shall have no more than four other members.
- (d) sub-committees may make recommendations to the Board but no sub-committee will be able to make decisions binding either the Board or the Association.
- (e) any sub-committee shall appoint a Minutes Secretary who will be responsible to make and keep records of all proceedings of such sub-committee, copies of which minutes shall be available to the Board, if so requested by them.

### **3.13 Voting and Decision making**

- (a) All matters voted upon or decided upon by the Board shall require a majority of the Board (that is five (5) votes or more in favour of a given decision) before that decision is adopted and/or acted upon by the Board.
- (b) If a Member of the Board, being in a minority, wishes their opposition to a particular decision noted in the minutes of the meeting, along with their reason(s) for such opposition if stated, the Secretary shall so note this as part of the record of the decision that has been made by the Board.

- (c) The person acting as chairperson of the meeting shall have a deliberative vote, but shall not have a casting vote.
- (d) Where any member of the Board has a particular personal interest, whether financial or otherwise, in any matter before the Board, that member shall declare their hand and physically retire from the meeting, until such time as the remaining members of the Board have made a decision on such matter. The Secretary of the Board shall note such disclosure in the minutes of the meeting of the Board.

### **3.14 Personal Liability and Indemnity of Members of the Board**

- (a) The Act provides protection from personal liability for Board members (or a person acting under the direction of a Board member) who act in good faith while undertaking the Board member's functions under the Act. This also covers any omissions that were made in good faith.
- (b) Every member of the Board, in addition to any legislative or Statutory relief to which they may be entitled shall be Indemnified out of the assets of the Association and the Board of the Association is specifically empowered to take out appropriate public liability and officers indemnity insurance, from the funds of the Association.

### **3.15 Immediate Past-President**

The immediate past-President may be appointed to the Board for the ensuing twelve (12) months to assist with the transition. This is a consultative role only, and not a voting role.

## **4 Part Four–General Meetings**

### **4.1 Annual General Meetings – holding of**

- (a) The Association shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- (b) the Association's Financial year shall be 1<sup>st</sup> July to 30<sup>th</sup> June each year.

### **4.2 Annual General Meetings – calling of and business at**

- (a) the Annual General Meeting of the Association shall, subject to the Associations Incorporation Act 2009 and rule 4.1 of these Constitution and Rules, be convened on such date and at such place and time as the Board shall elect.
- (b) in addition to any other business, which it is proper to transact at an annual general meeting, the business of the Annual General Meeting shall include:
  - confirmation of the minutes of the previous Annual General Meeting.
  - receive a report from the Board of the Association on the activities on the Association, for the preceding year, including presentation of annual financial statements in accordance with Section 47 of the Associations Incorporation Act 2009.

- receive reports from any sub-committees established by the Board of the Association.
- elect office-bearers and ordinary members of the Board.

#### **4.3 Special General Meetings—calling of**

The Board of the Association may, whenever it thinks fit, convene a Special General Meeting of the Association.

In addition, the Board shall, on receipt of a valid requisition in writing from 15 members, convene a Special General Meeting of the Association.

A requisition of members for a Special General Meeting, in order to be considered a valid requisition, shall:

- (a) state the purpose(s) of the meeting and the matters / business to be discussed at such meeting.
- (b) be signed by the members making the requisition.

The requisition may consist of one document or many documents, each one of which documents shall be signed by at least two of the members of the Association, requisitioning the Special General Meeting.

If the Board fails to convene a Special General Meeting within one month of the valid requisition being lodged with the Secretary of the Board, then any one or more of the members who signed the requisition to call the Special General Meeting, may convene the Special General Meeting at the expiration of that month, but this right lapses four months after the date of the lodgement of the requisition notice (s) on the Board.

Any expenses incurred by the member or members in convening such a meeting, shall be borne by the Association.

#### **4.4 Notice of meeting**

The following shall be the basis of preparing and sending out notice of meeting:

- (a) Except as provided for in 4.4(b), the Secretary shall, at least fourteen (14) days before the date fixed for the meeting, supply each member with a notice, that includes the place, date and time of the meeting, an Agenda setting out the nature of the business to be conducted at the meeting and any other relevant documents, such as an audited set of annual accounts.
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution to be put to the meeting (that is a resolution which requires at least three-quarters of those entitled to vote to vote in favour of the resolution, for example to change this constitution/rules), then the Secretary shall send out notices of meeting, at least twenty-one (21) days prior to the meeting.

#### **4.5 Procedures at Meetings**

The following shall be the basic procedures that are to be followed in the conduct of meetings of the Association:

- (a) the Board of the Association may adopt a 'General Guide' to meeting protocols, which guide is to be seen as informative rather than as directive and may change or vary this guide from time to time.
- (b) no item of business is to be transacted at a general meeting unless a quorum (a quorum is to be taken as fifteen members, entitled to vote and present in person) is present for the duration of the meeting. "Member" here means a person, who is entered in the register of members maintained by the Association.
- (c) if after a period of thirty (30) minutes after the advertised time for the meeting, a quorum is not present, then the meeting is to be adjourned to the same place, same time, next week.
- (d) if at the adjourned meeting there is not a quorum, but there are ten (10) members present in person, who are entitled to vote, then they shall constitute a quorum.

#### **4.6 Presiding member**

- (a) The President, or in the absence of the President, the Vice-President, is to preside over and chair all meetings, unless otherwise required by this constitution/rules or by a legislative provision.
- (b) In the absence of both the President and Vice-President, then the members present at the meeting and entitled to vote shall elect by a show of hands, one of their number to preside over and chair the meeting.

#### **4.7 Adjournment**

It shall be competent for the person chairing the meeting to adjourn the meeting for a period of not more than fourteen (14) days, with the consent of a simple majority of the members present at the meeting and entitled to vote.

Wherever possible and practicable, the Secretary to the Board shall inform all members of the date, time and place of the adjourned meeting.

At the adjourned meeting the only business that may be transacted is the unfinished business from meeting which this meeting is an extension.

#### **4.8 Making of Decisions**

Unless provided for elsewhere in this constitution/rules, the decision-making process of the Association shall be as follows:

- (a) The Secretary to the Board shall read out to the members present at the meeting and entitled to vote, the wording of the matter to be voted upon.
- (b) Members may exercise up to five proxy votes, (the executed forms for which must be provided to the Secretary of the Board just prior to the start of the meeting), in addition to their own vote.
- (c) The person presiding over and chairing the meeting may not exercise any proxy vote, their only vote being their own vote.
- (d) Voting will be by show of hands; on ordinary resolutions, a simple majority will pass a decision, on special resolutions, then the provisions of 4.4(a) and 4.4(b), shall apply.

#### **4.9 Form of proxy**

The Board shall, from time to time, adopt a form of proxy that meets normal rules of good meeting practice and the Secretary shall send out a copy of this form, with instructions as to its use, with all notices of meetings.

### **5 Part Five–Management Procedures of the Association**

#### **5.1 Compliance Strategy**

The Board of the Association shall develop and implement a compliance strategy, based upon Australian Standard AS 3806, to ensure that so far as is practicable for a small, volunteer run not for profit association, a “culture of compliance”, is put into operation within NBMPCSG.

#### **5.2 Policies to enable compliance strategy to be implemented**

The Board of the Association shall adopt and implement a range of policies, to give effect to its compliance strategy. The initial policies that form the basis of the compliance strategy shall be:

- Compliance Policy
- Financial Management Policy
- Insurances Policy
- Organisational Code of Conduct Policy
- Privacy Policy
- Risk Management Policy

#### **5.3 Insurance**

As provided for elsewhere in this constitution/rules, namely 3.13, the Board shall take out such public risk and officers indemnity policies of insurance, as they shall be advised by an appropriately qualified person or entity.

#### **5.4 Funding of the Association.**

The Board of the Association shall establish the means by which the operations and activities of the Association shall be financed; the following are initial means by which this may be achieved:

- (a) by sponsorships, on terms and conditions acceptable to the Board.
- (b) by donations to the Association.
- (c) by fees charged for membership of the Association.
- (d) by fees charged, if appropriate, for services and activities provided by the Association in pursuance of its principal objective, as set out in this constitution and rules.
- (e) by such other ethical, lawful and acceptable means as the Board of the Association may adopt from time to time.

## **5.5 Management of the Financial Affairs of the Association**

The Board shall adopt a set of practices for the effective management of the finances and financial affairs of the Association and these practices will be overseen in their operation, by the Treasurer to the Board.

The practices shall include, but are not limited to:

- (a) accounting practices.
- (b) book-keeping practices.
- (c) integrity of financial practices.
- (d) financial standards setting.

The financial records and minutes must be kept in either written and/or electronic form. If kept in electronic form, the records and minutes must be able to be converted into hard copy. A hard copy must also be made available within a reasonable time to a person who is entitled to inspect the records.

The financial records of the Association must be kept for a minimum period of five years.

## **5.6 Refund for Reasonable Expenses**

It shall be competent for the Board of the Association to refund to any member of the Association any reasonable out of pocket expenses incurred on behalf of and for the benefit of the Association, provided that such re-imbusement identifies the activity for which the expense was incurred and receipts produced.

## **5.7 DGR Status**

Establishment and Operation of a Gift Fund as part of maintaining ATO Deductible Gift Recipient (DGR) Status.

This constitution shall be deemed to have included within it all the requirements of the Australian Taxation Office, from time to time, relating to maintaining the DGR status of the Association.

The following shall apply to NBMPCSG:

- (a) NBMPCSG shall maintain a Gift Fund Account in its accounting records, as well as a physical banking account for this.
- (b) All DGR receipts are to be credited to this account.
- (c) NBMPCSG shall use monies from this account for the principal purpose of the Association.
- (d) In the event of the winding up of the Gift Fund, either as a result of the withdrawal of endorsement of NBMPCSG as a DGR, or upon the winding up of the Association, the net proceeds of this account can only be paid or transferred to a fund, authority or institution to which income tax deductible gifts can be made under Subdivision 30–B of the Income Tax Assessment Act 1997.

## **5.8 Winding Up of the Association**

In the event of the winding up of the Association, the following will apply:

- (a) all debts and liabilities of the Association are to be paid out of the funds.
- (b) all costs, charges and expenses of the winding up of the Association are to be paid out of the funds.
- (c) all remaining surplus property of the Association is to be distributed in accordance with a special resolution of the Association.
- (d) any such distribution of surplus property must be approved by the Director General.
- (e) surplus property or any part of it that consists of property supplied by a government department or public authority, including any unexpended portion of a grant, must return to the department or authority that supplied it or to a body nominated by the department or authority.

## **5.9 Alteration to this constitution/rules**

NO alteration to this constitution / rules shall be effective until such time as any relevant government agency or authority, charged with reviewing such change, has undertaken such review and has, if so required, confirmed its satisfaction and acceptance of such changes.

The Secretary of the Board, upon receipt of such advice, shall note same in the records of the Association, update this constitution/rules accordingly and table both such advice and the revised constitution at the next available meeting of the Board of the Association.

A special resolution, as referred to in 4.4(b), shall be necessary to amend this constitution / rules and such resolution should, so far as is practicable, be the sole business of a Special General Meeting called for the express purpose of amending this constitution/rules.

## **5.10 Common Seal**

Upon incorporation, the Board of the Association shall cause to be created a Common Seal for the Association, for use in the execution of contracts, agreements and the like for the benefit of the Association.

No member of the Board shall be allowed to enter into any contract, agreement or the like, on behalf of the Association, whether for the benefit of the Association or not, but all such documents shall be sealed with the Common Seal of the Association at a duly convened meeting of the Board of the Association.

The seal shall be attested by two signatories, being members of the Executive of the Board and it is anticipated that in the normal course of events, the two signatories would be the President and Secretary of the Board of the Association.

The Secretary of the Board shall cause a copy of all documents so sealed to be kept, together with an Index of all such documents, in a register designated for that purpose and shall keep the Common Seal safely in their custody.

**5.11 Custody of books of account and other records of the Association**

Except as otherwise provided for by this constitution/rules, the Secretary/Public Officer (it being the practice of the association for the one person to hold the office of Secretary to the Board and Public Officer of the Association) shall keep such documents under his or her control.

**5.12 Service of notices**

Unless provided otherwise in this constitution / rules, notices of meetings etc. may be:

- (a) hand delivered.
- (b) sent by postal service, such as Australia Post.
- (c) sent by electronic mail (email).
- (d) sent by facsimile transmission.

For the purpose of this constitution / rules, unless the contrary is proved, a notice shall be deemed to have been served or given on the date when:

- (e) in the case of a hand delivered notice, the date on which it was hand delivered.
- (f) in the case a letter, the date on which it would have been delivered in the ordinary course of events.
- (g) in the case of electronic mail, or facsimile transmission, the date it was sent, assuming always that there was no indication of transmission failure.

**END OF CONSTITUTION / RULES**

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