

**CONSTITUTION OF THE NEW SOUTH WALES  
USERS AND AIDS ASSOCIATION (INCORPORATED)  
(NUAA)**

**RULES AND ARTICLES OF THE ASSOCIATION AS REQUIRED BY  
*THE ASSOCIATIONS INCORPORATIONS ACT 1984***

## **PART 1 - PRELIMINARY**

### **Interpretation**

1(1) In these rules:

"Ordinary member" means

a member of the Board of Governance who is not an office bearer of the Association, as referred to in rule 15(2);

"Secretary" means

(a) the person holding office under these rules as secretary of the Association;  
or,  
(b) where no such person holds that office, the public officer of the Association;

"Member" means

any such person given that status at a General Meeting or Board of Governance Meeting of the Association, who has paid all fees required under these rules (or the delegates of affiliated Associations);

"Delegates" means

those persons who are the appointed or elected representatives from affiliated member organisations and shall have the same rights and liabilities as other members;

"Special General Meeting" means

a General Meeting of the Association other than the Annual General Meeting of the Association;

"Association" means

the New South Wales Users and AIDS Association (Incorporated);

"The Act" refers to the *Associations Incorporations Act, 1984*; and,

"The Regulation" refers to the *Associations Incorporation Regulation, 1985*.

1(2) In these rules:

(a) a reference to a function includes a reference to a power of duty and authority; and,  
(b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

1(3) The provisions of the Interpretations Act, 1987, apply to and in respect of these rules, in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **PART 2 - NAME, AIMS AND OBJECTIVES OF THE ASSOCIATION**

- 2 The name of the Association is "THE NEW SOUTH WALES USERS ASSOCIATION (INC.) (NUAA)".
- 3 The aims and objectives of the Association shall be:
  - a. To preserve the lives and advance the health of people who use drugs illicitly, and reduce the incidence of HIV, hepatitis C, and other blood-borne viruses amongst them.
  - b. To provide resources, education and support for people who use drugs illicitly: 1) to direct and shape their own lives; 2) to initiate community action to improve their health and social and economic welfare; and 3) to relieve any distress, sickness, destitution, and suffering that they may experience.
  - c. To encourage informed debate and advocate for the development of public policies and legislation that advance the rights, health, and dignity, of people who use drugs illicitly, and promote their social and economic well-being.
  - d. To involve people who use drugs illicitly in the planning and delivery of services, in order to ensure the responsiveness of those services to users' needs.
  - e. To ensure that people who use drugs illicitly enjoy the same standard of services provided to the wider community.
  - f. To freely provide services and advocacy for all people who use drugs illicitly, without express or implied discrimination.
  - g. To develop strategic alliances with other individuals and organisations in order to strengthen community action and achieve our overall aims.
  - h. To promote and maintain an effective and supportive association.

## **PART 3 - MEMBERSHIP**

- 4(1) A person is qualified to be a member of the Association if the person:
  - (i) has been nominated for membership of the Association as provided by clause 5; and,
  - (ii) has been approved for membership at a Special General Meeting or Board of Governance meeting; and,
  - (iii) has agreed to support the objectives of the Association and to adhere to the values of the Association.

### **Nomination for Membership or Affiliation**

- 5(1) A nomination of a person for membership or affiliation to the Association:
  - (a) shall be made by a financial member of the Association in writing in the form set out in Appendix 1 to these rules; and,
  - (b) shall be lodged with the secretary of the Association.
- 5(2) As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to a meeting of the Association or Board of

Governance which shall determine to approve or reject the nomination by a majority vote. In no case shall the members of the association be required to give any reason for the rejection of an application for membership.

- 5(3) The secretary shall, as soon as practicable after determination of an application for membership, notify the nominee of the approval and request the nominee to pay within the period of 28 days after such notification, the sum payable under these rules for a member as entrance fee.
- 5(4) The secretary shall, on payment of the entrance fee, enter the nominee's name and address in the Register of Members, and upon the name being registered, the nominee becomes a member of the Association.
- 5(5) A member receives the right to vote 7 days after the acceptance of the nomination is approved.

#### **Cessation of Membership**

- 6(1) A person ceases to be a member of the Association if that person:
  - (a) dies;
  - (b) resigns that membership; or,
  - (c) is expelled from the Association.

#### **Membership Entitlements, Not Transferable**

- 7 A right, privilege or obligation which a person has, be reason of being a member of the Association:
  - (a) cannot be transferred to another person; and,
  - (b) terminates upon cessation of that person's membership.

#### **Resignation of Membership**

- 8 A member may resign from membership of the Association by giving notice in writing to the Secretary of the intention to resign. Upon the receipt of the notice by the Secretary the member ceases to be a member.

#### **Register of Members**

- 9(1) The public officer of the Association shall 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 the person became a member.
- 9(2) The register of members shall be kept at the principal place of administration of the Association. The register of members shall remain confidential.

#### **Fees, Subscriptions, etc.**

- 10(1) A member of the Association shall, upon admission to membership, pay to the Association a fee which shall be determined by a General Meeting of the Association.
- 10(2) The Board of Governance shall have the power to waive the membership fee should circumstances be considered to warrant it.

### **Members' Liability**

- 11 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 is required in clause 10.

### **Disciplining of Members**

- 12(1) Where the Board of Governance of the Association is of the opinion that a member of the Association:
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or,
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;

Then, the Board of Governance may, by resolution:

- (a) expel the member from the Association; or,
  - (b) suspend the member from membership of, , the Association for a specified period.
- 12(2) A resolution of the Board of Governance under clause 12(1) is of no effect unless the Board of Governance at a meeting held not earlier than 14 days and not later than 28 days confirms the resolution in accordance with this rule.
- 12(3) Where the Board of Governance passes a resolution under clause 12(1), the secretary shall, as soon as practicable, send a notice in writing, of the resolution to the member :
- (a) setting out the resolution of the Board of Governance and the grounds on which it is based;
  - (b) stating that the member may address the Board of Governance at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and,
  - (d) informing the member that the member may do either or both of the following:-
    - (i) attend and speak at the meeting; and or,
    - (ii) submit to the Board of Governance at or prior to the date of that meeting written representations relating to the resolution.

- 12(4) At a meeting of the Board of Governance held as referred to in clause 12(2), the Board of Governance shall:

- (a) give to the member an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the Board of Governance by the member at or prior to the meeting; and,
- (c) by resolution determine whether to confirm or to revoke the resolution.

12(5) Where the Board of Governance confirms a resolution under clause 12(4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under clause 13.

12(6) A resolution confirmed by the Board of Governance under clause 12(4) does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or,
- (b) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to clause 13(4).

### **Right of Appeal**

13(1) A member may appeal to the Association in a Special General Meeting against a resolution of the Board of Governance which is confirmed under clause 12(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

13(2) Upon receipt of a notice from the member under clause (1), the secretary shall notify the Board of Governance which shall convene a Special General Meeting of the Association to be held within 21 days after the date on which the secretary received the notice.

13(3) At a Special General Meeting under clause (2):

- (a) no business other than the question of appeal shall be transacted;
- (b) the Board of Governance shall be given the opportunity to state their respective cases orally or in writing, or both; and,
- (c) the members present shall vote by secret ballot on the question of whether resolution should be confirmed or revoked by a majority vote.

13(4) If at the Special General Meeting the Association passes the resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART 4 - THE BOARD OF GOVERNANCE**

### **Powers, etc, of the Board of Governance**

14 The Committee shall be called the Board of Governance of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in a General Meeting:

- (a) shall 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 in a General Meeting of members of the Association; and,
- (c) has the power to perform all such acts and do all such things as appear to the Board of Governance to be necessary or desirable for the proper management of the affairs of the Association.

### **Constitution and Membership**

- 15(1) The Board of Governance shall consist of:
- (a) the office bearers of the Association; and,
  - (b) A member who will be a representative to the Australian Injecting and Illicit Drug Users League (AIVL); and
  - (c) Three ordinary members; and
  - (d) A staff representative who is to be ex-officio. This member shall be elected by the Associations' staff and approved by the Annual General Meeting; and
  - (e) The chief executive officer of the Association who is to be ex-officio; and
  - (f) A rural delegate;
  - (g) Two other members as alternate members but who hold no voting rights, unless acting in the position of Board Member to affect a quorum.
- 15(2) Each elected Committee member shall be elected at the Annual General Meeting of the Association pursuant to clause 16(1).
- 15(3) The office bearers of the Association shall be:
- (a) the President;
  - (b) the Vice-president;
  - (c) the Treasurer;
  - (d) the Secretary; and,
  - (e) the Australian Injecting & Illicit Drug Users League (AIVL) Delegate.
- 15(4) Each elected member of the Board of Governance shall, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 15(5) The Board of Governance may appoint a member of the Association to fill any casual vacancy occurring in the membership of the Board of Governance. A member so appointed shall hold office until the conclusion of the Annual General Meeting next following the date of the appointment.
- 15(6) Alternate members will have voting rights at Board of Governance meetings where they are the substitute member for an absent ordinary committee member only.
- 15(7) At no time should the total number of committee members exceed nine (9) voting members.

### **Election of Members**

- 16(1) The ballot for the election of office bearers, ordinary members and alternate

members of the Board of Governance to be elected shall be conducted at the Annual General Meeting in a manner decided at the meeting.

- 16(2) No employee of the Association shall be a member of the Board of Governance excepting the Chief Executive Officer and the staff representative.
- 16(3) Any person who has received payment from the Association for their services (e.g. employee or consultant) must wait a minimum of 12 months before applying for a position as a member of the Board of Governance.
- 16(4) An Office Bearer may hold a position for no more than four consecutive years.

### **Secretary**

- 17(1) The secretary of the Association shall, as soon as practicable after being appointed as secretary, lodge notice with the Association of their address.
- 17(2) It is the duty of the secretary to keep minutes of:
- (a) all appointments of office bearers and members of the Board of Governance;
  - (b) the names of members of the Board of Governance present at a Board of Governance meeting; and,
  - (c) all proceedings at Board of Governance Meetings and General Meetings.

### **Treasurer**

- 18 It is the duty of the Treasurer of the Association to ensure that:
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made;
  - (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association;
  - (c) a monthly statement of income and expenditure will be prepared and made available to all members of the Association;
  - (d) all items of expenditure outside the budget approved by the Board of Governance will be approved in advance at a Board of Governance meeting; and,
  - (e) all items of expenditure in excess of \$50 will be paid by cheque or electronic funds transfer.

### **Casual Vacancies**

- 19 A casual vacancy in the office of a member of the Board of Governance occurs if the member:
- (a) dies;
  - (b) ceases to be a member of the Association;
  - (c) becomes insolvent under administration within the meaning of the Companies Code (NSW);
  - (d) resigns office by notice in writing given to the secretary of the Association;

- (e) is removed from office under clause 20 of this Association;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or,
- (g) is absent without the consent of the Board of Governance from 3 consecutive meetings of the Board of Governance.

### **Removal of Member**

- 20(1) The Association in a Special General Meeting may by resolution remove any member of the Board of Governance from the office of that member, before the expiration of the member's term of office and may by resolution appoint another person who is a member of the Association to hold office, until the expiration of the term of office of the removed member.
- 20(2) A member of the Board of Governance to whom the proposed resolution referred to in clause (1) relates, may make representations in writing to the secretary or president and request that the representations be notified to the members of the Association. The president or secretary may send a copy of the representations to each member of the Association. Where representations are not sent, the member is entitled to require that the representations are read at the meeting at which the resolution is considered.

### **Meetings and Quorum**

- 21(1) The Board of Governance shall meet at least 6 times in a period of 12 months at such a place and time as the Board of Governance shall determine.
- 21(2) Additional meetings of the Board of Governance can be convened by the President or by any other member of the Board of Governance.
- 21(3) Oral or written notice of a Board of Governance meeting shall be given by the secretary or their designate to each member of the Board of Governance at least 48 hours in advance (or such other period as may unanimously be agreed upon by the Board of Governance members) before the time appointed for the holding of the meeting.
- 21(4) Notice under clause (3) of a meeting shall specify the General nature of the business to be transacted at that meeting and no other business shall be transacted at the meeting, except business which the Board of Governance members present at the meeting unanimously agree to treat as urgent business.
- 21(5) Any 5 members of the Board of Governance shall constitute a quorum for the transaction of the business of a meeting of the Board of Governance.
- 21(6) No business shall be transacted by the Board of Governance unless a quorum is present and if with a half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and time of day on the same day of the following week.
- 21(7) If at the adjourned meeting a quorum is not present within half an hour of the

appointed time for the meeting, the meeting shall be dissolved.

- 21(8) At a meeting of the Board of Governance:
- (a) the President, or in their absence, the Vice-president shall preside; or,
  - (b) if the President or the Vice-president are absent or unwilling to preside, such one of the remaining members of the Board of Governance as may be chosen by the members present at the meeting, shall preside.

### **Delegation by the Board of Governance to Sub-committees**

- 22(1) The Board of Governance may by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Board of Governance thinks fit) the exercise of such of the functions of the Board of Governance as specified in the instrument, other than:
- (a) the power of delegation; and,
  - (b) a function which is imposed upon the Board of Governance as a duty by the Act or by any other law.
- 22(2) A function, the exercise of which has been delegated to a sub-committee under this rule, may while the delegation remains unprovoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 22(3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified by the instrument of delegation.
- 22(4) Notwithstanding any delegation under this rule, the Board of Governance may continue to exercise any function so delegated.
- 22(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule, has the same effect and force as it would have if it had been done or suffered by the Board of Governance.
- 22(6) The Board of Governance may by instrument in writing, revoke wholly or in part any delegation under this rule.
- 22(7) A sub-committee may meet and adjourn as it thinks fit and proper.

### **Voting and Decisions**

- 23(1) Questions arising at a meeting of the Board of Governance or of any sub-committee appointed by the Board of Governance shall be determined by a majority of votes cast by the members of the Board of Governance or sub-committee present at the meeting.
- 23(2) Each member present at a meeting of the Board of Governance or of any sub-committee appointed by the Board of Governance (including the person presiding at the meeting) is entitled to one vote, but in the event of an equality of votes on any question, the person presiding at the meeting may exercise a second or casting vote.

23(3) Subject to clause 21(5), the Board of Governance may act notwithstanding any vacancy on the Board of Governance.

23(4) Any act or thing done or suffered, or purported to have been done or suffered, by the Board of Governance or by a sub-committee appointed by the Board of Governance, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualifications of any member of the Board of Governance or sub-committees.

## **PART 5 - GENERAL MEETINGS**

### **Annual General Meeting**

24(1) The Association shall, at least once every calendar year and with the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members and affiliated organisations.

24(2) The Association shall hold its first Annual General Meeting:

- (a) within the period of 18 months after its incorporation under the Act;
- (b) within the period of two months after the expiration of the financial year of the Association; and,
- (c) Clause (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

### **Annual General Meetings - Calling of and Business at, etc.**

25(1) The Annual General Meeting of the Association shall, subject to the Act, and to clause (24) of this Association, be convened on such date and at such place and time as the Board of Governance thinks fit.

25(2) In addition to any other business which may be transacted at an Annual General Meeting, the business at an annual general meeting of the Association shall be:

- (a) to confirm the minutes of the last preceding Annual General Meeting and any Special General Meeting held since that meeting;
- (b) to receive from the Board of Governance reports upon the activities of the Association during the preceding financial year;
- (c) to elect members to the Board of Governance; and,
- (d) to receive and consider the statement, which is required to be submitted pursuant to section 26(6) of the Act, to the members of the Association.

25(3) An Annual General Meeting shall be specified as such in the notice convening it.

### **Special General Meetings - Calling of**

26(1) The Board of Governance may, whenever it thinks fit, convene a Special General Meeting of the Association.

- 26(2) The Board of Governance shall on the requisition in writing of not less than 20% of the total number of members, convene a Special General Meeting of the Association.
- 26(3) A requisition in writing by members of the Association for a Special General Meeting:
- (a) shall state the purpose of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the secretary of the Association; and,
  - (d) may consist of one or more documents in a similar form, each signed by one or more members making the requisition for the meeting.
- 26(4) If the Board of Governance fails to call a Special General Meeting to be held within one month after the date on which a requisition has been lodged with the secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- 26(5) A Special General Meeting convened by a member or members as referred to in clause 4 shall be convened as near as is practicable in the same manner as a meeting would be convened if done by the Board of Governance, and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense incurred by calling such a Special General Meeting.

### **Notice**

- 27(1) Except where the nature of business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the secretary shall, at least 7 days before the date fixed for holding of the General Meeting, and in the case of the Annual General Meeting, the secretary shall, at least 14 days before the date fixed for the Annual General Meeting, cause to be sent by pre-paid post to each member of the Association at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of business proposed to be transacted at the meeting.
- 27(2) Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for the holding of such a meeting, cause notice to be sent to each member in the manner provided for in clause 27(1), specifying in addition to the matters provided for in clause 27(1) the intention to propose the resolution, as spelt out in the notice, as a special resolution.
- 27(3) No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of the Annual General Meeting, business which may be transacted pursuant to clause 26(2).
- 27(4) A member desiring to bring any business before a General Meeting, may give notice in writing, by telecommunications, or orally to the secretary of the

Association of such business, and the secretary shall include that business in the next notice calling a General Meeting after receiving such notice or direction from the member or member organisation.

### **Procedure**

- 28(1) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item of business.
- 28(2) The quorum shall be 20 members or 10% of the membership, whichever is the less, present in person (being members entitled under these rules to vote at a General Meeting) or by proxy, constitute a quorum for the transaction of business at any general meeting.
- 28(3) If within half an hour of the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting if convened by the requisition of the members shall be dissolved and in any other case shall stand adjourned to the same day, place and time of the following week unless another venue is specified at the time of adjournment by the presiding chairperson.
- 28(4) If at the adjourned meeting a quorum is not present within half an hour of the commencement time, the members present (being not less than 5) shall constitute a quorum.

### **Presiding Member**

- 29(1) The president, or in the president's absence, the vice-president, shall preside as chairperson at each General Meeting of the Association.
- 29(2) If the president and the vice-president are absent or unwilling to act as chairperson at a General Meeting, the members present shall elect one of their own to preside as chairperson at that General Meeting.

### **Adjournment**

- 30(1) The chairperson of a General Meeting at which a quorum is present, may with the consent of the majority of members present at the General Meeting, adjourn the meeting from time to time, and place to place, but no business shall be transacted at an adjourned meeting, other than the business left unfinished at the meeting at which the adjournment took place.
- 30(2) Where a meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Association, stating the place, date, time and nature of the business to be transacted at the meeting.
- 30(3) Except as provided for in clause 30(1) and 30(2), notice of adjournment of a General Meeting of the business to be transacted at an adjourned meeting is not required to be given.

### **Making of Decisions**

- 31(1) A question arising at a General Meeting of the Association shall be determined on a show of hands and, unless before or on declaration of the show of hands, a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 31(2) At a General Meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 members present.
- 31(3) Where a poll is demanded at a General Meeting, the poll shall be taken:
- (a) immediately in the case of a poll which related to the election of the chairperson of the meeting or to the question of an adjournment; or,
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs; and,
  - (c) the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on the matter.

### **Special Resolution**

- 32 A resolution of the Association is a special resolution if:
- (a) it is passed by a majority which comprises not less than 75% of such members of the Association as, being entitled under these rules so to do, vote in person at a General Meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution has been given in accordance with these rules; or,
  - (b) where it is made clear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) the resolution is passed in a manner specified by the Commission.

### **Voting**

- 33(1) Upon any question arising at a General Meeting of the Association a member has one vote only.
- 33(2) A member may vote in person or by proxy.
- (a) A proxy shall be in writing and shall bear the signatures both of the person giving the proxy and the person authorised to exercise it.
  - (b) A proxy shall be lodged with the secretary three business days prior to any meeting at which it is proposed to exercise it and the secretary shall keep a register of such proxies.
  - (c) A proxy may specify the circumstances under which it shall be exercised and the vote which shall be cast.
  - (d) A person issuing a proxy may cancel it or from time to time vary the proxy by notice in writing lodged with the secretary.

(e) Notwithstanding that a proxy has been issued, a person may attend a meeting and exercise a personal vote provided that the person presiding at the meeting is notified prior to the casting of any such vote, in which case the proxy shall not be exercised.

(f) No person shall exercise more than one proxy at any one meeting or an adjournment thereof.

33(3) In the case of an equality of votes on a question at a General Meeting, the chairperson of that meeting is entitled to exercise a second or casting vote.

33(4) A member is not entitled to vote at any General Meeting of the Association unless they are a financial member in accordance with clause 10(1) and (2).

## **PART 6 - MISCELLANEOUS**

### **Insurance**

34(1) The Association will effect and maintain insurance pursuant to section 44 of the Act.

34(2) In addition to the insurance required under clause (1) the Association may effect and maintain other insurance as it sees fit and proper to do so.

### **Funds - Source**

35(1) The funds of the Association shall be derived from entrance fees and annual subscriptions of the members, donations, and subject to any resolution passed by the Association in any General Meeting, such other sources as the Association and the Board of Governance determines.

35(2) All money received by the Association shall be deposited as soon as practicable and without deduction to the Association's bank account.

35(3) The Association shall and in accordance with clause 18, issue an appropriate receipt.

### **Funds – Gift Fund**

36(1) The Association shall establish and maintain a gift fund (NUAA Gift Fund):

- That is to be used to fulfil the principal purpose of the Association as set out in Clause 3.
- To receive all gifts of money or property donated for that purpose.
- That may not receive any money or property which is not a gift to the Association.
- Any money received by the entity because of such gift is credited to the fund.

36(2) Receipts for the gift fund shall clearly state the name of the Association, Australian Business Number and the fact that it is a receipt for a gift.

36(3) The Association must maintain a separate bank account for all gifts of money and property and no other account or fund may be used for this purpose.

36(4) If the NUAA Gift Fund is wound up or if the endorsement (if any) of the Association is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

### **Funds - Management**

37(1) The assets and income of the Association shall be applied solely in furtherance of its aforementioned objects, as set out in Clause 3, and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

37(2) Subject to any resolution passed by the Association on a General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board of Governance, as ratified at a General Meeting, determines.

37(3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by three persons being members of the Board of Governance or employees of the Association authorised to do so, except that not more than two signatories to any cheque, draft, bill of exchange, promissory note or other negotiable instrument shall be that of an employee of the Association.

### **Alteration of Rules and Objects**

38 The statement of objectives and these rules may be altered, rescinded or added to only by way of a special resolution of the Association.

### **Common Seal**

39(1) The common seal of the Association shall be kept in the custody of the public officer of the Association.

39(2) The common seal of the Association shall not be affixed to any instrument except by the authority of the Board of Governance and the affixing of the common seal shall be attested to, by the signatures of either two members of the Board of Governance or one member of the Board of Governance and of the public officer or secretary.

### **Custody of Books, etc**

40 Except as provided otherwise in these rules, the public officer of the Association shall keep in their custody, or under their control, all records, books and other documents relating to the business of the Association.

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

- 41 The records, books and other documents of the Association shall be open to inspection, free of charge, to a member of the Association after written application to the public officer stating reasons for inspection.

### **Service of Notices**

- 42(1) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by prepaid post to the member at the address of the member appearing in the register of members.

- 42(2) Where a document is sent to a member by properly addressing, prepaying and posting, to the member a letter containing, the document shall, unless the contrary is proved, be deemed for the purpose of these rules to have been served on the member at the time at which the letter would have been delivered in the ordinary course of the post.

### **Financial Year**

- 43 The financial year of the Association shall end on June 30th of each successive year.

### **Conflict of Interest**

- 44 Any members of the Board of Governance or Association who have a financial interest in any contract or arrangements made, or proposed to be made with the Association, shall disclose their interest to the meeting of the Board of Governance or Association at which the contract or arrangements is first taken into consideration if their interest then exists, or in any other case, they shall disclose their interest to the first Meeting of the Board of Governance or Association held after they acquire their interest.

### **Dissolution**

- 45 In the event of the Association being wound up, any surplus assets remaining after the payment of the Association's liabilities shall be transferred to another organisation in Australia which is a public benevolent institution so approved under Commonwealth taxation legislation.

**-END-**

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