

# **CONSTITUTION OF THE PRISONERS' AID ASSOCIATION OF NEW SOUTH WALES INCORPORATED**

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# Part 1 - Preliminary

## 1. Definitions

(1) In this constitution:

**ordinary board member** means a member of the board who is not an office-bearer of the association.

**office bearer** means a member of the board who has been elected as an office bearer.

**financial member** means a member who is currently not in debt to the association in any way.

**secretary** means:

(a) the person holding office under this constitution as secretary of the association, or

(b) if no such person holds that office the public officer of the association.

**special general meeting** means a general meeting of the association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## 1A. Objects of the Prisoners' Aid Association of New South Wales Incorporated

(1) The Association is a community organisation offering support to prisoners and their families during imprisonment and for a period after release.

(2) In carrying out this work the Association seeks to:

(a) Facilitate the prevention of crime by eliminating circumstances conducive to crime.

(b) Facilitate the reintegration of released persons into the community by assisting in the management of their personal assets during their incarceration.

(c) Reduce poverty amongst those recently released into the community and dependents of inmates.

(d) Promote a wider understanding within the community of criminal justice issues.

# Part 2 - Membership

## 2. Membership generally

(1) A person is eligible to be a member of the association if:

(a) the person is a natural person, and

- (b) the person has been nominated and approved for membership of the association in accordance with clause 3.
- (2) A person is taken to be a member of the Association if:
  - (a) the person is a natural person, and
  - (b) they are a financial member of the Association.
  - (c) they are a life member of the Association.

### **3. Nomination for membership**

- (1) A nomination of a person for membership of the association:
  - (a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
  - (b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the board which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the board makes that determination, the secretary must:
  - (a) notify the nominee, in writing, that the board approved or rejected the nomination (whichever is applicable), and
  - (b) if the board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.
- (5) Nominations for Life Membership must be approved by the board and then approved by the members at the next AGM by a simple majority.

### **4. Cessation of membership**

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership by instrument in writing addressed to the Secretary of the association, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.
- (e) becomes a mentally incapacitated person.

### **5. Membership entitlements not transferable**

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

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

### **6. Resignation of membership**

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and,

on the expiration of the period of notice, the member ceases to be a member.

- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **7. Register of members**

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the association, or
  - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **8. Fees and subscriptions**

- (1) A member of the association must, on admission to membership, pay to the association the prescribed fee.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee.
  - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
  - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.
- (3) Life Members shall be exempted from all fees.

## **9. Members' 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, unpaid by the member in respect of membership of the association as required by clause 8.

## **10. Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

- (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.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## **11. Disciplining of members**

- (1) A complaint may be made to the board by any person that is a member of the association who:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The board may refuse to deal with a complaint if:
  - (a) it considers the complaint to be trivial or vexatious in nature, or.
  - (b) it has previously dealt with a complaint about the same matter or a similar nature and the new complaint does not, in the opinion of the committee disclose substantially different grounds warranting a further review.
- (3) If the board decides to deal with the complaint, the board:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the board in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The board may, by resolution, expel the member from the association 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 that procedural fairness has been afforded to the parties and the expulsion or suspension is warranted in the circumstances.
- (5) If the board expels or suspends a member, the 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 committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

## **12. Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the board under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the board which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to *vote* by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

## **Part 3 - The board**

### ***13. Powers of the board***

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the board:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### ***14. Composition and membership of board***

- (1) The board is to consist of 12 members of the association elected at the annual general meeting
- (2) The office-bearers of the association are as follows:
  - (a) the president,
  - (b) the vice-president,
  - (c) the treasurer,
  - (d) the secretary.
- (3) A board member may hold up to 2 offices (other than both the president and vice-president offices).
- (4) Each ordinary member of the board is, subject to this constitution, to hold office until the expiration of the annual general meeting following the date of the member's election.
- (5) Each office bearer, subject to this constitution, will hold office until the first board meeting after the annual general meeting following the date of the office bearer's election.
- (6) There is no limit to the number of consecutive terms an office bearer may serve.

### ***15. Election of board members***

- (1) Nominations of candidates for election as board members:



- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
  - (3) If insufficient further nominations are received, any vacant positions remaining on the board are taken to be casual vacancies.
  - (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
  - (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
  - (6) A person nominated as a candidate for election as a board member must be a financial member of the association.
  - (7) A person nominated as a candidate for election as a board member must not be a disqualified person on either the Australian Securities and Investment Commission Register, the Australian Charities and Not for Profit Commission Register or any other equivalent disqualified persons register in Australia.

Note: Disqualification under this subclause expressly excludes the presence of a previous criminal record.

## ***16. Election of office bearers***

- (1) The election for office bearers shall be conducted at the first meeting after the annual general meeting at which board members were elected. This meeting shall be convened within 30 days after the annual general meeting.
- (2) Nominees for office bearer positions of the Association shall give their consent and must be proposed and seconded by any two members of the board.
- (3) A ballot will be conducted where more than one board member is nominated for an office bearer position.
- (3) A person nominated as a candidate for election as an office-bearer must be a member of the board.
- (4) Board members not elected to office bearer positions will be deemed ordinary board members.

## ***17. Secretary***

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

## **18 Treasurer**

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that 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.

## **19. Casual/ vacancies**

- (1) In the *event* of a casual vacancy occurring in the membership of the board, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the board occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the secretary, or
  - (e) is *removed* from office under clause 20, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from 3 consecutive meetings of the board, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **20. Removal of board members**

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

## **21. Board meetings and quorum**

- (1) The board must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the board may be convened by the president.
- (3) Oral or written notice of a meeting of the board must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the board) before the time appointed for the holding of the meeting.

- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the board members present at the meeting unanimously agree to treat as urgent business.
- (5) A quorum will be deemed achieved where the board members present at a meeting of the committee represent more than 50% of the total board membership at that time.
- (6) No business is to be transacted by the board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the board:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the board as may be chosen by the members present at the meeting is to preside.

### ***21A Appointment of Association members as board members to constitute quorum***

- (1) If, at any time, the number of board members is less than the number required to constitute a quorum for a board meeting, the existing board members may unanimously appoint a sufficient number of members of the association as board members to enable the quorum to be constituted.
- (2) A member of the board so appointed is to hold office, subject to this constitution, until the end of the annual general meeting at which they were appointed for the purposes of this rule.
- (3) This clause does not apply to the filling of a casual vacancy to which Rule 18 applies.

## ***22 Delegation by board to sub-committee***

- (1) The board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the board thinks fit) the exercise of such of the functions of the board as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it

had been done or suffered by the board.

- (6) The board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **23. *Voting and decisions***

- (1) Questions arising at a meeting of the board or of any sub-committee appointed by the board are to be determined by a majority of the votes of members of the board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the board or of any sub-committee appointed by the board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the board may act despite any vacancy on the board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a sub-committee appointed by the board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the board or sub-committee.

### **23A. *Use of technology at board meetings***

- (1) A board meeting may be held at two or more venues using any technology approved by the board that gives each of the board's members a reasonable opportunity to participate.
- (2) A board member who participates in a board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **Part 4 - General meetings**

### **24. *Annual general meetings - holding of***

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **25. *Annual general meetings - calling of and business at***

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the board reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary board members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

## **26. *Special general meetings - calling of***

- (1) The board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The board must, on the requisition in writing of at least 50 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the board.

## **27. *Notice***

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **28. *Quorum for general meetings***

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by

written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

## **29. Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **30. Adjournment**

- (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 meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **31. Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot-a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

## **32. Special resolutions**

A special resolution may only be passed by the association in accordance with section 39 of the Act.

## **33. Voting**

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) An ordinary member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

- (5) Life Members are entitled to vote at any general meeting.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

### ***34. Proxy votes not permitted***

Proxy voting must not be undertaken at or in respect of a general meeting.

### ***35. Postal or electronic ballots***

- (1) The association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### ***35A. Use of technology at general meetings***

- (1) A general meeting may be held at two or more venues using any technology approved by the board that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of the association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **Part 5 - Miscellaneous**

### ***36. Insurance***

The association must effect and maintain insurance.

### ***37. Funds - source***

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations, bequests, grants, fundraising, commercial contracts and, subject to any resolution passed by the association in general meeting, such other sources as the board determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### ***38. Funds - management***

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the board or employees of the association, being members or employees authorised to do so by the board.

### ***39. Change of name, objects and constitution***

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a board member.

### ***40. Custody of books etc***

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

#### **41. Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records, books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all board meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the board may refuse to permit, or redact before permitting a member of the association to inspect or obtain a copy of the records of the association that relate to confidential, personal, employment, commercial or legal matters where to do so may be prejudicial to the interests of the association.
- (4) The association must give access to all documents in subclause (1) free of charge to the auditor appointed by the organisation for the purposes of auditing financial documents annually.

#### **42. Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission or email to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, 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, and
  - (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, and
  - (c) in the case of a notice sent by facsimile transmission or 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.

#### **43. Financial year**

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

#### **44. Association is non-profit**

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association in Rule 1A and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note: Section 5 of the Act defines pecuniary gain for the purpose of this Rule.



#### ***45. Distribution of property on winding up of association***

- (1) Subject to the Act and the Regulation, in a winding up of the association or if its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus property of the association is to be transferred to another organisation with similar objects and which is charitable at law, to which income tax deductible gifts can be made.
- (2) In this Rule, a reference to the surplus property of the association is a reference to the property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

#### ***46. Indemnity of Directors***

- (1) The association indemnifies each officer of the association out of the assets of the association, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the association.
- (2) In this rule, 'officer' means a board member, director, alternate or de facto director or secretary and includes a director or secretary after they have ceased to hold that office.
- (3) In this rule, 'to the relevant extent' means:
  - (a) to the extent that the association is not precluded by law from doing so,
  - (b) to the extent that the association is financially able to do so without impacting employee entitlements, financial solvency or other commitments, and
  - (c) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- (4) The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the association.

#### ***47. Directors and Officers Insurance***

To the extent permitted by law, and if the board members consider it appropriate, the association may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the association against any liability incurred by the person as an officer of the association.

#### ***48. Directors' Access to Documents***

- (1) A board member has a right of access to the financial records of the association at all reasonable times.
- (2) If the board members agree, the association must give a board member or former board member access to:
  - a. certain documents, including documents provided for or available to the board members, and
  - b. any other documents referred to in those documents.

# Appendix 1 Application for membership of association

(Clause 3 (I))

## Membership Application Form

### Prisoners' Aid Association of New South Wales Inc

(incorporated under the *Associations Incorporation Act 2009*)

I, .....

[full name of applicant]

of

.....  
[address]

.....  
[occupation]

#### Contact Details

Email:.....

Phone:.....

hereby apply to become a member of the abovenamed incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.