

# The Australian Dermatology Nurses Association Incorporated.

ARBN 684 043 409 ABN 73 216 365 975

## Adaptation of the Model Constitution of NSW

The Department of Customer Service owns this copyright. This publication is licensed under the Creative Commons Attribution 4.0 license. For more information, visit [www.customerservice.nsw.gov.au/copyright](http://www.customerservice.nsw.gov.au/copyright)

### Contents

<b>Part 1</b>	<b>Preliminary.....</b>	<b>3</b>
	A) Name: The Australian Dermatology Nurses Association Incorporated	
	B) ADNA is a not-for-profit organisation	
	C) Aim: objects and purpose—mission statement	
	D) Definitions.....	4
<b>Part 2</b>	<b>Members of association.....</b>	<b>5</b>
1	Classes of members.....	6
2	Membership generally.....	7
3	Membership applications.....	7
4	Register of members.....	8
5	Fees and subscriptions.....	8
6	Members' liabilities.....	9
7	Disciplinary action against members.....	9
8	Right of appeal against disciplinary action.....	10
9	Resolution of internal disputes.....	10
10	Membership entitlements not transferable.....	10
11	Member resignation.....	10
12	Cessation of membership.....	11
<b>Part 3</b>	<b>Committee (hereby called Board).....</b>	<b>12</b>
13	Functions of board.....	12
14	Composition of board.....	12
15	Election of board members.....	13
16	Terms of office.....	14
17	Vacancies in office.....	14
18	Secretary.....	15
19	Treasurer.....	15
20	Delegation to subcommittees.....	15
21	Board meetings.....	16
22	Notice of board meeting.....	16
23	Quorum.....	16
24	Presiding board member.....	17
25	Voting.....	16
26	Acts valid despite vacancies or defects.....	17
27	Transaction of business outside meetings or by telephone or other means.....	18
<b>Part 4</b>	<b>General meetings of association.....</b>	<b>19</b>
28	Annual general meetings.....	19
29	Special general meetings.....	19



30	Notice of general meeting.....	20
31	Quorum.....	20
32	Adjourned meetings.....	20
33	Presiding member .....	21
34	Voting .....	21
35	Postal, electronic or combined ballots.....	22
36	Transaction of business outside meetings or by telephone or other means.....	22
<b>Part 5</b>	<b>Administration .....</b>	<b>23</b>
37	Change of name, objects or constitution and annual summary of financial affairs.....	23
38	Funds.....	23
39	Insurance .....	23
40	Non-profit status.....	23
41	Disclosure of conflict of interest.....	24
42	Service of notices.....	24
43	Custody of records and books.....	25
44	Inspection of records and books .....	25
45	Financial year.....	25
46	Distribution of property on winding up.....	25

## Part 1 Preliminary

**A) The name of this incorporated association is Australian Dermatology Nurses Association Incorporated (ADNA)**

**B) ADNA is a Not-for-profit association registered with ASIC as a Registered Australian Body Australian Registrable Body (, operating nationally across Australia.**

### **C) Objects**

The Australian Dermatology Nurses' Association (ADNA) exists to promote the development and delivery of safe, high-quality nursing care to individuals affected by dermatological conditions. ADNA is committed to advancing public safety, health promotion, and disease prevention through excellence in dermatology nursing practice.

As a not-for-profit organisation, ADNA represents nurses and midwives involved in the care of skin and the patients and communities they serve. It promotes dermatology-specific education across Australia to ensure a workforce of highly skilled practitioners with dermatological expertise who practice within their professional scope, thereby fostering safe and effective clinicians, educators, leaders, and researchers. Through these efforts, ADNA contributes to the development of evidence-based guidelines and the ongoing improvement of dermatological healthcare.

ADNA also aims to:

- (a) Advance dermatology nursing as a recognised specialty within the Australian health system by aligning the profession with the standards set by the Nursing and Midwifery Board of Australia (NMBA), including the applicable code of ethics and code of conduct, while supporting the unique scope and needs of the dermatology nursing field; and
- (b) Promote patient safety and public health through increased access to education, expanded scope of practice, and upskilling of members in the care of skin, dermatological disease prevention, basic skin care, skin cancer awareness, and broader health promotion initiatives.

In pursuit of these objects, the activities of ADNA are to:

- (c) Establish and promote a national framework for dermatology nursing through the development of professional standards, role descriptors, and standardised education to support consistency, professionalism, and patient safety across Australia;
- (d) Develop and disseminate standardised skill-based education modules, organise annual conferences and education days in both metropolitan and regional areas, and encourage the uptake of accredited tertiary education in dermatology nursing;
- (e) Support the application of dermatology nursing skills in accordance with the authorisations provided under the Australian Health Practitioner Regulation Agency (AHPRA) nurse or midwife registration;
- (f) Advocate for the expansion of dermatology nursing scope of practice by engaging with the Nursing and Midwifery Board of Australia (NMBA), dermatologists, nurses, other healthcare professionals, and the public;
- (g) Encourage ongoing professional development and compliance with

- professional nursing and midwifery standards in Australia;
- (h) Utilise dermatology nurses practising at an advanced level as educators, leaders, researchers, and agents of systemic change to improve dermatological health outcomes nationally;
  - (i) Represent Australian dermatology nurses nationally and internationally at professional conferences, in healthcare facilities, workplaces, and in public forums.

#### D) Definitions:

**Member:** means a person whose name is entered in the Register as a member of the Association in accordance with clause 3, and who belongs to any class of membership established under this Constitution.

**Associate Member:** means a person who is not eligible to be a Full Member but has a demonstrable interest in advancing patient health or dermatology nursing, including (but not limited to) former Life Members of ADNA, medical doctors, allied health professionals, international nurses or midwives, non-registered health practitioners, practice managers, pharmaceutical representatives, researchers, students, and members of the public. Associate Members do not have voting rights and cannot be office-bearers or ordinary committee members, but have access to education offered by ADNA at any applicable member discounted price.

**Board** means the committee of management of the association as referred to in the *Associations Incorporation Act 2009 (NSW)*. References to "Board" in this Constitution are intended to have the same meaning as "committee" under the Act.

**Board Member:** means a person elected or appointed to the Board of ADNA in accordance with this Constitution, and includes office-bearers and ordinary board members.

**Exercise:** a function includes perform a duty.

**Function:** includes a power, authority or duty

**Office-Bearer:** means a Board Member elected to one of the offices listed in clause 13(a)(i)–(iv), being the President, Vice-President, Secretary or Treasurer.

**Ordinary C o m m i t t e e M e m b e r o r B o a r d:** means a member ( n u r s e / m i d w i f e ) who is not an office-bearer but elected from within the nurse/midwife membership to fill various roles for the running of ADNA and provide balance to discussion.

**register of members** means the register of members maintained under clause **secretary**, of the association, means:

- (j) the person holding office under this constitution as secretary, or
- (k) if no person holds that office -the public officer of the association. ADNA must have a board appointed public officer.

**Administrative role:** may be delegated to a contractor who is answerable to the board for all activities undertaken on behalf of the board in maintaining administrative work, records and website. They are not a member of the board. They do not make decisions.

**Annual General meeting (AGM):** means a general meeting of ADNA that is required to be held annually in accordance with clause 28 of this Constitution and the applicable provisions of the Act. The AGM must be held within six months after the end of ADNA's financial year or such other time as permitted by law.

**Special General Meeting (SGM):** of the association, means a general meeting of the association other than an annual general meeting.

**Subcommittee** means a subcommittee established under clause 20.

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

**the Regulation** means the *Associations Incorporation Regulation 2022*.

**Note:** The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

**Note:** The Act, Part 4 deals with various matters relating to the management of associations.

## Part 2 Members of association

### 1 Classes of Membership

ADNA consists of the following classes of membership:

- (a) Full Members;
- (b) Associate Members; and
- (c) Honorary Members.

Additional classes of membership may be created by the Board from time to time in accordance with this Constitution.

The class of Life Member under the previous constitution of ADNA will cease to exist upon adoption of this Constitution.

(d) Any person who was a Life Member immediately prior to the adoption of this Constitution will, from the date of adoption, be taken to be an Associate Member under clause 1.2.

(e) Former Life Members who become Associate Members will not be required to pay membership fees but will otherwise have the same rights and obligations as Associate Members, including the right to access education offered by ADNA at any applicable discounted rate.

#### 1.1 Full Members

(f) A person is eligible to apply to be a Full Member of ADNA if they:

- (i) are a nurse or midwife currently registered with the Australian Health Practitioner Regulation Agency (AHPRA); and
- (ii) work in dermatology or another health service related to the care of skin.

(g) Full Members are entitled to:

- (i) vote at general meetings of ADNA;
- (ii) nominate for election to the Board, subject to this Constitution; and
- (iii) access all information and education offered by ADNA at any applicable member rate or discounted price.

#### 1.2 Associate Members

(h) A person may be admitted as an Associate Member if they do not meet the eligibility criteria for Full Membership but have a demonstrable interest in the field of dermatology nursing.

(i) Associate Members are entitled to:

- (i) access member communications and education (where offered); and
- (ii) attend general meetings of ADNA (but not vote).

#### 1.3 Honorary Members

(j) The Board may confer Honorary Membership on individuals who have made an outstanding contribution to the field of dermatology nursing or to ADNA.

(k) Honorary Members are not required to pay membership fees and may attend general meetings but do not have voting rights unless they also qualify as Full Members.

#### 1.4 Admission of Members

- (l) A person becomes a Member of ADNA upon:
  - (i) the Board approving their application for membership in a specified class; and
  - (ii) their name being entered into the Register.
  
- (m) The Board may refuse an application for membership (in any class) at its sole discretion and is not required to provide reasons.

## **2 Membership Generally**

### **An individual is taken to be a member of the association if:**

- (n) the person applied to be a member under clause 3(1) and the application has been approved, or
- (o) the person was 1 of the individuals on whose behalf an application for registration of the association was made under the Act, section 6(1)(a), or
- (p) the person was:
  - (i) for an unincorporated body registered as the association - a member of the body immediately before the registration, or
  - (ii) for a registrable corporation registered as the association - a member of the corporation immediately before the registration, or
  - (iii) for an association that was amalgamated to form the relevant association - a member of the existing association immediately before the amalgamation.
- (q) A person is not eligible to be a member of ADNA if the person is not an individual.

## **3 Membership applications**

An application by a person to be a member of the association must be:

- (r) made in writing; and
- (s) in the form determined by the board, and
- (t) lodged with the secretary or their delegate.

The board may determine that an application may be made or lodged by email or other electronic means.

The secretary must report all new applications to the board as soon as practicable after receiving the application.

The board will review the report of new applications at the next board meeting and the board must approve or reject the application.

As soon as practicable after the board has decided the application, the secretary or their delegate must:

- (u) give the applicant written notice of the decision, including by email or other electronic means if determined by the board, and
- (v) if the application is approved - inform the applicant that the applicant entrance fee and annual subscription fee payable under clause 5, is either paid and accepted by ADNA or to be paid within 28 days of the day the applicant received the notice.

The secretary or their delegate must enter the applicant's name in the register of members as soon as practicable after the applicant pays the entrance fee and

annual membership fee in accordance with subclause (3)(b).

The applicant becomes a member once the applicant's name is entered in the register.

#### **4 Register of members**

The secretary must establish and maintain a register of members of the association.

(w) The register:

- i. may be in written or electronic form, and
- ii. must include, for each member:
  1. the member's full name, and
  2. a residential, postal or email address, and
  3. the date on which the person became a member, and
  4. if the person ceases to be a member - the date on which the person ceased to be a member, and
  5. 'for Full Members/Nurse and Midwife members their current AHRPA registration number;
- iii. must be kept in New South Wales:
  1. at the association's main premises, or
  2. if the association has no premises - at the association's official address, and
  3. must be available for inspection, free of charge, by members at a reasonable time,
- iv. if kept in electronic form - must be able to be converted to hard copy. The electronic copy must be 'backed up' to a main frame storage for safe keeping.

If the register is kept in electronic form, the requirements in subclause (4)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.

A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the board, for each page copied.

Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.

A member must not use information about a member obtained from the register to contact or send material to the member, unless:

(x) the information is used to send the member:

1. a newsletter, or
2. a notice for a meeting or other event relating to the association, or
- 3 other material relating to the association, or
4. is necessary to comply with a requirement of the Act or the Regulation.

#### **5 Fees and subscriptions**

(y) The membership fee payable by a person whose application for membership has been approved is:

- i. \$1, or
- ii. such other amount as determined by the board from time to time.

(z) Member must pay to the association an annual membership fee of \$2 or such other amount as determined by the Board from time to time, before the first day of each financial year:

- iii. If a person becomes a member after the start of the financial year, the Board may determine a pro rata amount of the annual fee applicable for the remainder of that financial year.
- iv. The Board may, by resolution, elect to waive the entrance fee or membership fee for a particular member.

## **6 Members' liabilities**

The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 5:

- (aa) the debts and liabilities of the association,
- (bb) the costs, charges and expenses of the winding up of the association.

## **7 Disciplinary action against members**

A person may make a complaint to the board that a member of the association has:

- v. failed to comply with a provision of this constitution, or
- vi. willfully acted in a way prejudicial to the interests of the association.

The board may refuse to deal with a complaint if the board considers the complaint is trivial or vexatious.

If the board decides to deal with the complaint, the board must:

- vii. serve notice of the complaint on the member, and
- viii. give the member at least 14 days from the day the notice is served on the member within which to make submissions to the board about the complaint, and
- ix. consider any submissions made by the member.

The board may, by resolution, expel the member from the association or suspend the member's membership if, after considering the complaint, the board is satisfied that:

- x. the facts alleged in the complaint have been proved, and
- xi. Expulsion or suspension is warranted.

If the board expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:

- xii. the action taken, and
- xiii. the reasons given by the board for taking the action, and
- xiv. the member's right of appeal under clause 8.

The expulsion or suspension does not take effect until the later of the following:

- xv. the day the period within which the member is entitled to exercise the member's right of appeal expires, or
- xvi. if the member exercises the member's right of appeal within the period - the day the association confirms the resolution under

clause 8.

## **8 Right of appeal against disciplinary action**

(cc) member may appeal against a resolution of the board under clause 7 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.

(dd) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(ee) The secretary must notify the Board that the secretary has received a notice of appeal.

(ff) If notified that a notice has been received, the Board must call a special general meeting of the association (**SGM**) to be held within 28 days of the day the notice was received.

At the special general meeting:

- i. no business other than the question of the appeal is to be transacted, and
- ii. the member must be given an opportunity to state the member's case orally or in writing, or both, and
- iii. Board must be given the opportunity to state the board's case orally or in writing, or both, and
- iv. the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

The appeal is to be determined by a simple majority of votes cast by the members.

## **9 Resolution of internal disputes**

The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 for mediation:

- v. a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or
- vi. a dispute between 1 or more members and the association.

If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.

The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

## **10 Membership entitlements not transferable**

A right, privilege or obligation that a person has because the person is a member of the association:

(gg) cannot be transferred to another person, and

(hh) terminates once the person ceases to be a member of the association.

## **11 Member resignation**

A member of the association may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the board, the member's intention to resign.

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

## **12 Cessation of membership**

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

- (ii) dies, or
- (jj) resigns from membership in accordance with clause 11, or
- (kk) is expelled from membership in accordance with clause 7, or
- (ll) fails to pay the annual membership fee payable under clause 5 within 3 months of the due date; or
- (mm) ceases to meet the eligibility requirements for membership under clause 2; or
- (nn) is deregistered by, or is subject to disciplinary action by, the Australian Health Practitioner Regulation Agency (AHPRA) such that the person no longer holds registration as a nurse or midwife. In such a case, the Board may, in its discretion, transfer the person to Associate Membership in accordance with clause 2.3.

## **Part 3 Board**

### *Division 1 Constitution*

#### **13 Functions of Board**

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

- v. is to control and manage the affairs of the association;
- vi. may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in general meeting and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association, and.

#### **14 Composition of Board**

The Board must comprise the following persons elected in accordance with clause 15:

(a) the following office-bearers:

- (i) the President;
- (ii) the Vice-President;
- (iii) the Secretary; and
- (iv) the Treasurer;

(b) at least 3 ordinary Board Members; and

(c) subject to the Act, a person may hold up to 2 offices, other than both the offices of President and Vice-President.

**Note:** The Act, section 28, contains requirements relating to membership eligibility and composition of the Board.

##### **14.1 Eligibility**

Only Full Members who are nurses or midwives registered with AHPRA are eligible to be elected or appointed as Board Members.

##### **14.2 Role of the Board**

Board Members:

- (a) are responsible for the overall governance, strategic direction, and financial management of ADNA;
- (b) must act in the best interests of ADNA and its members;
- (c) represent the interests of Full Members and Associate Members in Board decision-making; and
- (d) may represent ADNA publicly in accordance with their roles and any Board delegations or policies.

---

## **15 Election of Board members**

### **15.1 Eligibility for Election**

- vii. Any Full Member of ADNA who is a nurse or midwife registered with the Australian Health Practitioner Regulation Agency (AHPRA) may be nominated as a candidate for election as an

office-bearer or ordinary committee member of the Board.

- viii. To be eligible for election as an office-bearer, a nominee must:
1. have held Full Membership for at least 12 consecutive months immediately prior to the election;
  2. submit a current curriculum vitae (CV); and
  3. provide the names and contact details (letters and phone/email) of two referees who can verify the nominee's integrity and character.

### **15.2 Nomination Procedure (Prior to AGM)**

- ix. A nomination for election as an office-bearer or ordinary committee member must be:
1. made in writing;
  2. signed by at least two Full Members of ADNA (excluding the nominee); and
  3. accompanied by the nominee's written consent to the nomination.
- x. The nomination must be received by the Secretary at least 7 days before the date of the Annual General Meeting (AGM).

### **15.3 Nominations at the AGM**

- xi. If insufficient nominations are received before the AGM to fill all vacancies:
1. the candidates properly nominated will be deemed elected;
  2. a call for further nominations must be made at the AGM to fill the remaining vacancies; and
  3. any nomination made at the AGM must comply with clause 14.1 and be made in the manner directed by the member presiding at the meeting.
  4. Where a nominee is proposed for election as an office-bearer at the AGM, the nominee must present a current CV and the names and contact details of two referees at the meeting, or soon after, for the vote to be valid.

### **15.4 Contested Elections**

- xii. If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are elected
- xiii. If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the AGM in the manner directed by the Board.
- xiv. Vacancies that remain after a call for further nominations are taken to be casual vacancies and may be filled in accordance with clause 16.

## 16 Terms of office

Subject to this constitution, the term of an office-bearer or ordinary committee member (Board member) holds office from the day the member is elected until immediately before the annual general meeting at the expiry of their term. The 'term' of an office-bearer or ordinary committee member is 2 years.

A member is eligible, if otherwise qualified, for re-election.

There is no limit on the number of consecutive terms for which a Board member may hold office.

## 17 Vacancies in office

A casual vacancy in the office of a Board member arises if the member:

- xv. dies, or
- xvi. ceases to be a member of the association, or
- xvii. resigns from office by written notice given to the secretary, or
- xviii. is removed from office by the association under this clause, or
- xix. is absent from 3 consecutive meetings of the board without the consent of the board, or
- xx. . becomes insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- xxi. is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
- xxii. is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
- xxiii. becomes a mentally incapacitated person.

The association in general meeting may, by resolution:

- xxiv. remove a Board member from office at any time, and
- xxv. appoint another member of the association to hold office for the balance of the Board member's term of office.

A Board member to whom a proposed resolution referred to in subclause (2) relates may:

- xxvi. give a written statement, of a reasonable length, to the president or secretary, and
- xxvii. request that the Board send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.

If the Board fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.

The Board may appoint a Full Member of ADNA to fill a casual vacancy, except where the vacancy arises due to the removal of a Board member by resolution at a general meeting. If a Board member is removed from office by the association at a general meeting under clause 17(j), the association at that general meeting may, by resolution, appoint another eligible member to fill the vacancy for the remainder of the removed member's term. A person appointed under this clause holds office until the end of the original term of the vacated position, unless otherwise specified in the

resolution or unless earlier removed or replaced in accordance with this Constitution. Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

## **18 Secretary**

As soon as practicable after being elected, the Secretary must provide a notice to ADNA specifying their contact address.

The secretary must ensure minutes are kept of:

- xxviii. all elections of board members, and
- xxix. the names of board members present at a meeting of the Board or a general meeting, and
- xxx. all proceedings at board meetings and general meetings.

The minutes must be:

- xxxi. kept in written or electronic form, and
- xxxii. for minutes of proceedings at a meeting -signed, in writing or by electronic means, by:
  - 1. the member who presided at the meeting, or
  - 2. the member presiding at the subsequent meeting.

The Secretary may delegate administrative functions in accordance with any delegation policy or by-laws adopted by the Board but remains responsible for ensuring accurate record-keeping and compliance with this Constitution.

## **19 Treasurer**

The Treasurer is responsible for the oversight of the financial management of ADNA, and without limiting this responsibility, the Treasurer must ensure that:

- (e) all monies due to ADNA are collected and all payments authorised by ADNA are made;
- (f) correct books and accounts are maintained that accurately reflect the financial affairs of ADNA, including all receipts and expenditure; and
- (g) financial reports are provided to the Board as required.

The Treasurer may delegate financial administration functions in accordance with any delegation policy or Board-approved by-laws but remains responsible for ensuring compliance with this Constitution and all applicable laws.

## **20 Delegation to subcommittees**

The Board may:

- xxxiii. establish one or more subcommittees to assist it in the exercise of its functions;
- xxxiv. determine the terms of reference, membership, and operation of any subcommittee it establishes;
- xxxv. delegate to a subcommittee any of its functions other than:
  - 1. this power of delegation; or
  - 2. a function or duty that is required by law to be performed by the Board; and
- xxxvi. appoint at least one Board member to each subcommittee it

establishes.

- xxxvii. Subcommittees must report to the Board in accordance with any requirements set by the Board.
- xxxviii. The Board may establish State Representative Committees to support member engagement, education, and advocacy across Australian states and territories. The terms of reference, structure, and reporting obligations of these committees will be determined by the Board from time to time.

**Note:** The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

## Division 2 Procedure

### 21 Board meetings

The Board must meet at least 3 times in each 12-month period at the place and time determined by the Board.

Additional meetings of the Board may be called by any Board member.

The procedure for calling and conducting business at a meeting of a subcommittee is to be determined in accordance with its terms of reference. A Board member must be present at each subcommittee meeting to ensure proper communication and reporting back to the Board.

**Note:** The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

### 22 Notice of Board meeting

The secretary must give each Board member, oral or written notice of a meeting of the Board for at least 48 hours, or another period on which the Board members unanimously agree, before the time the meeting is due to commence.

A minimum of four Board meetings must be held throughout the financial year for quarterly reporting. There is no maximum number of meetings.

The notice must describe the general nature of the business to be transacted at the meeting.

The only business that may be transacted at the meeting is:

- xxxix. the business described in the notice, and
- xl. business that the Board members present at the meeting unanimously agree is urgent business.

### 23 Quorum

The quorum for a meeting of the Board is a majority of the current Board members holding office at the time of the meeting—a quorum is 4.

No business may be transacted by the Board unless a quorum is present.

If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:

- xli. to the same place, and
- xlii. to the same time of the same day in the following week.

If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

If the number of Board members is less than the number required to constitute a quorum for a Board meeting, the Board members may appoint 1 or more members of the association as Board members to enable the quorum to be constituted.

A Board member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.

This clause does not apply to the filling of a casual vacancy to which clause 17 applies.

**Note:** The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

## **24 Presiding Board member**

The following Board member presides at a meeting of the Board:

- xliii. the president,
- xliv. if the president is absent - the vice-president,
- xlv. if both the president and vice-president are absent - a Board member elected by those present at the meeting.

The member presiding at the meeting has:

- xlvi. a deliberative vote, and
- xlvii. in the event of an equality of votes - a second or casting vote.

The President is responsible for:

- xlviii. providing leadership to the Board and representing the Board to members and external stakeholders;
- xlix. ensuring decisions of the Board are actioned collaboratively and transparently;
  - i. maintaining open communication with the Board, contractors, members, relevant professional bodies, and regulatory authorities; and
  - ii. delegating responsibilities where appropriate, provided such delegation is consistent with this Constitution and any relevant Board policies.

## **25 Voting**

A decision supported by a majority of the votes cast at a meeting of the Board or a subcommittee at which a quorum is present is the decision of the Board or subcommittee.

## **26 Acts valid despite vacancies or defects**

Subject to clause 23(1), the Board may act despite there being a casual vacancy in the office of a Board member.

An act done by a Board or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the Board or subcommittee.

## **27 Transaction of business outside meetings or by telephone or other means**

The Board may transact its business by the circulation of papers, including by electronic means, among all Board members.

If the Board transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Board members, is taken to be a decision of the Board made at a meeting of the Board.

The Board may transact its business at a meeting at which 1 or more Board members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Board for the purposes of:

- lii. the approval of a resolution under subclause (2), or
- liii. a meeting held in accordance with subclause (3).

A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the Board.

**Note:** The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

## Part 4      **General meetings of association**

### **28 Annual general meetings**

The association must hold the association's first annual general meeting within 18 months of the day the association was registered under the Act.

The association must hold subsequent annual general meetings within:

- liv.      6 months of the last day of the association's financial year, or
- lv.      the later period allowed or prescribed in accordance with the Act, section 37(2)(b).

Subject to the Act and subclauses (1) and (2), the annual general meeting is to be held at the place and time determined by the Board.

The business that may be transacted at an annual general meeting includes the following:

- lvi.      confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
- lvii.     receiving reports from the Board on the association's activities during the previous financial year,
- lviii.    electing office-bearers and ordinary committee members,
- lix.      receiving and considering financial statements or reports required to be submitted to members of the association under the Act.

**Note:** The Act, section 37(1) and (2) provides for when annual general meetings must be held.

### **29 Special general meetings**

The Board may call a special general meeting whenever the Board thinks fit.

The Board must call a special general meeting if the Board receives a request made by at least 5% of the total number of Full Members.

For the purposes of this clause, a *Full Member* means a member of ADNA who meets the eligibility criteria set out in clause 2 and who has been admitted as a Full Member under this Constitution.

The request:

- lx.      must be in writing, and
- lxi.      must state the purpose of the meeting, and
- lxii.     must be signed by the members making the request, and
- lxiii.    may consist of more than 1 document in a similar form signed by 1 or more members, and
- lxiv.     must be lodged with the secretary, and
- lxv.      may be in electronic form and signed and lodged by electronic means.

If the Board fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.

A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the Board.

### 30 Notice of general meeting

The secretary (or their delegate) must give each member notice of a general meeting:

- lxvi. if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
- lxvii. otherwise - at least 14 days before the meeting.

The notice must specify:

- lxviii. the place and time at which the meeting will be held, and
- lxix. the nature of the business to be transacted at the meeting, and
- lxx. if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
- lxxi. for an annual general meeting - that the meeting to be held is an annual general meeting.

The only business that may be transacted at the meeting is:

- lxxii. the business specified in the notice, and
- lxxiii. for an annual general meeting - business referred to in clause 28(4).

A member may give written notice to the secretary of business the member wishes to raise at a general meeting.

If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

### 31 Quorum

The quorum for a general meeting is 5 full ADNA members.

For the purposes of this clause, a *Full Member* means a member who has been admitted as a Full Member of ADNA in accordance with clause 2 of this Constitution, and who is entitled to vote at general meetings.

No business may be transacted at a general meeting unless a quorum is present.

If a quorum is not present within half an hour of the time the meeting commences, the meeting:

- lxxiv. if called on the request of members - is dissolved, or
- lxxv. otherwise - is adjourned:
  - 1. to the same time of the same day in the following week, and
  - 2. to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.

If a quorum is not present within 30 minutes of the adjourned meeting commencing, but at least 3 Full Members are present, those members present will constitute a quorum.

### 32 Adjourned meetings

The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.

The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.

If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:

- lxxvi. the time and place at which the adjourned meeting will be held, and
- lxxvii. the nature of the business to be transacted at the adjourned meeting.

### **(c) Presiding member**

The following member presides at a general meeting:

- lxxviii. the president,
- lxxix. if the president is absent - the vice-president,
- lxxx. if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.

The member presiding at the meeting has:

- lxxxi. a deliberative vote, and
- lxxxii. in the event of an equality of votes - a second or casting vote.

## **34 Voting**

A full member is not entitled to vote at a general meeting unless the member:

- lxxxiii. is at least 18 years of age, and
- lxxxiv. has paid all money owed by the member to the association.

For the purposes of this clause, a *Full Member* means a member who has been admitted as a Full Member of ADNA in accordance with clause 2 of this Constitution, and who is entitled to vote at general meetings.

Each full member has 1 vote, except as provided by clause 33(2)(b).

A question raised at the meeting must be decided by:

- lxxxv. a show of hands, or
- lxxxvi. if clause 36 applies - an appropriate method as determined by the Board, or
- lxxxvii. a written ballot, but only if:
  1. The full member presiding at the meeting moves that the question be decided by ballot, or
  2. At least 5 full members agree the question should be determined by ballot.

If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:

- lxxxviii. a declaration by the full member presiding at the meeting,
- lxxxix. an entry in the association's minute book.

A written ballot must be conducted in accordance with the directions of the full member presiding.

A full member cannot cast a vote by proxy.

### **35 Postal, electronic or combined ballots**

The association may hold a postal, electronic or combined ballot, as determined by the Board, to decide any matter other than an appeal under clause 8.

The ballot must be conducted in accordance with Schedule 2 of the Regulation.

### **36 Transaction of business outside meetings or by telephone or other means**

The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.

If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of full members, is taken to be a decision of the association made at a general meeting.

For the purposes of this clause, a *Full Member* means a member who has been admitted as a Full Member of ADNA in accordance with clause 2 of this Constitution, and who is entitled to vote at general meetings.

The association may transact its business at a general meeting at which 1 or more full members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

The member presiding at the meeting and each other full member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:

- xc. the approval of a resolution under subclause (2), or
- xcii. a meeting held in accordance with subclause (3).

A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

**Note:** The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

## Part 5 Administration

### 37 Change of name, objects or constitution and annual summary of financial affairs

An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 and the annual summary of financial affairs must be made to NSW Fair Trading by:

- (a) the public officer, or
- (b) a Board member.

### 38 Funds

Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:

- xcii. the entrance fees and annual subscription fees payable by members,
- xciii. donations,
- xciv. other sources as determined by the Board.

Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way that the Board determines.

As soon as practicable after receiving money, the association must:

- xcv. deposit the money, without deduction, to the credit of the association's authorised deposit-taking institution account, and
- xcvi. issue a receipt for money received to the person from whom the money was received.

All cheques, drafts, bills of exchange, promissory notes and other payment must be signed by 2 authorised signatories.

**Note:** The Act, section 36 provides for the appointment of authorised signatories.

### 39 Insurance

The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

### 40 Not-for-profit status

The assets and income of the ADNA shall be applied solely in furtherance of its objects set out in this constitution and no portion shall be distributed directly or indirectly to the members of the ADNA except as bona fide compensation for services rendered or expenses incurred on behalf of the ADNA. All remuneration to Board members must be approved by the Board and disclosed annually at the AGM.

## 41 Disclosure of conflicts of interest

A Board member must disclose the nature and extent of any actual or perceived potential

of interest on a matter that is being considered by the Board, or that will be circulated to members electronically or in written form to:

- a) The Board at the meeting,
- b) and if more than one Board member, to the members and the next general meeting or earlier if feasible,
- c) and it must be recorded in the Minutes of that meeting.
- d) The board member must not be present at the meeting while the matter is being discussed
- e) They must abstain from voting on the matter being considered.

**Note:** See the Act, section 40.

## 42 Service of notices

For the purposes of this constitution, a notice may be given to or served on a person:

- xcvii. by delivering the notice to the person personally, or
- xcviii. by sending the notice by pre-paid post to the address of the person, or
- xcix. by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.

A notice is taken to have been given to or served on a person, unless the contrary is proved:

- c. for a notice given or served personally - on the date on which the notice is received by the person, or
- ci. for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
- cii. for a notice sent by electronic transmission:
  1. on the date the notice was sent, or
  2. if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

## 43 Custody of records and books

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the association's main premises, in the custody of either of the following persons, as determined by the Board:
  - ciii. the public officer,
  - civ. a member of the association, or
  - cv. if the association has no premises - at the association's official address, in the custody of the public officer.

## 44 Inspection of records and books

The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:

- cv. this constitution,
- cvii. minute of Board meetings and general meetings of the association,
- cviii. records, books and other documents relating to the association.

A member may inspect a document referred to in subclause (1):

- Cvix . in hard copy, or
- Cvx . in electronic form, if available.

A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the Board, for each page copied.

The Board may refuse to allow a member to inspect or obtain a copy of a document under this clause:

- cvxi. that relates to confidential, personal, commercial, employment or legal matters, or
- cvxii . if the Board considers it would be prejudicial to the interests of the association for the member to do so.

## 45 Financial year

The financial year of ADNA is the period of 12 months commencing on **1 April** and ending on **31 March** in the following year.

**Note:** The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the *Associations Incorporation Act 1984*.

## 46 Dissolution clause- Distribution of property on winding up

Subject to the Act and the Regulation, in a winding up of the association, the surplus property of ADNA must be transferred to one or more organisations:

- Cvxiii . with similar objects, and
- Cvxi. which are not carried on for the profit or gain of their individual members.

*surplus property* has the same meaning as in the Act, section 65.