



CONSTITUTION & RULES

**National Association for Loss and Grief (NSW)
Incorporated**

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Constitution and Rules of the National Association for Loss and Grief (NSW) Incorporated

1 Name

The incorporated association is:

National Association for Loss and Grief (NSW) Incorporated (in these Rules called “the Association”)

2 Definitions

- (1) For the purpose of these rules the principle purpose of the organisation is to build the capacity of individuals, organisations and communities in order to enhance well-being following loss, grief, bereavement and trauma.

In this Constitution, unless the context otherwise requires:

“**Act**” means the Associations Incorporation Act 1984

“**Association**” shall mean the Association or organisation established by this Constitution by whatever name from time to time known;

“**Board Member**” means a Board Member of the Association who is not an office-bearer of the Association, as referred to in Clause 9

“**Board of Management**” shall mean the Board described and comprised as set out in Clause 10.9 hereof

“**Commissioner**” shall mean the Commissioner of the Office of Fair Trading

“**Deputy President**” shall mean the Deputy President described in Clause 9 hereof

“**Meet**” for the purposes of the Association “meet” shall mean face to face or by telecommunications

“**Member**” and “**Associate Member**” shall mean an agency or individual admitted as a Member or Associate Member of the Association in accordance with the provisions of the Constitution and Rules

“**President**” shall mean the President described in Clauses 9 hereof

“**Public Officer**” shall mean the Public Officer described in Clause 9 hereof

“**Secretary**” means:

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

“**Secretary**” shall mean the Secretary described in Clause 9 hereof

“**Special general meeting**” means a general meeting of the Association other than an annual general meeting

“**Regulation**” means the Associations Incorporation Regulation 1999

“**Treasurer**” shall mean the Treasurer described in Clauses 9 hereof.

- (2) In these rules:
- (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 these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

3 Objects

The following are the objects of the association:

- (a) To build the capacity of individuals, organisations and communities in order to enhance well-being following loss, grief, bereavement and trauma.
- (b) To provide direct assistance, support, counselling, advocacy and a range of specialist interventions and innovative services to people affected by loss, grief, bereavement and trauma.
- (c) To provide grief education and a range of consultancy services to develop and enhance the capacity of individuals, organisations and communities to deal effectively with loss, grief, bereavement and trauma.
- (d) To support research that enhances our understanding of and response to adversity.
- (e) To make representations to Federal, State/Territory and Local Government in matters affecting loss, grief, bereavement and trauma experience.
- (f) To provide a forum for sharing and circularising relevant literature and information and better practice initiatives for loss, grief, bereavement and trauma and the promotion of resilience.
- (g) To co-ordinate, publicise and publish the activities of the Association.
- (h) To co-operate with other bodies or organisations, both within New South Wales and the Australian Capital Territory and in other States, having objects in whole or in part similar to the objects of the Association.
- (i) To generally do all such other things as may be incidental to or conducive to the promotion of support to communities and individuals impacted by loss, grief, bereavement and trauma.

4 Surplus Property

- (1) In the event of the winding up or cancellation of the Association all surplus property is to be vested with a nominated incorporated Association pursuant to the relevant section of the Act.
- (2) The Charity so nominated shall be one which fulfils the requirements specified in section 53 (2)(a) – (c) of the Act.

5 Compliance with Charitable Fundraising Act 1991

The Association shall comply with such of the provisions of the Charitable Fundraising Act 1991, and the regulations thereunder as are applicable to it.

6 Membership

6.1 Members

Members shall:

- i. be individuals over the age of eighteen (18) years;
- ii. be interested in furthering the objects of the Association;
- iii. complete the appropriate Application for Membership Form and pay the prescribed fee set by the Board from time to time according to the category of membership;
- iv. be nominated by an existing financial Member of NALAG (NSW) Inc;
- v. agree to abide by Constitution and Rules of NALAG (NSW) Inc. and the NALAG (NSW) Code of Ethics.
- vi. have full voting rights

The following applies to Members:

- (a) Application for Membership shall be in writing in such form and in such manner as the Board may, from time to time prescribe, and every applicant for Membership shall sign an undertaking to be bound by the provisions and regulations of the Association. The Board may refuse any application for Membership without assigning any reason therefore.
- (b) The Secretary of the Association shall establish and maintain a Register of Members of the Association specifying the name, address, agency and the date on which Membership commenced.
- (c) The Register of Members shall be kept at the principal place of administration of the Association and shall be open for inspection free of charge by any Member of the Association or its representative at any reasonable hour.
- (d) The Board shall from time to time determine the prescribed Membership fees.
- (e) If the Membership fee of a Member shall remain unpaid for a period of two calendar months after it becomes due, the Membership of such person or agency shall be recorded as un-financial. A reminder will be issued with a provision of a further month to pay the Membership fee. After failure to pay by the end of the third calendar month, the Membership of such person shall cease and the name shall be removed from the Register of Members.
- (f) 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 or expenses on the winding up of the Association is limited to the amount, if any, unpaid by the Membership fee in respect of Membership of the Association.
- (g) No Member of the Association shall under any circumstances receive any profit or gain, either directly or indirectly, from the Association or its associated activities without the permission of the Board and provided any conflict of interest is declared at a general meeting or a minuted meeting of the Board.

6.2 Associate Members

Associate Members shall:

- i. be government, corporate, academic or other agency, organisation or individual over the age of eighteen (18);
- ii. complete the appropriate Application for Associate Membership Form and pay the prescribed fee according to the category of membership that the Board may from time to time determine;
- iii. agree to abide by Constitution and Rules of NALAG (NSW) Inc. and the NALAG (NSW) Code of Ethics.
- iv. Not have voting rights.

The following applies to Associate Members:

- (a) Application for Associate Membership shall be in writing in such form and in such manner as the Board may, from time to time prescribe, and every applicant for Associate Membership shall sign an undertaking to be bound by the provisions and regulations of the Association. The Board may refuse any application for Associate Membership without assigning any reason therefore.
- (b) The Secretary of the Association shall establish and maintain a Register of Associate Members of the Association specifying the category of associated membership, name, address, agency and the date on which Associate Membership commenced.
- (c) The Register of Members and Associate Members shall be kept at the principal place of administration of the Association and shall be open for inspection free of charge by any Member or Associate Member of the Association or its representative at any reasonable hour.
- (d) The Board shall from time to time determine the prescribed Associate Membership fees according to Membership category.
- (e) If the membership fee of an Associate Member shall remain unpaid for a period of two calendar months after it becomes due, the Associate Membership of such person or agency shall be recorded as un-financial. A reminder will be issued with a provision of a further month to pay the Associate Membership fee. Failure to pay by the end of the third calendar month, the Associate Membership of such agency shall cease and its name shall be removed from the Register of Associate Members.
- (f) The liability of an Associate Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges or expenses of the winding up of the Association is limited to the amount, if any, unpaid by the membership fee in respect of Membership of the Association.
- (g) No Associate Member of the Association shall under any circumstances receive any profit or gain, either directly or indirectly, from the Association or its associated activities without the permission of the Board and provided any conflict of interest is declared at a general meeting or minuted meeting of the Board of the Association.

6.3 Cessation of Membership

Membership and Associate Membership ceases if:

- (a) an individual dies;
- (b) resigns Membership;
- (c) is not financial;
- (d) is expelled from the Association.

6.4 Membership entitlements not transferable

A right, privilege or obligation which an organisation, agency or individual has by reason of being a Member or Associate Member of the Association:

- (a) is not capable of being transferred or transmitted; and
- (b) terminates on cessation of Membership.

6.5 Resignation of Membership

- (1) A Member of the Association who has paid all monies due and payable by a member to the Association may resign from the Association by giving one (1) month notice in writing to the secretary of his/her intention to resign.
- (2) If a Member of the Association ceases to be a Member under clause (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.

6.6 Resolution of internal disputes

The parties to a dispute must meet either face to face or by telephone/video conferencing means and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties. In the event of the dispute not being resolved:

- (1) Disputes between Members (in their capacity as Members) of the Association, and disputes between Members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

6.7 Disciplining of Members

- (1) A complaint may be made to the Board by any person 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.
- (2) On receiving such a 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 in 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.
- (3) 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.
- (4) 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 Board for having taken that action and of the Member's right of appeal .

- (5) 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 Board confirms the resolution under clause 5 of Rights of Appeal of a Disciplined Member, whichever is the latter.

6.8 Right of appeal of disciplined Member

- (1) A Member may appeal to the Association in general meeting against a resolution of the committee under clause 6.7, 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 clause (1), the secretary must notify the committee 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 clause (3):
 - (a) no business other than the question of the appeal is to be transacted;
 - (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) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

6.9 Life Membership *(pending final approval at the AGM set down for 19th November 2009)*

Life Membership is the highest honour that NALAG (NSW) Inc can bestow on an individual.

- (1) Life Membership may be given to any individual member or past individual member of NALAG (NSW) Inc.
- (2) The process for nomination should be in writing setting out the criteria the proposer and seconder have put forward for the nominee
- (3) Any nomination must receive a majority vote of the Board Members voting at the meeting on the resolution
- (4) Nominators and nominees are to be financial members.
- (5) Nominees should meet two of the following criteria:
 - (a) Have been an active member of NALAG for at least 10 years;
 - (b) Have made substantial contribution to the objects of NALAG (NSW) Inc.;
 - (c) Have sound leadership at a significant level within NALAG.

A Life Member pays no fees for membership A Life Member has full voting rights at meetings and may if elected hold an appropriate Executive position for a normal term of office.

7 Centres and Branches

7.1 Branches

- (a) A NALAG Branch shall be established to provide support, education and advocacy relating to loss, grief, bereavement and trauma in an area or region.
- (b) Support and or counselling activities can only be established by a Branch if auspiced by the Board after the Branch is able to meet the criteria for such activities set by the Board from time to time.
- (c) A NALAG Branch shall be designated by the Board provided that there is:
 - i. a minimum of five (5) NALAG Members;
 - ii. a meeting recognised by the Board to establish its operations; and
 - iii. that there is a minimum of three (3) meetings per annum as recognised by the Board
 - iv. adherence to the responsibilities set down by the Board from time to time.
- (d) A NALAG Branch is supported by NALAG (NSW) Inc. and its Members are directly managed by the Board and are accountable to it. A NALAG Branch may be auspiced through a NALAG Loss and Grief Centre. The Board from time to time as it determines may delegate responsibilities to a Branch within the Rules and Policies.
- (e) All NALAG Branches are subject to the approval, ongoing registration, control and direction of the Board.
- (f) All financial accounts of NALAG Branches will be subject to the control and ongoing direction of the Board, unless otherwise delegated.
- (g) A NALAG Branch has the option of electing an Advisory Committee and/or nominating a Branch Co-ordinator who will be responsible for the management of the Branch activities and reporting to the Board.

7.2 Centres

- (a) A NALAG Loss and Grief Centre shall be established to provide support and education relating to loss, grief, bereavement and trauma in an area or region.
- (b) A NALAG Loss and Grief Centre shall be designated by the Board provided that it has:
 - i. a minimum of ten (10) Members;
 - ii. been operating as a NALAG Branch for a minimum of two (2) years; and
 - iii. paid employee(s) for a minimum of one (1) year;
 - iv. a minimum of four (4) meetings per annum;
 - v. adhered to the reporting responsibilities set down by the Board from time to time
 - vi. followed best practice and minimum standards set by the Board
- (c) All NALAG Centres for Loss and Grief are subject to the approval, ongoing registration, control and direction of the Board.
- (d) All financial accounts of NALAG Centres for Loss and Grief will be subject to the control and ongoing direction of the Board, unless otherwise delegated.
- (e) Each NALAG Centre for Loss and Grief must have its own Advisory Committee that will report and be answerable to the Board.
- (f) The Board may determine that a NALAG Centre for Loss and Grief can be separately incorporated provided it is acknowledged in the separately incorporated Centre's Constitution that it will remain part of the NALAG (NSW) Association and abide by the NALAG Constitution, Rules and Policies. The Board may from time to time as it determines delegate responsibilities to a NALAG Centre within the Rules and Policies.

8 Meetings

8.1 General Meetings

- (a) A General Meeting may be convened at any time -
 - i. by any four Members of the Board; or
 - ii. the Secretary upon the written request of not less than twenty (20) financial Members of the Association.
- (b) In such cases the meeting shall be held within a period of one month from the date of receipt of the said request (or from the date upon which the Secretary has become aware that a request has been made by not less than twenty (20) financial Members).

8.2 Annual General Meeting

- (a) The Annual General Meeting of Members of the Association shall be held within six (6) months of the close of each financial year when the annual report and audited statements shall be presented. Unless otherwise determined, the financial year of the Association shall conclude on 30th June.
- (b) At least twenty eight days notice in writing of the Annual General Meeting and at least fourteen days notice in writing of all General Meetings shall be given by the Secretary to all Members of the Association and such notice shall specify the place, the date and the hour of meeting, and the general nature of the business to be dealt with at the meeting. Notification can be by letter, email, facsimile or as determined by the Board from time to time.
- (c) No business shall be transacted at any Annual or General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Unless otherwise determined at the Annual General Meeting, any 5 Members constitute a quorum for the transaction of the business of a meeting. No business is to be transacted by the meeting unless a quorum is present. If within half an hour of the time set down for a meeting to commence a quorum is not present, then the meeting shall be adjourned to the same time and place no less than fourteen and no more than 21 days later. At the adjourned meeting any 3 Members constitute a quorum for the transaction of the business. If a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved. Telecommunication attendance of Board Members and Branch Committee Members will be accepted.
- (d) The President, or in his/her absence the Deputy President, shall preside as Chair at every General Meeting of the Association provided that if neither the Chair nor the Deputy President shall be present within fifteen minutes after the time appointed for holding of the General Meeting, then the Members present shall elect one of their number to be Chair of the meeting, a simple majority sufficing.
- (e) The Chair, may with the consent of the majority of Members present at any General Meeting (at which a quorum is present) shall adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, notice of the adjourned General Meeting shall be given as in the case of any other General Meeting.
- (f) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or upon the declaration of the result of the show of hands) demanded by the Chair or by at least three Members present. Unless a poll is so demanded a declaration by the Chair that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority or lost, (and an entry to that effect is included in the book containing the minutes of the proceedings) shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- (g) In the case of an equality of votes, whether on a show of hands or on a poll, the

Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

- (h) On a show of hands every person present who is a Member shall have one vote and any written proxy of a Member, which shall not exceed five (5) proxy votes.
- (i) Members who are unable to attend the Annual General Meeting shall be entitled to a postal vote for the purpose of election of Members of the Board of Management and for certain other purposes as determined from time to time by the Board of Management.
- (j) In the event that a postal/fax vote is required the following procedure shall apply:
 - i. The Member requiring a postal vote shall notify the Secretary of such requirement.
 - ii. The Secretary shall mail to all Members who have duly notified him (or her) of such requirement a form of voting paper not less than **seven (7)** days prior to the date of the said meeting.
 - iii. Each Member requiring a postal/fax vote shall ensure the return of the completed voting paper by ordinary post, or hand delivery to the Secretary no later than 2 p.m. on the day preceding the date of the meeting.
 - iv. The ballot shall not be deemed to be invalid by reason of the non-receipt by any Member of a voting paper.
 - v. Any voting paper either not received within the period specified in sub-clause (iii) above or upon which votes are not recorded as directed on the form shall be rejected as informal.
 - vi. The decision of the Chair (or of some other person determined by the Board of Management to be the Returning Officer in connection with the ballot) as to the validity or otherwise of any matter arising out of the conduct of the ballot shall be final and conclusive.

8.3 Appointment of proxies

- (1) Each Member is to be entitled to appoint another Member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) No one Member may hold more than 5 proxies at any one time.
- (3) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

9 Management

9.1 State Board of Management

The administration, business and affairs of the Association shall be managed by the State Board of Management which shall consist of no more than ten persons including at least:

- (a) President, who shall act as Chair
 - (b) Deputy-President
 - (c) Secretary
 - (d) Treasurer
- (the four persons/positions above being known as the Officer-bearers of the Association); and
- (e) Up to six other Members

9.2 Nominations for and Election of Office Bearers

All nominations for these offices shall be deposited with the Secretary no later than 21 days prior to the date of the Annual General Meeting or by such date as shall be determined by the Board of the Association. Any casual vacancy occurring among the office bearers or Board may be filled by the Board of Management and the person so appointed to fill such vacancy shall hold office for the unexpired term of the Member so replaced. The Board may at its discretion invite up to 2 members with special expertise to serve on the Board for a term of 12 months. Such members will have full voting rights.

Office-bearers shall be elected at the Annual General Meeting.

9.3 President

The President shall:

- (a) Oversee the management of the Association with the assistance of other Board Members.
- (b) Act as chair of the Board of Management.
- (c) Act as spokesperson, or delegate this responsibility, on behalf of the Association within the rules and policies.

9.4 Deputy President

The Deputy President shall:

- (a) Deputise for the President when he/she is unable to fulfil their duties.

9.5 Secretary

The Secretary shall:

- (a) Keep a register of all Members of the Association
- (b) Attend meetings of the Association and the Board.
- (c) Keep minutes of these meetings in a book or secure file kept for that purpose.
- (d) Conduct all correspondence sent to him/her on behalf of the Association.
- (e) Carry out the directions of the General Meetings of the Association and the Board
- (f) Keep copies of all correspondence relating to the Association in a secure location.
- (g) Convene in accordance with the rules all General Meetings of the Association and the Board of Management.
- (h) Shall act as Public Officer unless otherwise delegated.

9.6 Treasurer

The Treasurer shall:

- (a) Oversee the receipt and take charge of all monies belonging to the Association.
- (b) Attend meetings of the Association and the Board.
- (c) Oversee all payments authorised to be made in accordance with this Constitution
- (d) Ensure such books and accounts as the Board directs are kept and maintained in accordance with the requirements of the external auditor.
- (e) Arrange for the books and accounts of the Association to be audited at the end of the financial year

- (f) Furnish to the Board for presentation at the Annual General Meeting of the Association -
 - i. A report on the financial position of the Association;
 - ii. A statement of the receipts and expenditure of the Association for the financial year;
 - iii. A statement of the assets and liabilities of the Association at the end of the financial year.

9.7 Public Officer

A Public Officer will be appointed at each Annual General Meeting pursuant to the Associations Incorporation Act (NSW) 1984.

The Public Officer is to:

- (a) Deal with matters relating to incorporation under the Associations Incorporation Act (NSW) 1984.
- (b) Be responsible for the Association's Common Seal.
- (c) Notify the relevant authority, using the prescribed form, of changes or developments as prescribed in the Associations Incorporation Act (NSW) 1984.

9.8 Executive Powers & Duties of the Board of Management

- (1) The Board shall be responsible for and make provision for all matters pertaining to the management of the affairs of the Association and may exercise all the powers of the Association as are required to be exercised by the Association in General Meeting.

The Board has the power to:

- (a) Purchase, sell or lease property.
 - (b) Incur legal and incidental expenses;
 - (c) Make regulations relating to the administration of the Association.
- (2) The Board may delegate any of its powers to a subcommittee of the Board, Centre or Branch as it sees fit. In the performance of its functions, the subcommittee shall be subject to the full direction of the Board.

9.9 Casual vacancies

For the purposes of these rules, 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
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Board from all meetings of the Board held

during a period of 6 months.

The filling of a casual vacancy i.e. Board Member or Office Member may occur by appointment by majority vote of Board Members, such casual appointment will be in force until the next AGM.

9.10 Removal of Board Member

- (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 clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation 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.

9.11 Delegation by the Board to sub-committees

- (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 rule 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 section 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 by the Board.
- (4) Despite any delegation under this rule, 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 rule 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 rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

9.12 Meetings of the State Board of Management

- (1) The Board shall meet at least six times during the year but otherwise may appoint and regulate its meeting as it thinks fit.
- (2) The President may at any time, and the Secretary on the requisition of any two Members of the Board, summon a meeting of the Board.
- (3) The quorum necessary for the transaction of business at such meetings shall be 4 and if a quorum is not present within half an hour of the time set down for the commencement of the meeting, then the meeting shall be adjourned to such time and such place as may be determined by the Members at the said meeting. Notice of all adjourned meetings shall be forwarded in writing to all Members of the Board.
- (4) The President, or in his/her absence the Deputy President, shall preside as Chair at every meeting of the Board and if neither is present at the meeting then the Members may choose one of their number to be Chair of the meeting.

- (5) Each Member personally present shall be entitled to one vote PROVIDED that in the event of an equality of voting the Chair shall be entitled to exercise a second or casting vote.
- (6) Questions arising at any meeting of the Board shall be decided by a majority of votes of those present and a determination by the majority of the Members of the Board present shall for all purposes be a determination of the Board.
- (7) The continuing Members of the Board may act notwithstanding any vacancy but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board the continuing Member or Members may act for the purpose of increasing the number of Members of the Board to the required quorum number or of summoning a General Meeting of the Association, but for no other purpose.
- (8) The Board may establish working parties and sub committees consisting of such Member or Members of the Board of Management as they think fit; any working party so formed shall in the exercise of the powers so delegated conform to the requirements of this Constitution in the same manner as has been applied to the powers and duties of the Board of Management. Such working parties shall also conform to any regulations that may be imposed on it by the Board. In all other respects the rules and requirements relating to meeting and procedures of Board meetings as laid down by the Constitution shall apply except in so far as they might be inconsistent to meetings and procedures of working parties.
- (9) The Board may transact any of its business:
 - (a) by the circulation of papers either by mail or by electronic means including facsimiles and emails among all Members of the Board AND a resolution in writing by mail or transmitted by electronic means by the majority of those Members is to be taken to be a decision of the Board.
 - (b) At a meeting which Members (or some Members) participate by telephone, circuit television, or other means, but only if any Member who speaks on the matter before the meeting can be heard by the other Members.
 - (c) A resolution approved under the above clause is to be recorded in the minutes of the meeting of the Board.

9.13 Vacation of office

The office of a Member of the Board or of any of the working parties appointed by it shall become vacant if -

- (a) the Member holds an office of profit in the Association;
- (b) the Member is directly or indirectly interested in any contract or proposed contract with the Association which has not been declared to the Board;
- (c) upon his/her death;
- (d) If he/she resigns his/her office by notice in writing to the Board;
- (e) If he/she is absent for more than three meetings without leave of the Board of Management from meetings of the Board held during that period;
- (f) If he/she ceases to be a Member of the Association pursuant to clause 5 of this constitution;
- (g) Upon resolution being passed by a two-thirds majority of Members present at a properly constituted General Meeting specially called for the purpose to remove him/her from office.

10 Funds

- (a) All assets and income of the Association shall be under the control of the Board, and unless designated for a particular purpose of the Association shall be available at the discretion of the Board for the promotion of the objects of the Association.
- (b) Funds shall be obtained from:
 - i. the annual Membership fee;
 - ii. such general funds or gifts for specific purposes as may be received from interested persons, churches, service organisations, governments and other groups or organisation;
 - iii. fund-raising functions;
 - iv. professional services eg training fees seminars/ conferences;
 - v. grants;
 - vi. all other sources of funding.
- (c) All monies received by the Association shall be deposited intact at the earliest possible date to the credit of the Association's bank accounts. Receipts for monies received shall be issued promptly.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or duly authorised by any two Members of the Board or employees of the Association being Members or employees authorised to do so by the Board.

11 Authorisation of accounts

All accounts shall be presented to and passed for payment under appropriate delegation as may be determined from time to time by the Board and ratified at the next general meeting; full details of all such approvals shall be entered in the Minutes book.

12 Audit

- (a) The auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books etc. and furnish a report thereon to the Members at the Annual General Meeting. Audits shall be conducted at regular intervals of not more than twelve months.
- (b) The auditor shall not be a Member or closely related to a Member of the Board.
- (c) The auditor shall be a person who is a Member of the Institute of Chartered Accountants in Australia or of the Australian Society of Accountants or a registered company under the Companies Act of any State or Territory of the Commonwealth of Australia.
- (d) Where the current auditor submits his/her resignation, or notifies the Secretary of his/her intention not to seek re-election as auditor, paragraph (e) hereof shall apply.
- (e) Subject to paragraph (d) hereof, notice of the intention to nominate an auditor shall be given to the Secretary at least twenty one days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditor at least seven days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and if he/she so wishes be heard at such Annual General Meeting.

13 Minutes

The Board shall cause minutes to be made:-

- (a) Of all appointments of office-bearers and Members of the Board of Management and working parties.
- (b) Of the names of Members present at all meetings of the Association, the Board of Management meetings, sub committee and working party meetings.
- (c) Of all proceedings at all meetings of the Association, the Board of Management meetings, sub committee and working party meetings.
- (d) Such minutes shall be signed by the Chair or person authorised by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

14 Common Seal

The Common Seal of the Association shall be kept in the secure control of the Public Officer. The Common Seal shall not be affixed to any instrument except by the authority of the Board of Management and the affixing of the Common Seal shall be attested by the signatures of either of two Members of the Board or of one Member of the Board and Public Officer.

15 Custody & Inspection of Books, Records & Documents

- (a) Except as otherwise advised by this Constitution the Secretary or delegated person shall keep in his/her custody or under his/her control at the State Office all records, books and other documents relating to the Association.
- (b) The records, books and other documents of the Association shall be open to inspection, free of charge, by a Member or a representative of a Member of the Association at any reasonable hour and with reasonable notice provided that the privacy and confidentiality laws and regulations of New South Wales are adhered to.

16 Dissolution

- (a) The Association shall be dissolved in the event of Membership being less than three persons or upon the vote of a three-fourths majority of Members present at a General Meeting convened to consider such question.
- (b) Upon a resolution being passed in accordance with paragraph (a) of this rule, all assets and funds of the Association on hand shall, after the payment of all expenses and liabilities, be handed over to such registered or exempted charity or charities as a simple majority of the Members at the General Meeting so convened, or at a subsequent General Meeting, may decide.

17 Amendments

This Constitution may be amended only pursuant to a resolution passed at a General Meeting of the Association upon the vote of a majority of three-fourths of the Members present and voting at such meeting PROVIDED that not less **than** twenty eight (28) days notice of the proposed amendment shall have been given to each Member of the Association AND PROVIDED

- (a) That the said amendment or amendments have firstly been considered at a duly organised meeting of the Board of Management
- (b) That the Minister of the Crown for the time being administering the Associations Incorporation Act (NSW) 1984 as amended, has signified his approval to such amendment or amendments being made.

18 Representation

All persons appointed by the Board of Management to represent the Association at meetings or functions of Government and Non-Government bodies in accordance with the terms and objects of the Association shall have the right to speak and vote on behalf of the Board at such meetings or functions PROVIDED that such conduct shall not be inconsistent with or in contradiction to and shall follow the general tenor and intentions of the objects of the Association.

19 Miscellaneous

19.1 Insurance

The Board may effect and shall maintain insurance.

19.2 Service of notices

- (1) For the purpose of these rules, 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 to an address specified by the person for giving or serving the notice.

- (2) For the purpose of these rules, 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.

20.3 Appendix 1

(Rule 7.1 (a))

**APPLICATION FOR MEMBERSHIP OF NATIONAL ASSOCIATION
FOR LOSS & GRIEF INCORPORATED**

(Incorporated under the Associations Incorporation Act 1984)

I,
(full name of applicant)

of
(address)

.....
(occupation)

hereby apply to become a Member of the above named incorporated Association. In the event of my admission as a Member or Associate Member, I agree to be bound by the Rules of the Association for the time being in force.

.....
Signature of applicant

.....
Date

I, a Member of the Association,
(full name)

nominate the applicant, who is personally known to me, for

Membership / Associate Membership (delete one) of the Association.

.....
Signature of proposer

.....
Date

Appendix 2

(Rule 9.3 (3))

**NATIONAL ASSOCIATION FOR LOSS AND GRIEF (NSW) INCORPORATED
FORM OF APPOINTMENT OF PROXY**

I,
(full name)

of
(address)

being a Member of the

National Association for Loss and Grief (NSW) Incorporated, hereby appoint

.....
(full name of proxy)

of
(address)

being a Member of that incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on theday of and at any adjournment of that meeting.
(month and year)

* My proxy is authorised to vote **in favour of** / **against**
(delete as appropriate) the resolution (insert details).

(to be inserted if desired).....
.....
.....
.....

.....
Signature of Member appointing proxy

.....
Date

NOTE: A proxy vote may not be given to a person who is not a Member of the Association.