



Constitution of the Down Syndrome Association of NSW Inc.

CONSTITUTION OF DSA OF NSW INC

Contents

Part 1 - PRELIMINARY		
1	Definitions	
2	Association's purpose or Objects of the Association	
Part 2 - MEMBERSHIP		
3	Members of the Association	
	1. Membership	
	2. Ordinary Membership	
	3. Affiliate Membership	
	4. Honorary Membership	
	5. Lifetime Membership	
4	Patrons	
5	Membership applications	
6	Register of Members	
7	Down Syndrome NSW Network	
8	Annual Subscription Fee	
9	Members' Rights	
10	Liability of Members	
11	Disciplinary Action against Members	
12	Resolution of internal disputes	
13	Membership entitlements not transferable	
14	Member resignation	
15	Cessation of Membership	
Part 3 - THE BOARD		
16	The Board Composition	
17	Powers of the Board	
18	Eligibility for Election to the Board	
19	Terms of Office of the Board	
20	Vacation of Office	
21	Secretary	
22	Treasurer	
23	Board Papers and Assets	
24	Delegation to Sub-committees	

25	Board Meetings	
26	Notice of Board meetings	
27	Quorum at Board meetings	
28	Presiding Board Member	
29	Voting at Board meetings	
30	Acts valid despite vacancies or defects	
31	Transaction of business outside meetings	
Part 4 – GENERAL MEETINGS OF THE ASSOCIATION		
32	Annual General Meetings	
33	Special General Meetings	
34	Notice of General Meetings	
35	Proceedings at General Meetings	
36	Election of Office Bearers and Ordinary Board Members	
37	Voting at General Meetings	
Part 5 – ADMINISTRATION		
38	Accounts	
39	Audits	
40	Public Officer	
41	Source of Funds	
42	Custody of Records and Books	
43	Inspection of Books	
44	Indemnity	
45	Notices	
46	Amendment of the Constitution	
47	Dissolution of the Association	
48	Regulations	

PART 1 PRELIMINARY

1. Definitions

(1) In this constitution the following terms are defined accordingly:

Act means the *Associations Incorporation Act 2009*.

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

Annual Subscription Fee means the subscription fee determined by the Board in accordance with clause 8.

Association means the Down Syndrome Association NSW Inc.

Board means the governing committee of the Association, as defined under the Act.

Board Member means a committee Member as defined under the Act and includes an Office-Bearer

exercise a function includes perform a duty.

function includes a power, authority or duty.

Member means a Member of the Association and includes Board Members, Ordinary Members, Affiliate Members, Honorary Members and Lifetime Members as those terms are defined in this constitution and any other category of Member established under clause 3.

Network means the Down Syndrome NSW Network under clause 7, comprising people with Down syndrome aged 18 and over who reside in NSW

Office-Bearer means a Board Member who is elected to an office referred to in Part 3.

Ordinary Board Member means a Board Member who is not an office-bearer.

President means the person elected to that office under clause 16.

Register of Members means the register of Members maintained under clause 6.

Regulation means the *Associations Incorporation Regulation 2022*.

Resides in NSW means the person or persons permanently reside within the state of New South Wales

Secretary, of the Association, means:

- a) the person holding office under this constitution as Secretary, or
- b) if no person holds that office -the Public Officer of the Association.

Special General Meeting, of the Association, means a general meeting of the Association other than an annual general meeting.

Subcommittee means a subcommittee established by the Board under clause 24.

Treasurer means the person elected to that office under clause 22

Vice-President means the person elected to that office under clause 16.

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

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

2. Association's purpose or Objects of the Association

The Association's purpose is to support, advocate with and for, and empower people with Down syndrome and their families across all life stages so that people with Down syndrome can live meaningful lives as valued and contributing Members of their communities, by

- 1) providing support and information for people with Down syndrome and their families and carers;
- 2) creating opportunities for people with Down syndrome and their families to connect at workshops, social and community events;
- 3) providing information, training and resources to education, health and other professionals, relevant workplaces and the wider community;
- 4) advocating with/for and representing the interests and rights of people with Down syndrome to government, service providers, employers and the wider community;
- 5) creating opportunities for young people and adults with Down syndrome to contribute their ideas to the Association

on the issues that are important to them by establishing, resourcing and supporting the Down Syndrome NSW Network (the Network). All people who have Down syndrome over the age of 16, who reside in NSW will be entitled to attend and participate.

- 6) promoting the achievements and abilities of people with Down syndrome in the community.

3. Members of Association

1) Membership

The Members of the Association shall consist of Ordinary Members, Honorary Members and Lifetime Members who are permanent residents of New South Wales and Affiliate Members. The Board may from time to time, establish additional Membership categories, or with the exception of Ordinary Members and Lifetime Members may remove Membership categories at the Board's discretion.

2) Ordinary Membership

Subject to this Constitution, Ordinary Membership may be granted to any person residing in NSW aged 18 or over, who has Down syndrome or who is a parent, grandparent, sibling, legal Guardian or principal unpaid carer of a person with Down syndrome.

3) Affiliate Membership

- a) The following persons or entities are eligible to become an Affiliate Member of the Association:
 - i) Any person who is not less than 18 years of age who is not eligible to become an Ordinary Member of the Association; and
 - ii) A corporation, organisation, trust and any form of legal entity accepted by the Board.
- b) No Affiliate Member shall be eligible to vote at the Annual or other General Meetings of the Association.

4) Honorary Membership

- a) The Association in a General Meeting, upon the recommendation of the Board, may invite prominent citizens who are in accord with the purpose or objects of the Association and who are not at the time of the invitation either Ordinary or Affiliate Members to become Honorary Members of the Association.

- b) No Honorary Members shall be eligible to vote at the Annual or other General Meetings of the Association or to be a Member of the Board.
- c) An Honorary Member will not be obliged to pay the Annual Subscription.

5) Lifetime Membership

- a) The Association in a General Meeting, upon the recommendation of the Board, may award Lifetime Membership to any Ordinary Member of the Association in recognition of meritorious service to the Association.
- b) Lifetime Members will be eligible to vote at the Annual or other General Meetings of the Association and will be eligible to be a Member of the Board of the Association.
- c) A Lifetime Member will not be obliged to pay the Annual Subscription.

4. Patrons

The Members at any Annual General Meeting, upon the recommendation of the Board, may appoint one or more Patrons of the Association.

5. Membership Applications

- 1) An application by a person to be a Member of the Association must be:
 - a) Made in writing, and
 - b) In the form determined by the Board, and
 - c) Lodged with the Secretary.
- 2) An application may be made or lodged by email or other electronic means.
- 3) On receipt of each application for Ordinary Membership, the Secretary or other delegated person will take steps as determined by the Board to verify the eligibility and authenticity of the applicant as well as the details provided in the Membership application.
- 4) The Secretary must refer a Membership application to the Board as soon as practicable after receiving the application.
- 5) The Board must approve or reject the application as soon as practicable upon receipt of that application from the Secretary.
- 6) As soon as practicable after the Board has decided to approve or reject the application, the Secretary must:

- a) give the applicant written notice of the decision, including by email or other electronic means as determined by the Board, and
 - b) if the application is approved - inform the applicant that the applicant is required to pay the Annual Subscription Fee within 28 days of the day the applicant received the notice.
- 7) The Secretary must enter the applicant's name in the Register of Members as soon as practicable after the applicant pays the Annual Subscription Fee (if relevant) or otherwise as soon as practicable following approval of the application.
- 8) The applicant becomes a Member when both the Board has approved the application and the applicant's name is entered in the Register of Members.

6. Register of Members

- 1) The Secretary must establish and maintain a register detailing the information of each Member of the Association as prescribed below in sub-clauses of clause 6.
- 2) The Register of Members:
 - a) may be in written or electronic form, and
 - b) must include, for each Member:
 - i. the Member's full name;
 - ii. the Member's residential and email address;
 - iii. the date on which the person became a Member;
 - iv. if the person ceases to be a Member - the date on which the person ceased to be a Member; and
 - v. any other information lawfully determined by the Board to be necessary for inclusion;
- 3) Any Member may request that their personal information on the Register of Members be kept confidential. Where confidentiality is requested, the only details accessible on the Register of Members will be the Membership number, type of Membership and date the Membership commenced and ceased. If necessary, the President, Vice President, Secretary and Treasurer of the Board will be permitted to view and access the confidential personal information, as well as any paid staff of the Association delegated by the Board for this restricted access.
- 4) if kept in written form, the Register of Members must be kept in New South Wales:
 - a) at the Association's main premises, or

- b) if the Association has no premises - at the Association's registered address, and
 - c) must be available for inspection, free of charge by Members at a reasonable time; and
 - d) If kept in electronic form - must be able to be converted to hard copy.
- 5) A Member may obtain a hard copy of the Register of Members, or a part of the Register of Members, on payment of a fee of an amount to be determined by the Board for each request.
(The Association must comply with state and federal privacy legislation when responding to a Member request to inspect or obtain a copy of the Register of Members.)
- 4) If a hard copy or electronic copy of the Register of Members is requested by a Member, only the Membership number, type of Membership and date of Membership commenced and if applicable ceased, may be disclosed as part of this request. No Member's personal information, including name, address or contact details, may be disclosed without the expressed consent of the Member whose information is on the Register.
- 5) If a Member requests to inspect the Register of Members no personal information about any Member may be accessed as part of the request, without the expressed consent of the Member whose information is on the Register.
- 6) A Member must not use information about a Member obtained from the Register to contact or send material to the Member nor for any other purpose, unless:
 - a) the information is used to send the Member:
 - i) a newsletter of the Association, or
 - ii) a notice for a general meeting or other event conducted by the Association, or
 - iii) other material relating to the Association approved by the Board, or
 - iv) it is necessary to comply with a requirement of the Act or the Regulation.

7. Down Syndrome NSW Network (the Network)

Establish, resource and support the Down Syndrome NSW Network (the Network). The Network will promote the views of Members with Down syndrome to the Board on the issues that are important to them and be consulted by the Board on all policy and practical issues which affect the lives of people with Down syndrome.

- i. The Network will comprise Ordinary Members of the Association aged 18 years or over who have Down syndrome and reside in New South Wales. Young people aged 16 to 17 who have Down syndrome and reside in New South Wales may participate in the Network as non-voting participants.
- ii. The Network will convene at least three times a year, either in person or electronically, to discuss issues that are important to people with Down syndrome.
- iii. The Board will consult the Network on policy and other matters that affect the lives of people with Down syndrome.
- iv. The Down Syndrome NSW Network will provide a report to each Annual General Meeting.
- v. In the first year only of establishing the Network, the Board will seek nominations from Members with Down syndrome for the three Network Board positions and appoint selected applicants. (Refer clause 16 for composition of the Board.)
- vi. After the first year, the Network itself will conduct elections for the three Network Members to join the Board.
- vii. Three representatives elected by the Network shall hold positions on the Board as full Board Members, with all rights and responsibilities as outlined in this Constitution.
- viii. The Network Board Members will make regular reports to the Board on the Network's discussions and activities.
- ix. Network Board Members will report back to the Network on the outcomes of the representations and consultations with the Board.
- x. The Network will operate under a Terms of Reference to be developed in the first year of operation and agreed by the Network Members and the Board.
- xi. The approved Network Terms of Reference will outline
 - a. The process for appointment and rotation of Network representatives and induction
 - b. The responsibilities of Network Members and representatives
 - c. The procedures for meetings and reporting

8. Annual Subscription Fee

- 1) A Member must pay to the Association an annual subscription fee of an amount determined by the Board in each financial year of the Association that the

Member maintains their Membership if demanded by the Association (**Annual Subscription Fee**).

- 2) The Annual Subscription Fee shall be an amount determined from time to time by the Board.
 - a) The Board in determining the Annual Subscription Fee shall be entitled to determine a different Annual Subscription fee in respect of different categories of Membership and Members, and, without limiting the discretion granted to the Board, may determine a Family Annual Subscription fee as defined by the Board.
 - b) The Annual Subscription Fee for Ordinary Members shall not exceed \$5.
- 3) The Annual Subscription Fee is:
 - a) due and payable within 28 days of receiving notice of the Board decision to approve the Membership application, and
 - b) thereafter due and payable on an annual basis by the date specified by the Board.
- 4) The Board shall be entitled to determine that Members may pay the annual Subscription fee by instalments.
- 5) Any Ordinary Member of the Association may make a request to the Board or the Board delegate, to be excused from paying the Annual Subscription Fee if they are experiencing genuine hardship. If the Board approves, that Ordinary Member may exercise the same rights as other Ordinary Members.
- 6) Honorary Members and Lifetime Members are not required to pay the Annual Subscription Fee.

9. Member's Rights

- 1) Any Member shall be entitled to speak upon any motion at any Annual or Special General Meeting of the Association.
- 2) Ordinary Members aged 18 years or over residing in NSW and Lifetime Members residing in NSW shall be entitled to vote upon any motion at any Annual or Special General Meeting of the Association and no other Member shall be entitled to vote.

10. Liability of Members

The liability of a Member of the Association to contribute to the payments of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association.

11. Disciplinary Action against Members

- 1) A person may make a complaint to the Board that a Member of the Association has:
 - a) failed to comply with a provision of this constitution, or
 - b) wilfully acted in a way prejudicial to the interests of the Association.
- 2) The Board may refuse to deal with a complaint if the Board considers the complaint is trivial or vexatious
- 3) If the Board decides to deal with the complaint, the Board must:
 - a) serve notice of the complaint on the Member as quickly as practicable, and
 - b) 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
 - c) consider any submissions made by the Member.
- 4) The Board may decide to temporarily suspend the Member during the period from the date the notice is served on the Member until the date of the Board determination of action on the complaint, where the Board is satisfied that the nature of the complaint may place the Association or other Members at significant risk.
- 5) 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:
 - a) the facts alleged in the complaint have been proved, and
 - b) the expulsion or suspension is warranted.
- 6) 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:
 - a) the action taken, and
 - b) the reasons given by the Board for taking the action, and
 - c) the Member's right of appeal against action to expel the Member
- 7) The expulsion or suspension does not take effect until the later of the following:
 - a) the day the period within which the Member is entitled to exercise the Member's right of appeal expires, or
 - b) if the Member exercises the Member's right of appeal within the period - the day the Association confirms the resolution
- 8) If the Board is satisfied that a Member has refused or neglected to comply with the provisions of this Constitution or is guilty of any conduct which the Board considers is unbecoming of a Member or prejudicial to the interest of the Association, the Board, after affording the Member an opportunity to

explain to the Board his or her conduct either verbally or in writing, shall have power by resolution to censure, suspend or expel the Member of the Association.

- 9) Any Member expelled by resolution of the Board may appeal this decision.
- a) Request for an appeal by the Member must be by notice lodged in writing with the Secretary within fourteen (14) days of the date on which the Member receives their notice of expulsion by resolution of the Board. 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. The Secretary must notify the Board that a notice of appeal has been received.
 - b) Following receipt of such a notice of appeal, the Board must call an extraordinary Special General Meeting within 28 days to address the matter of the Member's expulsion.
 - c) At the extraordinary Special General Meeting:
 - i. no business other than the question of the appeal is to be transacted
 - ii. the Member must be given an opportunity to state the Member's case orally or in writing, or both, and
 - iii. the Members present must vote by secret ballot on the question of whether the Board resolution to expel the Member should be confirmed or revoked.
 - d) The appeal is to be determined by a simple majority of votes cast by the Members. Where a simple majority of those present at the meeting and eligible to vote, vote to overturn the Member's expulsion (such vote to be taken by ballot), the Board is required to re-admit the Member. Where a simple majority is not achieved, the Member's expulsion is upheld.

12. Resolution of internal disputes

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

- a) a dispute between 2 or more Ordinary Members of the Association, but only if the dispute is between the Members in their capacity as Members, or
- b) a dispute between 1 or more Ordinary Members and the Association.

2) 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.

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

13. Membership entitlements not transferable

A right, privilege or obligation that a person has because the person is a Member of the Association:

- a) cannot be transferred to another person, and
- b) terminates once the person ceases to be a Member of the Association

14. Member resignation

- 1) 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, of the Member's intention to resign
- 2) The Member ceases to be a Member on the expiration of the notice period.

15. Cessation of Membership

A person ceases to be a Member of the Association if the person:

- a) dies, or
- b) resigns from being a Member, or
- c) is expelled from the Association, or
- d) fails to pay the Membership annual subscription fee within 3 months of the due date.

PART 3 - THE BOARD

16. The Board Composition

- 1) The Board will have at least 8 Board Members and a maximum of 12 Board Members which shall consist of:
 - a) The President who is an Ordinary Member of the Association residing in NSW;
 - b) The Vice-President who is an Ordinary Member of the Association residing in NSW;
 - c) The Secretary who is an Ordinary, Lifetime or Affiliate Member of the Association residing in NSW;
 - d) The Treasurer who is an Ordinary, Lifetime or Affiliate Member of the Association residing in NSW;
 - e) Three Ordinary Members aged 18 years or over, who have Down Syndrome and reside in NSW, elected by the Down Syndrome NSW Network as representatives of the Network;

- f) Up to five other Board Members who are Ordinary, Lifetime or Affiliate Members of the Association residing in NSW.
 - g) No more than 4 Members of the Board may be Affiliate Members of the Association.
- 2) A Board Member may hold up to 2 office bearer positions. However, no Board Member may be President and Vice President at the same time.
- 3) A Member who is a current paid employee of the Association is not eligible to be a Board Member.

17. Powers of the Board

- 1) The Board may exercise all such powers and do all such acts and things as are conferred upon the Association by this Constitution and are not hereby or by law directed or required to be exercised or done by the Association in General Meeting or otherwise.
- 2) Except as otherwise provided in this Constitution, the Board shall have the general control and management of the administration of the affairs, property and funds of the Association.
- 3) The Board shall determine any dispute or matter which may arise from time to time concerning or touching the interpretation of this Constitution or any particular Clause, phrase or word contained and the decision of the Board thereon shall be binding on all Members.
- 4) No statements on behalf of, or in the name of, the Association shall be made except by the President or by his/her authority or that of the Board.
- 5) The Board shall have power at any time and from time to time to appoint any person to the Board, either to fill a casual vacancy or as an addition to the existing office bearers or other Members of the Board, but so that the total number of office bearers or other Members of the Board shall not at any time exceed 12. Any office bearer or other Member of the Board so appointed shall hold office only until the next following Annual General Meeting for the period as outlined in Clause 19.
- 6) Each Member of the Board shall be bound by the terms of the documents adopted by the Board including but not limited to the "Board Charter" and "Code of Conduct".

18. Eligibility for Election to the Board

- 1) Eligibility to be nominated as a candidate for election to the Board will be in accordance with the following:
- a) Any Ordinary Member of the Association residing in NSW, excluding current paid employees of the Association, may be nominated as a candidate for election as President or Vice President.
 - b) Any Ordinary Member of the Association residing in NSW who has Down Syndrome and is aged 18 or over, excluding current paid employees of

the Association, may be nominated as a candidate for election to represent the Down Syndrome NSW Network on the Board.

c) Any Member of the Association residing in NSW, excluding current paid employees of the Association, may be nominated as a candidate for election as Secretary, Treasurer or ordinary Board Member.

2) The Board will appoint a Returning Officer to conduct an election of the Board.

3) No more than 4 Members of the Board may be Affiliate Members of the Association. Affiliate Members of the Board must be the nominated and elected person not an organisation.

4) The offices of President and Vice-President shall be held only by an Ordinary Member of the Association residing in NSW or a Lifetime Member of the Association residing in NSW who, notwithstanding being a Lifetime Member, qualifies as an Ordinary Member under this Constitution. All other offices may be held by Ordinary, Lifetime or Affiliate Members of the Association.

19. Terms of Office of the Board

Terms of Office of the Board:

1) Subject to this constitution, a Board Member holds office from the day the Member is elected until immediately before the next annual general meeting after expiry of their term of office

2) The office bearer positions of President, Vice-President, Secretary and Treasurer shall be held for a term of two consecutive years and may be re-elected as an office bearer for one additional consecutive term of two years giving a maximum of four consecutive years as an office bearer.

3) A Board Member who is not an office bearer, shall hold office for a term of two years and may be re-elected as an ordinary Board Member for one additional consecutive term of two years, or may be re-elected into an office bearer position for an additional consecutive term of office.

4) Election of Board positions will be staggered so that half plus or minus one, Board positions will be up for election at each Annual General Meeting. This allows newly elected Board Members to benefit from the knowledge and experience of continuing Board Members.

5) A person appointed to fill a casual vacancy on the Board in the first year of a two year term shall be up for election at the next Annual General Meeting and the term of office for that Board Member if elected at that Annual General Meeting will be one year, in order to maintain the staggered proportion in Board turnover.

20. Vacation of Office

1) A casual vacancy in the office of a Board Member arises if the Board Member:

a) dies, or

- b) ceases to be a Member of the Association, or
 - c) resigns from office by written notice given to the Secretary, or
 - d) is removed from office by the Association under this clause or
 - e) ceases to reside in NSW
 - f) is absent from 3 consecutive meetings of the Board without the approval of the Board, or
 - g) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - h) Is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or
 - i) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - j) is a Board Member, excluding the Board Members with Down Syndrome, who becomes a mentally incapacitated person as defined in law.
- 2) The Association in general meeting may, by ordinary resolution:
- a) remove a Board Member from office at any time, and
 - b) appoint another eligible Member of the Association to hold office for the balance of the Board Member's term of office.
- 3) A Board Member to whom a proposed resolution referred to in sub-clause 2 relates may:
- a) give a written statement to the President or Secretary, and
 - b) 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.
 - c) if the Board fails to send a copy of a statement received under sub-clause (3)(a) to each Member in accordance with a request made under sub-clause (3)(b), the statement must be read aloud by the Member presiding at the general meeting at which the proposed resolution will be considered.
- 4) Subject to this Constitution, a Member appointed to fill a casual vacancy holds office until the next annual general meeting.

21. Secretary

- 1) As soon as practicable after being elected, the Secretary must lodge a notice with the Association specifying the Secretary's address.
- 2) The Secretary must keep minutes of:
 - a) all elections of Board Members, and

- b) the names of Board Members present at a meeting of the Board or a general meeting of the Association, and
 - c) all proceedings at Board meetings and general meetings of the Association.
- 3) The minutes must be:
 - a) kept in written or electronic form, and
 - b) for minutes of proceedings at a general meeting of the Association signed by the Member who presided at the meeting or the Member presiding at the subsequent general meeting
 - c) for minutes of proceedings at a Board meeting, adopted by the Board at the subsequent meeting.

22. Treasurer

- 1) The Treasurer of the Association must ensure—
 - a) all money owed to the Association is collected, and
 - b) all payments authorised by the Association are made, and
 - c) correct and accurate books and accounts are kept showing the financial affairs of the Association, including full details of receipts and expenditure relating to the Association's activities.

23. Board Papers and Assets

A Board Member vacating his/her office will return all papers, documents, and materials pertaining to or property of the Association to the Secretary or President or delegate as determined by the Board.

24. Delegation to Sub-committees

- 1) The Board may:
 - a) establish 1 or more subcommittees to assist the Board to exercise the Board's functions, and
 - b) appoint 1 or more Members of the Association to be the Members of the subcommittee.
- 2) The Board may delegate to the subcommittee the exercise of the Board's functions specified in the instrument, other than:
 - a) this power of delegation, or
 - b) a duty imposed on the Board by the Act or another law.

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

Part 4 - BOARD PROCEDURE

25. Board Meetings

- 1) The Board must meet at least 3 times in each 12-month period at the place and time determined by the Board.
- 2) Additional meetings of the Board may be called by any Board Member.
- 3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee. The subcommittee must report to the Board as directed by the Board.

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

26. Notice of Board meetings

- 1) The secretary must give each Board Member oral or written notice of a meeting of the Board at least 48 hours, or another period on which the Board Members unanimously agree, before the time the meeting is due to commence.
- 2) The notice must describe the general nature of the business to be transacted at the meeting.
- 3) The only business that may be transacted at the meeting is:
 - a) the business described in the notice, and
 - b) business that the Board Members present at the meeting unanimously agree is urgent business

27. Quorum at Board meetings

- 1) The quorum for a meeting of the Board is 5 Board Members.
- 2) No business may be transacted by the Board unless a quorum is present.
- 3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned to a time and place specified by the meeting Chairperson.
- 4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- 5) 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. These appointed Board Members will be up for election at the next Annual General Meeting and their term of office will be as for casual vacancy appointments.

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

28. Presiding Board Member at Board meetings

- 1) The following Board Member presides at a meeting of the Board:
 - a) the President,
 - b) if the President is absent - the Vice-President,
 - c) if both the President and Vice-President are absent - 1 of the Members present at the meeting, as elected by the other Members.
- 2) The Member presiding at the meeting has:
 - a) a deliberative vote, and
 - b) in the event of an equality of votes - a second or casting vote

29. Voting at Board meetings

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

30. Acts valid despite vacancies or defects

- 1) Subject to clause 27 specifying the quorum, the Board may act despite there being a casual vacancy in the office of a Board Member.
- 2) An act done by a Board or subcommittee of the Board is not invalidated because of a defect relating to the qualifications or appointment of a Member of the Board or subcommittee.

31. Transaction of business outside meetings by telephone, online or other means

- 1) The Board may transact its business by the circulation of papers, including by electronic means, among all Board Members.
- 2) If the Board transacts business by the circulation of papers, a written resolution, approved in writing by a quorum of Board Members, is taken to be a decision of the Board made at a meeting of the Board.
- 3) 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.
- 4) 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:

- a) the approval of a resolution under sub-clause (2), or
 - b) a meeting held in accordance with sub-clause (3).
- 5) A resolution approved under sub-clause (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 5 - GENERAL MEETINGS OF THE ASSOCIATION

32. Annual General Meetings

General Meetings of the Association, other than Annual General Meetings, shall be called Special General Meetings.

- 1) The Association must hold subsequent annual general meetings within:
 - a) 6 months of the last day of the Association's financial year, or
 - b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- 2) Subject to the Act and sub-clause (1), the Annual General Meeting is to be held at the place and time determined by the Board.
- 3) The business that may be transacted at an annual general meeting includes the following:
 - a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
 - b) receiving reports from the Board on the Association's activities during the previous financial year,
 - c) electing office-bearers and ordinary Board Members,
 - d) receiving and considering financial statements or reports required to be submitted to Members of the Association under the Act.
 - e) The appointment of auditors and Public Officer
 - f) receipt of the Report by the Returning Officer on the election of office bearers and Members of the Board

Note: The Act, section 37(1) and (2) provides for when Annual General Meetings must be held.

33. Special General Meetings

- 1) Any 5 Members of the Board may at any time call a Special General Meeting of the Association

- 2) The Board must call a Special General Meeting if the Board receives a request made by at least 20 Ordinary Members of the Association who hold voting rights.
- 3) The request:
 - a) must be in writing, and
 - b) must state the purpose of the meeting, and
 - c) must be signed by the Members making the request, and
 - d) may consist of more than 1 document in a similar form signed by 1 or more Members, and
 - e) must be lodged with the secretary, and
 - f) may be in electronic form and signed and lodged by electronic means.
- 4) 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.
- 5) A Special General Meeting held under sub-clause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the Board.

34. Notice of General Meetings of the Association

- 1) The Secretary must give each Member notice of a general meeting of the Association:
 - a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
 - b) otherwise - at least 14 days before the meeting.
- 2) The notice must specify:
 - a) the place and time at which the meeting will be held, and
 - b) the nature of the business to be transacted at the meeting, and
 - c) if a matter to be determined at the meeting requires a special resolution – that a special resolution will be proposed, and
 - d) for an Annual General Meeting - that the meeting to be held is an Annual General Meeting.
- 3) The only business that may be transacted at the meeting is:
 - a) the business specified in the notice, and
 - b) for an Annual General Meeting - business referred to in clause 32.
- 4) A Member may give written notice to the Secretary of business the Member wishes to raise at a general meeting within the timeframes in sub-clause (1) above.

- 5) If the Secretary receives a notice under sub-clause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

35. Proceedings at General Meetings of the Association

- 1) No business shall be transacted at any General Meeting of the Association unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum shall be not less than 5 Ordinary Members who are eligible to vote, attending in person. For the purposes of this clause, "Member" includes a person attending as a proxy representing someone who is an Ordinary Member who is eligible to vote.
- 2) The following Member presides at a general meeting of the Association:
 - a) the President,
 - b) if the President is absent - the Vice-President, or Secretary
 - c) if the President and Vice-President and Secretary are absent - 1 of the Members present at the meeting, as elected by the other Members in attendance.
- 3) The Member presiding at the meeting has:
 - a) a deliberative vote, and
 - b) in the event of an equality of votes - a second or casting vote.
- 4) 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.
- 5) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- 6) 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:
 - a) the time and place at which the adjourned meeting will be held, and
 - b) the nature of the business to be transacted at the adjourned meeting.

36. Election of Officer Bearers and Ordinary Board Members

- 1) The Board will appoint a Returning Officer to conduct an election of the Board:
 - a) The Returning Officer will report on the process of the election and the outcome of the election to the Annual General Meeting.

- b) A current Board Member or immediate past Board Member may not be appointed as a Returning Officer.
 - c) The Returning Officer may be assisted in the performance of his or her Returning Officer duties by any person (who would be eligible to be a Returning Officer) appointed by the Returning Officer.
- 2) Candidates eligible for election to the Board must be nominated. The nomination must be:
- a) made in writing, and
 - b) signed by at least 2 Members of the Association, not including the candidate, and
 - c) accompanied by the written consent of the candidate to the nomination, and
 - d) given to the Returning Officer or Secretary whichever is specified by the Board, by the date specified by the Board that will be no less than 7 days before the date fixed for the Annual General Meeting at which the election is to take place.
 - e) reviewed by the Returning Officer to confirm the nominee is eligible to be a candidate for election, in accordance with clause 18.
- 3) If insufficient nominations are received in advance of the election to fill all Board vacancies:
- (a) the candidates nominated are taken to be elected, and
 - (b) a call by the Returning Officer for further nominations may be made at the Annual General Meeting.
 - (c) nominations made at the meeting in response to a call for further nominations must be made in the way directed by the Returning Officer
 - (d) vacancies that remain after a call for further nominations are taken to be casual vacancies
 - (e) if the number of nominations received is equal to the number of vacancies to be filled, the Members nominated are taken to be elected.
- 4) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at or within 7 days before the Annual General Meeting by means directed by the Board, which may include postal, electronic, in person or other means as determined by the Board
- 5) The ballot for office-bearer positions shall be by secret ballot for each vacant office-bearer position. The names of the nominees for each office-bearer position shall be placed on the ballot paper in alphabetical order.
- 6) Nominees for office-bearer positions obtaining a majority of votes shall be declared elected by the Returning Officer.

- 7) The ballot for ordinary Board Member positions (non office-bearers) shall be by one secret ballot. The names of the nominees for ordinary Board Member positions shall be placed on the ballot paper in alphabetical order.
- 8) For ordinary Board Member positions (non-office-bearers) the nominees obtaining the greatest number of votes, shall be declared elected by the Returning Officer.
- 9) In respect of nominations for ordinary Board Member (non-office-bearer) positions on the Board, each Ordinary Member of the Association eligible to vote, shall be entitled to vote for the maximum number of ordinary Board Member vacancies at the time of close of nominations.
- 10) The three Board Members elected by the Down Syndrome NSW Network are deemed elected to the Board as full Board Members with all rights and responsibilities as Board Members.

37. Voting at General Meetings

- 1) A Member is not entitled to vote at a general meeting unless the Member:
 - a) is at least 18 years of age, and
 - b) an Ordinary or Lifetime Member residing in NSW, and
 - (c) has paid all money owed by the Member to the Association.
- 2) Each Member entitled to vote has one vote for each ballot, except as provided by clause 28.
- 3) A question raised at the meeting must be decided by:
 - a) a show of hands, or
 - b) a written ballot, but only if:
 - (i) the Member presiding at the meeting moves that the question be decided by ballot, or
 - (ii) at least 5 Members eligible to vote in person or proxy agree the question should be determined by ballot.
 - c) a written ballot in this event must be conducted in accordance with the directions of the Member presiding.
- 4) Each Member is entitled to vote in person or by proxy.
 - a) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer duly authorised in writing.
 - b) A proxy must be an Ordinary or Lifetime Member of the Association.
 - c) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a ballot.
 - d) The instrument appointing a proxy may be in the following form or in a common or usual form:

**THE DOWN SYNDROME ASSOCIATION OF NEW SOUTH WALES
INCORPORATED**

I, _____ of _____

being a Member of the above named Association hereby

appoint _____

or failing him/her of _____

as my proxy to vote for me on my behalf at the (annual or extraordinary as the case may be) General Meeting of the Association to be held on the _____ day of _____ 20____ and at any adjournment thereof.

Signed this _____ day of _____ 20____

*This form is to be used *in favour of/against the resolution. *Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he or she thinks fit.)*

- e) The instrument appointing a proxy, shall be delivered to the Secretary or at such other place within NSW as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
- f) A proxy vote remains valid unless notice has been received in writing before the commencement of the meeting of
 - i. the death of the principal
 - ii. unsoundness of mind of the principal as described in law
 - iii. revocation of the proxy in writing
 - iv. revocation of the authority under which the proxy was given

PART 5 - Administration

38. Accounts

The Board shall cause proper accounting and other records to be kept and shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account for the Financial Year immediately preceding that Annual General Meeting.

39. Audit

A properly qualified auditor or auditors shall be appointed and their remuneration fixed and duties regulated in accordance with the Act and this Constitution.

40. Public Officer

The Board shall appoint a Public Officer at the Annual General Meeting from the Ordinary Membership of the Association in accordance with the Act. Paid employees of, and/or contractors to the Association are not eligible for appointment to the position of Public Officer.

41. Source of Funds

- 1) Subject to a resolution passed by the Association, the Association's funds may be derived from the following sources only:
 - a) the annual subscription fees payable by Members,
 - b) donations,
 - c) government funding,
 - d) other sources as determined by the Board.
- 2) 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.
- 3) As soon as practicable after receiving money, the Association must:
 - a) deposit the money, without deduction, to the credit of the Association's authorised deposit-taking institution account, and
 - b) issue a receipt for the amount of money received to the person from whom the money was received.

42. 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:
 - i. the Secretary or Public Officer,
 - ii. a Member of the association, or
- b) If the Association has no premises - at the Association's official address, in the custody of the Secretary or Public Officer.

43. Inspection of Books

- 1) The following documents must be available for inspection, free of charge, by Members of the Association at a reasonable time:
 - (a) this Constitution,
 - (b) minutes of general meetings of the Association,
 - (c) records, books and other documents relating to the Association.
- 2) A Member may inspect a document referred to in sub-clause (1):
 - (a) in hard copy, or
 - (b) in electronic form, if available.
- 3) A Member may obtain a hard copy of a document referred to in sub-clause 1) on payment of a fee as determined by the Board, for each page copied.
- 4) The Board may refuse to allow a Member to inspect or obtain a copy of a document under this clause that relates to confidential, personal, commercial, employment or legal matters.

44. Indemnity

Every Member of the Board and other office bearer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted.

45. Notices

- 1) For the purposes of this Constitution, a notice may be given to or served on a person:
 - a) by delivering the notice to the person personally, or
 - b) by sending the notice by pre-paid post to the address of the person, or
 - c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- 2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - a) for a notice given or served personally - on the date on which the notice is received by the person, or
 - b) 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
 - c) for a notice sent by electronic transmission:

- (i) on the date the notice was sent, or
- (ii) 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.

46. Amendment of the Constitution

- 1) Proposals for any amendment, addition or alteration to this Constitution shall be required to be passed by a majority of three quarters of those eligible to vote at the General Meeting to which the same are submitted.
- 2) Notice of a resolution containing any proposal for the amendments or alterations of this Constitution shall be forwarded to all Members not less than twenty one (21) days prior to the General Meeting to which the same are submitted.

47. Dissolution of the Association

- 1) The Association shall be dissolved in the event of the Membership being less than 5 persons or upon the vote of a three-fourths majority of Members present at a Special General Meeting convened to consider such question.
- 2) Subject to the Act and the Regulation, in a winding up of the Association, the surplus property of the Association must be transferred to another organisation:
 - (a) with similar purpose or objects, and
 - (b) which is not carried on for the profit or gain of the organisation's Members.

- 4) In this clause:

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

48. Regulations

- 1) Subject to any express requirement in this Constitution for approval by Members, the Board has power to pass resolutions making, amending or repealing Regulations from time to time. Regulations may be made in respect of any matter affecting the affairs or the governance of the Association but shall at all times be constituted with the terms of this Constitution. Regulations made in accordance with this Constitution bind Members, the Board and Officers of the Association.
- 2) The Board shall in particular have the power by Regulation to establish an On-Line Electronic Voting System for Direct Voting and it also shall have the power to repeal and vary any such On- Line Electronic Voting System. Where

this power is exercised by the Board it shall ensure that full details of the operation of the On-Line Electronic Voting System are provided to Members when a notice of meeting is given pursuant to Clause 34.