

RULES OF ASSOCIATION

An Incorporated Association

of

DRUG FREE AUSTRALIA (NSW)

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of

DRUG FREE AUSTRALIA (NSW)

PART A – NAME, OBJECTS, GUARANTEE, LIMITATIONS & SUBSCRIBERS

1. The name of the association is “Drug Free Australia (NSW)”.
2. The objects for which the Association is formed are:
 - 2.1 to actively promote, assist, implement and support
 - (a) primary prevention and interdiction of drug abuse
 - (b) effective formulation, enhancement and enforcement of drug abuse policy, and
 - (c) treatment and rehabilitation of drug abused persons, in Australia and elsewhere
 - 2.2 within, but not limited, the foregoing objects in particular to:
 - (a) produce literature, music, performing arts productions, visual arts products, crafts, printed matter, other recorded matter, designs, films, videos, television productions, radio productions and computer software and
 - (b) lobby governments, industry and the Australian public for the prevention, treatment and elimination of substance abuse and to distribute material of like nature to such persons and organisations as the Association shall see fit, having regard to and preserving and promoting a drug-free society and cultural heritage appropriate to the Australian community, and
 - (c) to provide training and education courses, online communications, operating manuals and practical experience in the various facets of operation in which the Association is involved and to provide counseling, instruction and direction as deemed appropriate, and
 - (d) to be and undertake and carry on all or any of the following in all their respective branches:
 - (i) promoters producers directors managers and operators of any entertainment spectacle or other thing whether or not capable of transmission or utilisation for the purposes of broadcasting, narrowcasting, printing or other transmission,
 - (ii) publishers, advertisers advertising contracts and advertising agents,
 - (iii) proprietors and operators of public address systems and any other form of sight and/or sound amplification or recording and of places of entertainment and instruction; and
 - 2.3 To procure and make available money and financial aid or other assistance for the furtherance of the objects of the Association and for the acquisition, provision and development of real and personal property and other facilities and services necessary or expedient for the establishment or conduct of any of the objects of the Association; and

- 2.4 to take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association; and
 - 2.5 to establish and maintain one or more separate public funds each of which comply with the Eligibility Criteria for inclusion on the Register of Cultural Organisations as fixed for the time being by the Department of Arts and Administrative Services; and
 - 2.6 to make gifts and donations for the furtherance of the objects of the Association, and
 - 2.7 to hold beneficially or as trustee both real and personal property of all kinds and in all places in furtherance of the objects of the Association PROVIDED that the Association shall only deal with property held on trust in such manner as is allowed by law having regard to those trusts; and
 - 2.8 to borrow or raise money or kind with or without security and in such manner as the Association may think fit for any of the objects of the Association; and
 - 2.9 Without limitation to have the capacity and exercise all the powers of a natural person and otherwise to have and exercise all the rights powers and privileges conferred on an Association by the NSW Department of Fair Trading.
- 3. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Association PROVIDED that nothing shall prevent the payment in good faith of reasonable and proper honoraria or other benefit to any officer or servant or voluntary worker assisting the Association, or reasonable charges for goods or services supplied by a member to the Association , or interest not exceeding current commercial rates on money lent to the Association by a member, or reasonable and proper rent for real or personal property leased to the Association by a member, or reasonably and proper out-of-pocket expenses incurred by a member in the course of promoting or fulfilling the objects of the Association.
 - 4. The liability of members is limited.
 - 5. Each member of the Association undertakes to contribute to the assets of the Association in the event of the Association being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before the time he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten dollars (\$10.00) in Australian currency.
 - 6. If upon the winding up or dissolution of the Association there remains after satisfaction of all the Association's debts and liabilities any property whatsoever then that property shall not be paid or distributed among the Association's members but shall be given or transferred to some other organisation(s) each having objects similar to those objects of the Association, whose rules shall prohibit the distribution of its income and property among its members and being eligible for tax deductibility of donations under subdivision 30-B, section 30-100 of the Income Tax Assessment Act 1997 (or other provision replacing that provision) such institution(s) to be determined by the Association's Directors at or about the time of the winding up or dissolution. If no determination is made by the Directors then the Association's property shall be so distributed as determined by a superior court having jurisdiction but subject always to the restrictions set out in this clause.

PART B – REGULATIONS

PRELIMINARY

8.1 In this Constitution unless the context other requires:-

“Management Committee” means the management committee of Directors of the Association;

“Association” means the Association incorporated by virtue of this Constitution;

“Director” shall mean a Director of the Association;

“Member” means a person whose name is entered in the Register of Members and includes an Ordinary Member and an Executive Member;

“month” means calendar month;

“Secretary” means any person appointed to perform the duties of a secretary of the Association;

“Supporter” means an Ordinary Member

Words importing the singular member shall include the plural member and vice versa; and words importing a gender shall include the each other gender.

8.2 Words and expressions defined in the NSW Associations Incorporation Act at the date on which the Association is incorporated shall have the same meaning in this document.

8.3 Unless the context does not permit, a reference to the NSW Associations Incorporation Act shall mean the NSW Associations Incorporation Act as modified or replaced from time to time.

9. All replaceable rules implied by the NSW Associations Incorporation Act are excluded from this Constitution.

MEMBERS AND SUPPORTERS

10. The number of Members with which the Association proposes to be registered is one hundred thousand but the Directors may from time to time approve an increase of Members.

11. Such persons as apply in writing to become Supporters and as are from time to time admitted to Ordinary membership by the Management Committee in its absolute discretion, shall be Supporters of the Association.

12.1 The subscribers to this Constitution and each other persons as apply in writing to become Executive Members and as are from time to time admitted to the Executive Membership by the Management Committee in its absolute discretion, shall be Executive Members of the Association.

13.1 An applicant for ordinary membership of the Association shall become a Supporter upon:

(a) acceptance by the Management Committee of his application for supportership; and

(b) receipt by the Association of the applicant’s deposit payable under this Constitution; and

(c) receipt by the Association from the applicant of any joining or initial ordinary membership fee then payable.

13.2 Upon or so soon as reasonably possible after a person becomes a Member the Secretary shall enter that person’s name in the register of Members and the class of his membership.

14. The Management Committee may from time to time act vary and revoke initial and annual fees and classes of Members.

15. The rights and privileges of a Member shall be personal to himself and shall give no right or interest in or to any of the property or assets of the Association.
- 16.1 A Supporter shall be entitled to receive notice of, and to attend, speak and put and second motions, but not to vote, at Members' meetings.
- 16.2 An Executive Member shall be entitled to receive notice of, and to attend, speak, put and second motions and vote at Members meetings.
17. Member shall on the happening of any one or more of the following events and without further or other requirement, cease to be a Member upon any one or more of the following:
 - (a) the Member tendering his resignation as a Member;
 - (b) the Member's death
 - (c) the Member becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health, alcoholism or drug addiction, or becoming no longer sui juris for any reason whatsoever;
 - (d) the Member's continuance as a Member constituting a breach of any law regulation or ordinance or an order, direction or judgment of any court, tribunal or other lawful direction of any public authority;
 - (e) the Member being convicted of a criminal offence (other than one of a minor traffic or other trivial nature);
 - (f) the Management Committee resolving that he cease to be a Member (and in so doing the Management Committee shall not be required to give notice of or opportunity for hearing or reasons for their decision); and
 - (g) the Member not paying any annual or other membership fee within three months after the same shall have become due and payable by that Member.
18. Upon or so soon as reasonably possible after a person ceases to be a Member the Secretary shall give written notification thereof to that person and remove that person's name from the register of Members.

GENERAL MEETINGS

- 19.1 An annual general meeting of the Association shall be held once in every calendar year at such time and place as is decided by the Management Committee, but so that the meeting shall be held not more than five months after the end of the Association's financial year.
- 19.2 In addition, the first annual general meeting of the Association shall be held not more than eighteen months after the incorporation of the Association.
20. All general meetings of the Association other than annual general meetings are extraordinary general meetings.
- 21.1 The Secretary may himself and shall at the request of a Director, convene an extraordinary general meeting.
- 21.2 Extraordinary general meetings shall also be convened as provided by the Corporation Law.

NOTICE OF GENERAL MEETINGS

22. The minimum notice required to be given, in respect of resolution is as provided by the Corporation Law for the time being and the notice shall specify the place and the day and hour of meeting, the terms of the resolution, whether it is special and its effect if passed.
23. The accidental omission to give notice of a meeting in or the non-receipt of notice of a meeting by a member shall not invalidate the proceedings at any general meeting.

24. All of the Members entitled to receive notice of a meeting may consent to that meeting being convened on such shorter notice and in such manner as they think fit.

PROCEEDINGS AT GENERAL MEETINGS

- 25.1 All business at an annual general meeting shall be special except for the consideration of the accounts, balance sheets and reports of the Directors and auditors prescribed by the NSW Associations Incorporation Act, the appointment and remuneration of the auditors and the appointment and removal of Directors.
- 25.2 All business at an extraordinary general meeting shall be special.
- 26.1 Save as here in otherwise provided a quorum at a general meeting shall not be less than three Members present and entitled to vote.
- 26.3 A general meeting shall be dissolved if a quorum is not present within fifteen minutes from the time appointed for it to be held.
- 27.1 The chairman of the Management Committee shall preside as chairman at every general meeting.
- 27.2 If there is no chairman of the Management Committee or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or he is unwilling or unable to act as chairman the Members present and entitled to vote shall choose one of their number to be chairman of the meeting.
- 28.1 A general meeting may only be adjourned or closed at the direction or with the consent of its Members present and entitled to vote.
- 28.2 The vacation of the chair by the chairman of a meeting or his removal shall not cause an adjournment of or closure of the meeting.
- 28.3 A general meeting may be adjourned from time to time and from place to place.
- 28.4 No new business shall be transacted at an adjourned meeting unless seven days notice of the new business is given to all of the Members entitled to be present at the adjourned meeting consent to the new business being so transacted.
- 28.5 It shall not be otherwise necessary to give any notice of any adjournment or of the business at an adjourned meeting.
- 29.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of voting Members' hands.
- 29.2 A poll may be demanded by any Member before, or on the declaration of the result of, a vote on show of hands.
- 29.3 Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or lost and an entry to that effect in the book of the proceedings of the Association shall be sufficient evidence of the fact.
- 29.4 If a poll is demanded it shall be taken in such manner as the chairman reasonably directs and the result of the poll shall be a resolution of the meeting.
- 29.5 A demand for a poll shall not prevent the meeting continuing for the transaction of other business.
- 29.6 A poll demanded in relation to the election of a chairman or on a question of adjournment shall be taken immediately and a poll demanded on any other question shall be taken at such reasonable time as the chairman of the meeting directs.
- 30.1 Notwithstanding the foregoing at any general meeting the Members present shall insofar as reasonably possible act in one accord.

30.2 If at any general meeting the voting Members are unable to attain unanimity on any matter then that matter shall be stood over until the next general meeting unless the voting Members decide by a simple majority vote that because of urgency or other circumstance the matter should be resolved immediately in which event a simple majority vote shall prevail or if requiring a special resolution the minimum majority for the time being required by law to pass that resolution shall prevail.

30.3 The chairman of a meeting shall not have a casting vote and on an equality of votes the motion shall fail.

VOTES OF MEMBERS

31. On a poll and on a show of hands a voting Member shall have one vote.

32. No Executive Member shall be entitled to vote at any general meeting unless all deposits and initial and annual fees relating to his membership presently payable by him to the Association have been paid.

33/1 On a poll voters may be given either personally or by proxy.

33.2 Only an Executive Member may act as a proxy.

33.3 the instrument appointing a proxy shall be in writing signed by the appointer and if the appointer is a corporation executed under the seal or otherwise executed as authorised by law or under the hand of an officer or attorney so authorised.

33.4 The document appointing a proxy and the power or authority under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association prior to or at the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

MANAGEMENT COMMITTEE OF DIRECTORS

34 The Management Committee of Directors of the Association shall be comprised of such Executive Members, being not less than five in number, as the Management Committee from time to time determines, and appointed as hereinafter provided.

35.1 the management and control of the affairs of the Association is vested in the Management Committee which in addition to the powers and authorities expressly conferred upon it may in so far as is possible exercise all such powers and do all such acts and things as it could have done if it were a natural person and which are not by law or expressly herein authorised or required to be exercised or done by the Association in general meeting or by a class of Members.

35.2 The Management Committee may from time to time make regulations not inconsistent with this constitution provided that such regulations may be altered or revoked by the Association at any general meeting.

APPOINTMENT OF DIRECTORS

36. Subject to the NSW Associations Incorporation Act and these regulations the Directors shall be elected by the voting Members at each biennial general meeting after the 3rd December 2010.

37.1 A Director shall continue to hold office until the end of the biennial general meeting following his appointment or until his office becomes vacant pursuant to these regulations.

37.2 Nominations for the office of Director shall be in writing signed by two or more Executive Members, both being financial Members, and shall be lodged with the secretary not less than 14 days before the date set for the relative annual general meeting of the Association.

37.3 The Management Committee may appoint a Member (Executive or Ordinary) to fill a vacancy in the Management Committee and shall do so to ensure that the minimum number of directors determined for the time being pursuant to these regulations is insofar as reasonably possible maintained at all times and in any event so that the number shall not be less than three. The person so appointed shall hold that position until the end of the biennial general meeting next following his appointment.

INELIGIBILITY, RETIREMENT AND DISQUALIFICATION OF DIRECTORS

38.1 the office of the Director shall become vacant if the Director:

- (a) ceases to be a Director, or is prohibited or disqualified from being a Director, by virtue of the NSW Associations Incorporation Act or any other law in force or any valid order, ruling, proclamation or notice of a court, or tribunal or public authority or public officer, or
- (b) if appointed to fill a casual vacancy, ceases to be an Executive Member; or
- (c) if not appointed to fill a casual vacancy, ceases to be an Executive Member; or
- (d) retires by notice in writing to the Management Committee; or
- (e) dies; or
- (f) becomes a person whose estate or property becomes subject to the sequestration or under the control of a guardian, committee or trustee by virtue of any law relating to mental health or the order or judgment of any competent Court, tribunal or authority under any such law.

38.2 The voting Members in general meeting may remove any Director notwithstanding anything in these regulations or in any agreement between the Association and that Director. A person so removed shall not be eligible for re-appointment as a director without the prior consent of the voting Members in general meeting.

38.3 Any three or more Members may give written notice to the Secretary requesting the calling of a general meeting of Members for the purpose of considering the removal of any one or more directors named in notice. The notice shall shortly state the grounds upon which the removal is sought. The Secretary shall convene a general meeting of members for that purpose to be held within one month after receipt of the motion.

DIRECTORS' MEETINGS

40. The Secretary may at any time and shall on the requisition of a Director, summon a meeting of the Management Committee.

41.1 The Directors shall choose one of their number to be Chairman of meetings of the Management Committee

41.2 If there is no Chairman of the Management Committee or if at any Management Committee meeting he is not present within fifteen minutes after the time appointed for holding the meeting or he is unwilling or unable to act as chairman of the meeting then the Directors present shall choose one of their number to be chairman of the meeting.

42. The quorum necessary for the transaction of the business of the Management Committee shall be three Directors or such other larger number as may for the time be fixed by voting Members in general meeting.

43. A Director shall have one vote.

44. The Chairman shall not have an additional or casting vote.

45.1 Any Director having an interest in a contract before the Management Committee should declare his interest in the matter and NOT participate in the Management Committee's deliberations nor vote on the matter.

46.1 A resolution may consist of several documents in like form each signed by one or more Directors.

46.2 Any such resolution may consist of several documents in like form each signed by one or more Directors.

47.1 The Management Committee shall insofar as reasonably possible act in one accord.

- 47.2 If the Management Committee is unable to reach unanimity in respect of any matter that requires a prompt decision then that matter shall be decided by a simple majority vote. The Chairman (or the chairman of the relative Management Committee meeting, as the case may be) shall determine whether or not a matter before the Management Committee so requires a prompt decision and his determination shall be final.
48. The Management Committee may otherwise meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The vacation of the chair by the chairman of the Management Committee meeting or the chairman's removal from the chair of a Management Committee meeting, shall not cause an adjournment of or closure of that meeting.
49. The Management Committee may notwithstanding any vacancy but if and for so long as the number thereof is reduced below the number fixed as the necessary quorum of Directors the Management Committee may only act for the purpose of increasing the number of Directors to not less than that number or of summoning a general meeting of the Association and for no other purpose.

EXECUTIVE CHAIRMAN AND COMMITTEES

- 50.1 The Management Committee may at any time and from time to time by unanimous resolution appoint a Director to be the Executive chairman of the Association for such term not exceeding two years as they think fit and the Management Committee or
- the voting Members in general meeting may at any time by simple majority resolution revoke any such appointment and notwithstanding any contrary provision in any contract between the Executive Chairman and the Association.
- 50.2 An Executive Chairman's appointment shall come upon and by virtue only of his ceasing to be a Director and notwithstanding any contrary provision in any contract between the Executive Chairman and the Association.
- 51 Subject to any contrary resolution of the voting Members in general meeting, the Management Committee may as it sees fit from time to time by unanimous resolution delegate all or any of its powers to the Executive Chairman and may at any time and from time to time by simple majority resolution wholly or partly revoke any such delegation.
- 52.1 Subject to any contrary resolution of the voting Members in general meeting, the Management Committee may delegate any of its powers to committees consisting of such Members (including at least one Management Committee member) as it thinks fit and may at any time and from time to time wholly or partly revoke any such delegation.
- 52.2 Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- 52.3 A committee may, but are not obliged to, elect a chairman of its meetings. If no such chairman is elected or if at any meeting the chairman is not present within fifteen minutes after the time appointed for the holding the meeting the committee members present may, but are not obliged to, choose one of their number to be chairman of the meeting.
- 52.4 A committee may otherwise meet and adjourn and order its business as it thinks proper.
- 52.5 Where the Association has formed a public fund that necessitates the formation of a committee to administer the fund in order to comply with the Eligibility Criteria set for the time being by the Department of Arts and Administrative Services (or its successor) with respect to inclusion on the Register of Cultural Organisations (or any other register replacing that Register) then the Management Committee may so appoint a committee constituted of persons (whether or not members) appointed by the Management Committee to so administer the fund in compliance with the Eligibility Criteria. The Management Committee may confer such rights, powers, privileges and restrictions on the committee as it sees fit for the purpose of enabling the committee to fulfill its intended purpose. The Management Committee may remove any committee member and may appoint others to the committee, within the limits of the Eligibility Criteria.

SECRETARY

- 53.1 The Secretary shall be appointed by the Management Committee for such term at such remuneration (if any) and upon such conditions as the Management Committee thinks fit.
- 53.2 A Secretary may be removed by the Management Committee at any time and notwithstanding any contract between the Secretary and the Association.
54. The Secretary shall be the public officer of the Association whenever no other person is appointed to that position by the Management Committee.

VALIDITY OF ACTS AND INDEMNITY

55. Subject to any law to the contrary, all acts done by the Management Committee or by a committee or by the Executive Chairman or by another officer of the Association shall notwithstanding that it afterwards be discovered that there was some defect in the appointment of any such Director committee, committee member, Executive chairman, or other officer or that they or any one or more of them was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director, committee member or Executive Chairman, or other officer, as the case may be. The Management Committee requires that any defect be rectified within 14 days.
56. Subject to any law to the contrary, every Director and officer of the Association shall be indemnified out of the funds of the Association against any and all liability arising out of or in connection with the execution of his office incurred by him in defending proceedings or defending or bringing appeals or stare cases whether civil or criminal, in which judgment or opinion is given in his favour or in which he is acquitted or in connection with an application in which relief is granted to him by the Court or tribunal.

ACCOUNTS

- 57.1 Subject to any law to the contrary, the accounts and books of the Association shall be open to the inspection of and for the taking of copies thereof or any part by, Members to the extent (if any) and at such times and places and on such conditions, as the Management Committee in its absolute discretion from time to time.
- 57.2 The expense (including labour costs) of providing a Member with any copies shall be borne by the Member, and before providing the copies to the Member the Association or any of its officers may require the Member to pay to the Association its reasonable estimate of such costs.
- 58 The Directors shall from time to time in accordance with the Corporation Law cause to be prepared and to be laid before the Association in general meeting such profit and loss or income and expenditure accounts and balance sheets (such made up to a date not more than five months before the date of the meeting), statements and reports as are referred to in the Corporations Law and are applicable to the Association.
- 59 A copy of every document required by law to be laid before the Association in general meeting shall be sent not less than seven days before the date of the meeting to all persons entitled to receive notice of general meetings of the Association.

SEAL & EXECUTION OF DOCUMENTS

- 60.1 The Secretary shall have custody of the Association's seal.
- 60.2 The seal shall not be affixed to any instrument except pursuant to the resolution of the Management Committee.
- 60.3 The seal shall be affixed in the presence of two Directors or of the Secretary and a Director, who shall sign as attesting witnesses every instrument to which the seal of the Association is so affixed in their presence.
61. The Directors and the Secretary shall not sign or execute any deed, contract, undertaking or instrument on behalf of the Association, so as to bind the Association, except pursuant to a resolution of the Management Committee.

NOTICES

62.1 A notice may be given to a Member either personally or by sending it by prepaid post to him at his last known address.

62.2 Where a notice is sent by post service of the notice shall be deemed to have been effected at the expiration of two days after the envelope containing the same is posted.

62. Time for a notice shall be exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given.

64.1 Notice of every general meeting shall be given to every Member and the auditor for the time being of the Association.

64.2 No other person shall be entitled to receive notices of general meetings.

65. The accidental omission to give notice of a meeting (other than a meeting called for the purpose, whether or not in conjunction with other business, of passing a special resolution) to or the non-receipt of notice of a meeting by any person or body shall not invalidate the proceedings of that meeting.

AUDIT

66. A properly qualified auditor or auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with the NSW Associations Incorporation Act.

EVIDENCE OF CONSENTS

67 A minute in the books of the Association relating to any matter shall in favour of all persons, public authorities, officers, courts and tribunals, be sufficient evidence of the matter so minuted (unless there be manifest error) and that person, authority, court or tribunal shall not be obliged to inquire further. This provision shall not apply where the validity or accuracy of the minute itself is a matter in issue in any action, suit, appeal, proceeding or inquiry.