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KING & WOOD
MALLESONS



Royal Society for the Welfare of Mothers and Babies

2018 By-Laws

Body incorporated under the *Royal Society for the Welfare of Mothers and
Babies' Incorporation Act 1919*

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2018 By-Laws

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By-Laws

1 Interpretation

1.1 Definitions

In these By-Laws unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*.

Annual Subscription Fee means any amount determined in accordance with article 4.5.

Body Corporate means the Royal Society for the Welfare of Mothers and Babies as incorporated by the Incorporation Act.

Board means the council of management of the Body Corporate, comprise of the Directors.

By-Laws means these by-laws and a reference to an article is a reference to an article of these by-laws.

Chair means the president of the Board, as appointed under article 10.4.

Committee means a committee of Directors constituted under article 10.9.

CEO means the chief executive officer, appointed by the Board (with the consent from the Health Secretary) from time to time, that is responsible for the management, supervision and administration of the Body Corporate.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Deputy Chair means the deputy chair of the Board, as appointed under article 10.5.

Director means a person holding office as a director of the Body Corporate.

Directors means all or some of the Directors acting as the Board.

Executive Director means a person appointed as an executive director under article 10.11.

General Secretary means the CEO, or such other person as may be appointed by the Board, as and acting in the capacity of, a general secretary, honorary or otherwise, of the Body Corporate from time to time.

Health Secretary means the Secretary of the Department of Health.

Health Services Act means the *Health Services Act 1997 (NSW)*.

Incorporation Act means the *Royal Society for the Welfare of Mothers and Babies' Incorporation Act 1919 (NSW)*.

Life Time Member means any person, nominated and approved by the Board and recorded in the Register as, a Member of the Body Corporate for a lifetime.

Managing Director means a person appointed as a managing director under article 10.11.

Member means a person entered in the Register of Members as a member of the Body Corporate and who has not ceased to be a member in accordance with these By-Laws.

Objects means the objects of the Body Corporate as set out in the Incorporation Act.

Register means the register of Members of the Body Corporate and, if appropriate, includes a branch register.

Registered Charity means a charity that is registered under the ACNC Act.

Registered Office means the registered office of the Body Corporate.

1.2 Interpretation

Headings are for convenience only and do not affect interpretation. Unless the contrary intention appears, in these By-Laws:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include all other genders;
- (c) a reference to a document includes any variation or replacement of it;
- (d) the meaning of general words is not limited by specific examples introduced by “including”, “for example” or “such as” or similar expressions;
- (e) a reference to “person” includes an individual, a body corporate, a partnership, a joint venture, an unincorporated association and an authority or any other entity or organisation;
- (f) a reference to a particular person includes the person’s executors, administrators, successors, substitutes and permitted assigns;
- (g) a reference to dollars, \$ or A\$ is a reference to the currency of Australia;
- (h) a reference to “**law**” includes common law, principles of equity and legislation (including regulations);
- (i) a reference to any legislation includes regulations under it and any consolidations, amendments, re-enactments or replacement of any of them;
- (j) a reference to “**regulations**” includes instruments of a legislative character under legislation (such as regulations, rules, by-laws, ordinances and proclamations);
- (k) a reference to a group of persons is a reference to any 2 or more of them jointly and to each of them individually;
- (l) a power, an authority or a discretion given to a Director, the Directors, the Body Corporate in general meeting or a Member may be exercised at any time and from time to time;
- (m) a reference to “writing” or “written” includes printing, typing and other modes of reproducing words in a visible form including any representation of words in a physical document or in an electronic communication or form or otherwise;

- (n) a chair appointed under these By-Laws may be referred to as a chairperson, chairman, chairwoman or as chair or president, as appropriate; and
- (o) a reference to a person being “present” at a meeting includes participating using technology approved by the Directors in accordance with these By-Laws.

1.3 Relevant Acts

- (a) In these By-Laws unless the contrary intention appears a word or expression defined or used in the Incorporation Act has the same meaning when used in these By-Laws in a similar context.
- (b) For so long the Body Corporate remain as a Registered Charity, the Health Services Act, the ACNC Act and the Incorporation Act override any articles in these By-Laws which are inconsistent with those Acts.
- (c) If the Body Corporate ceases to be a Registered Charity (even if it remains a charity), the Health Services Act and the Incorporation Act override any article in these By-Laws which is inconsistent with those Acts.

2 Purpose and objects of the Body Corporate

2.1 Charitable purpose

The Body Corporate may only pursue charitable purposes associated with its Objects, and must do so predominantly in Australia.

3 Income and property of the Body Corporate

3.1 Application of income and property

All income, property and profits of the Body Corporate must be applied towards the promotion of the Objects.

3.2 No dividend, bonus or profit paid to Members

No part of the profits, income or property of the Body Corporate may be paid or transferred to a Member, either directly or indirectly by way of dividend, bonus or otherwise, other than in accordance with article 3.3.

3.3 Permitted payments by the Body Corporate

Subject to articles 9.9 and 9.11, article 3.2 does not prevent payment in good faith to an officer of the Body Corporate or a Member, or to a firm of which an officer of the Body Corporate or a Member is a partner:

- (a) of remuneration for services provided by, or reimbursement of expenses incurred by, that person (other than as a Director) or firm, including in accordance with articles 9.10, 9.11 and 12;
- (b) for goods supplied in the ordinary course of business;
- (c) for repayment of any money borrowed from an officer of the Body Corporate or a Member;

- (d) of interest at a rate fixed by the Directors (but not exceeding 7.5% per annum) on money borrowed from an officer of the Body Corporate or a Member; or
- (e) of reasonable rent for premises let by an officer of the Body Corporate or a Member.

3.4 Provision of Services

Article 3.2 does not prevent an officer of the Body Corporate or a Member being the recipient of services from the Body Corporate in accordance with the Body Corporate's Objects.

4 Membership

4.1 Becoming a Member

Subject to article 4.8, a person becomes a Member if that person:

- (a) is a Director elected or appointed under these By-Laws; or
- (b) is nominated by an existing Member and seconded by another existing Member, and approved by the Board, to be a Member under article 4.2; or
- (c) is a Life Time Member.

4.2 Nomination by a Member

- (a) A Member may, at any time, nominate any person that the Member reasonably believes as appropriate and in the interest of the Body Corporate to be a Member, by giving a nomination of that person (which needs to be seconded by another Member) to the General Secretary in writing in the form set out in Appendix 1 to these By-Laws.
- (b) The General Secretary must, as soon as practicable after receiving the nomination made by a Member under article 4.2(a), refer the nomination to the Board for approval.
- (c) The Board may by ordinary resolution accept or reject the nomination, and within a reasonable time, the General Secretary must notify the nominee and the relevant Members who made or seconded the nomination in writing, of the decision of the Board.
- (d) For the avoidance of doubt, the Board is not required to give reasons for rejection of a nomination for membership of the Body Corporate.
- (e) If the Board approves the nomination under article 4.2(a), the General Secretary must, upon the passing of the Ordinary Resolution, enter or cause to be entered the nominee's details on the Register as a Member.

4.3 Register of Members

- (a) The General Secretary must establish and maintain a Register of Members at the principal place of business of the Body Corporate, specifying the name, postal address and email address of each person who is a Member together with the date on which the person became a Member.

- (b) A Member must promptly notify the Body Corporate of any change in the Member's details which are recorded in the Register.
- (c) If a Member requests that any information contained on the Register about the Member (other than the Member's name) not be available for inspection that information must not be made available for inspection (unless it is required by law).

4.4 Application fee

The Directors may resolve from time to time that any person applying to become a Member in a particular class as the Directors may vary or create under article 4.6, must pay an application fee and, if so, how much and when and how it is to be paid in respect of that class of membership.

4.5 Annual Subscription Fee

The Body Corporate in general meeting may determine whether there will be an Annual Subscription Fee and, if so, the annual amount for each Member or class of Members.

The General Secretary may notify Members of the date and manner for payment.

The Directors may waive the payment of all or any part of an Annual Subscription Fee for a Member or any class of Members.

4.6 Directors may create and vary classes and class rights

The Directors may, subject to these By-Laws and the Incorporation Act:

- (a) prescribe, revoke and amend the criteria for membership and any classes of membership (but are not obliged to accept persons fulfilling those criteria as Members or Members of a class);
- (b) establish any new class of Members and define the rights, restrictions and obligations of Members in that class; and
- (c) vary or cancel the rights, restrictions and obligations of Members in any class, if:
 - (i) at least 75% of the Members of that class give their written consent; or
 - (ii) a special resolution to that effect is passed at a separate meeting of those Members.

The articles on general meetings apply to meetings of a class of Members so far as they are capable of application and with the necessary changes to every separate meeting.

4.7 No transfer of Membership

A Member must not sell, transfer or dispose of their interests in the Body Corporate to another Member or a third party.

4.8 Ceasing to be a Member

A person ceases to be a Member on:

- (a) resignation;

- (b) the person's cessation as a Director, if the Member is a Director;
- (c) the termination of the person's membership of the Body Corporate under articles 4.10, 4.11 and 4.12;
- (d) death;
- (e) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
- (f) becoming subject to legal incapacity or a person whose person or estate is liable to be dealt with in any way under a law relating to legal incapacity.

4.9 Resignation

A Member may resign from membership of the Body Corporate, with immediate effect, by giving to the General Secretary written notice.

A Member remains liable after resignation for all money due by the Member to the Body Corporate at the date of resignation, in addition to any sum for which the Member is liable as a Member under article 17.1.

4.10 Non-payment of Annual Subscription Fee

If article 4.5 applies and an Annual Subscription Fee for a Member remains unpaid for 12 months after it becomes due, the Member's membership automatically terminates and the Member ceases to be a Member. The Directors may, but need not, reinstate a Member whose membership is terminated if the Member pays all overdue Annual Subscription Fee amounts.

4.11 Censuring, suspension or expulsion of a Member

If a Member wilfully refuses or neglects to comply with the provisions of these By-Laws, policies or other standards prescribed by the Board, or acts in a manner which in the opinion of the Directors has a substantial or significant adverse effect on the interests of the Body Corporate, the Directors may by resolution censure, suspend or expel the Member from the Body Corporate, provided that the following procedure is observed:

- (a) the Directors or General Secretary must give written notice to the Member setting out what is alleged against the Member and the Member must be given the opportunity to rectify the matter;
- (b) at least 1 week before the Directors' meeting at which the resolution is to be considered, the Member must be given notice of the meeting setting out:
 - (i) what is alleged against the Member; and
 - (ii) the intended resolution;
- (c) at the Directors' meeting, and before voting on the resolution, the Member must be given an opportunity to give a written or verbal explanation as the Member thinks fit;
- (d) if a resolution for the Member's expulsion is passed in accordance with this article, the Member's membership automatically terminates and the Member ceases to be a Member.

4.12 Termination of membership

Without limiting article 4.11, the Directors may by written notice to the Member terminate the Member's membership with immediate effect or with effect from a specified date occurring not more than 3 months after service of the notice.

4.13 Limited liability

A Member has no liability as a Member except as set out in this article 4 and article 17.1.

5 General meetings of Members**5.1 Annual general meeting**

- (a) The annual general meeting shall be held each year on such date and at such time and place as may be determined by the Board, and specified in the notice convening the meeting made under article 5.4.
- (b) The business of an annual general meeting is:
 - (i) to receive the financial statements, annual reports and auditor's reports;
 - (ii) to elect the Director(s) and to appoint the auditor of the Body Corporate; and
 - (iii) to transact any other business specified in the notice of the meeting or brought under consideration by the report of the Board.

5.2 Extraordinary general meeting

- (a) The Board may convene and arrange to hold an extraordinary general meeting of the Body Corporate when they think fit.
- (b) The Board must convene and arrange to hold such a meeting if requested to do so in writing by 3 or more Members.
- (c) Any such request must state the object of the meeting proposed to be held, and the request must be delivered to the General Secretary.
- (d) If the Board fails to hold a meeting within 21 days after the General Secretary receives the request from the Members, the Members who made the request may call and arrange to hold such a meeting.
- (e) The notice for holding an extraordinary general meeting must specify the matters to be discussed, and no business other than that specified in the notice may be transacted.

5.3 Use of technology at meetings

The Body Corporate may hold a meeting of Members at 1 or more venues, and may use any technology that gives the Members as a whole a reasonable opportunity to participate.

5.4 Notice of meeting

- (a) The Board must give at least 14 days' notice to each Member of a general meeting.

- (b) Such notice must specify the matter to be discussed in the meeting, and may be given by way of advertising on the Tresillian website, direct email invitations, post, or by a combination of any of the above methods.

5.5 Calculation of period of notice

In computing the period of notice for a general meeting, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

5.6 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting or an extraordinary general meeting) is convened by the Directors, they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them or change the place for the meeting.

5.7 Notice of cancellation or postponement of a general meeting

Notice of cancellation or postponement or change of place of a general meeting must state the reason for cancellation or postponement and be given:

- (a) to each Member; and
- (b) to each other person entitled to be given notice of a general meeting.

5.8 Contents of notice postponing general meeting

A notice of postponement of a general meeting must specify:

- (a) the postponed date and time for the holding of the meeting;
- (b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) if the meeting is to be held in 2 or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

5.9 Business at postponed general meeting

The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the meeting.

5.10 Non-receipt of notice

The non-receipt of notice of a general meeting or cancellation or postponement of a general meeting by, or the accidental omission to give notice of a general meeting or cancellation or postponement of a general meeting to a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of a meeting.

5.11 Proxy or attorney at postponed general meeting

Where by the terms of an instrument appointing a proxy or attorney:

- (a) the appointed person is authorised to attend and vote at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy or power of attorney,

then that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy or power of attorney unless the Member appointing the proxy or attorney gives to the Body Corporate at its Registered Office written notice to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

5.12 Director entitled to notice of meeting

A Director is entitled to receive notice of and to attend all general meetings and all separate meetings of any class of Members of the Body Corporate and is entitled to speak at those meetings.

5.13 Auditor entitled to notice of meeting

- (a) The auditor (if any) is entitled to receive notice of and to attend all general meetings and all separate meetings of any class of Members of the Body Corporate and is entitled to speak at those meetings.
- (b) The Body Corporate must give the auditor (if any) any communications relating to the general meeting that a Member is entitled to receive.

6 Appointment of proxies and attorneys

6.1 Appointment of a proxy

- (a) A Member may appoint a proxy to attend and vote at a general meeting on their behalf.
- (b) A proxy does not need to be a Member and may be an individual or a body corporate.
- (c) A proxy appointed to attend and vote for a Member has the same rights as the Member to:
 - (i) speak at the meeting;
 - (ii) vote (but only to the extent allowed by the appointment); and
 - (iii) join in a demand for a poll.
- (d) An appointment of proxy must be signed by the Member appointing the proxy and must contain:
 - (i) the Member's name and address;
 - (ii) the Body Corporate's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the meeting(s) at which the appointment may be used.

- (e) A proxy appointment may be standing (ongoing).
- (f) Proxy forms must be received by the Body Corporate at the address stated in the notice under article 5.4 or at the Registered Office at least 48 hours before a meeting.
- (g) A proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.
- (h) A proxy appointment may specify the way the proxy must vote on a particular resolution.

6.2 Right to appoint attorney

A Member may by power of attorney appoint an attorney to act on the Member's behalf at all or any meetings of the Body Corporate or of any class of Members.

To be effective, an instrument appointing an attorney under this article, together with any evidence of non-revocation the Directors require, must be received by the Body Corporate at least 48 hours before the meeting.

7 Proceedings at general meetings

7.1 Number for a quorum

Subject to article 7.3, the quorum for a general meeting is, where the Body Corporate has only 1 Member, that Member and, where the Body Corporate has less than 4 Members, these Members, and otherwise, 4 Members present in person or by proxy or attorney are a quorum at a general meeting. In determining whether a quorum is present, each individual attending as a proxy or attorney is to be counted, except that:

- (a) where a Member has appointed more than 1 proxy or attorney, only 1 is to be counted; and
- (b) where an individual is attending both as a Member and as a proxy, attorney or Representative, that individual is to be counted once for that Member and once for each Member for whom that individual is attending as proxy or attorney.

7.2 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the chair of the meeting (on the chair's own motion or at the request of a Member, proxy or attorney who is present) declares otherwise.

7.3 If quorum not present

If within 15 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by a Director, or at the request of Members, is dissolved; and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the

Directors appoint by notice to the Members and others entitled to notice of the meeting.

7.4 Adjourned meeting

At a meeting adjourned under article 7.3(b), where the Body Corporate has only 1 Member, the quorum is that Member, and otherwise, the quorum is 2 Members, present in person or by proxy, attorney or Representative. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

7.5 Appointment of chair of general meeting

- (a) The Chair of the Board is the chair at any general meeting of the Body Corporate.
- (b) In the absence of the Chair, the Deputy Chair is to chair the meeting.
- (c) If the Deputy Chair is not available or willing to act within 10 minutes after the time appointed for the commencement of the meeting, the Members present may elect another person present at the meeting to chair the meeting.

7.6 Conduct of general meetings

The chair of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chair's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may terminate discussion or debate on any matter whenever the chair considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chair under this article is final.

7.7 Adjournment of general meeting

The chair of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and place, but:

- (a) in exercising the discretion to do so, the chair may, but need not, seek the approval of the Members present in person or by proxy or attorney; and
- (b) only unfinished business is to be transacted at a meeting resumed after an adjournment.

Unless required by the chair, a vote may not be taken or demanded by the Members present in person or by proxy or attorney in respect of any adjournment.

7.8 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

7.9 Questions decided by majority

A resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

7.10 Casting vote for chair

If there is an equality of votes, either on a show of hands or on a poll, the chair of the general meeting is entitled to a casting vote in addition to any votes to which the chair is entitled as a Member or proxy or attorney.

7.11 Voting on show of hands

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is effectively demanded and the demand is not withdrawn. 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 in the book containing the minutes of the proceedings of the Body Corporate, is conclusive evidence of the fact. Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.

7.12 Demanding a poll

- (a) A poll may be demanded on any resolution.
- (b) At a general meeting of the Body Corporate, a poll may be demanded by:
 - (i) at least 2 Members entitled to vote on the resolution; or
 - (ii) the chair of the meeting.
- (c) A poll may be demanded:
 - (i) before a vote is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (d) The percentage of votes that Members have is to be worked out as at midnight before the poll is demanded.

7.13 Poll

If a poll is effectively demanded in accordance with article 7.12:

- (a) it must be taken in the manner and at the date and time directed by the chair and the result of the poll is a resolution of the meeting at which the poll was demanded;

- (b) on the election of a chair or on a question of adjournment, it must be taken immediately;
- (c) the demand may be withdrawn; and
- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

7.14 Entitlement to vote

Subject to these By-Laws and to any rights and any restrictions attached to any class of Members:

- (a) on a show of hands, each Member present in person and each other person present as a proxy, attorney or Representative of a Member has 1 vote; and
- (b) on a poll, each Member present in person has 1 vote and each person present as proxy, attorney or Representative of a Member has 1 vote for each Member that the person represents.

7.15 Validity of vote in certain circumstances

Unless the Body Corporate has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy or attorney, a vote cast by that person is valid even if, before the person votes:

- (a) the appointing Member dies;
- (b) the appointing Member is mentally incapacitated; or
- (c) the Member revokes the appointment or authority.

7.16 Objection to voting qualification

An objection to the right of a person to attend or vote at a general meeting or adjourned general meeting:

- (a) may not be raised except at that meeting or adjourned meeting; and
- (b) must be referred to the chair of the meeting, whose decision is final.

A vote not disallowed under the objection is valid for all purposes.

7.17 Suspension or if any Annual Subscription Fee not paid

In addition to any other rights of the Body Corporate, if:

- (a) any Annual Subscription Fee is due and payable by a Member and is not paid; or
- (b) a Member is suspended,

the Member has no right to be present at, be counted among the quorum for, or vote, whether in person or by proxy, attorney or Representative, at a general meeting of the Body Corporate.

8 Advisory council and management committee

8.1 Advisory council

The Directors may establish, and may disband, an advisory council for the purposes of providing guidance and advice to the Directors and for any other informal purposes as the Directors may decide from time to time. The advisory council's advice is not binding on the Directors.

The Directors have a discretion as to the composition, functions, and rules for proceedings and frequency of meetings of any advisory council.

8.2 Management committee

The Directors may establish a management committee for the purposes of administering any public fund established in furtherance of the Objects of the Body Corporate. The money in any public fund will be kept separate from other funds of the Body Corporate and must be used only for the purposes of the public fund.

9 The Directors

9.1 Number of Directors

- (a) The Board is constituted of up to 12 Directors, including the Chair and the Deputy Chair.
- (b) The Directors constitute the Board of the Body Corporate in which the governance of the Body Corporate is vested.

9.2 Change of number of Directors

Subject to article 9.1(a), the Body Corporate in general meeting may by resolution increase or reduce the number of Directors.

9.3 Directors elected at general meeting

At any general meeting at which a Director retires or otherwise vacates office, the Body Corporate may by resolution fill the vacated office by electing a person to that effect.

9.4 Casual vacancy or additional Director

- (a) The Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.
- (b) If at any time there are no Directors, the General Secretary may, in consultation with the NSW Health Secretary, appoint up to 4 Directors for the purpose of the governance of the Body Corporate.
- (c) Apart from a CEO who may be appointed as a Managing Director for the time being, a Director appointed under this article 9.4 holds office until the conclusion of the next annual general meeting of the Body Corporate but is eligible for election at that meeting.

9.5 Eligibility for election as Director

Subject to article 9.6(b), any candidate for election to the Board must be nominated in writing, and any such nomination must be signed by 2 Members

and lodged with the General Secretary at least 14 days before the annual general meeting at which the candidate is to stand for election.

9.6 Term of Directors

- (a) Subject to article 9.6(b), a Director is elected for a term of 5 years, and must not hold the office without re-election:
- (i) past the fifth annual general meeting following the Director's appointment or last election; or
 - (ii) for more than 5 years,
- whichever is the longer.
- (b) At an annual general meeting of which a Director is retiring at the end of that meeting due to the tenure limitation in article 9.6(a), the retiring Director is eligible for re-election at that meeting for a further term of 5 years and, subject to article 9.6(c), must not hold the office past the fifth annual general meeting following the Director's re-election.
- (c) At the annual general meeting of which a Director is retiring at the end of that meeting due to the tenure limitation in article 9.6(b), the Members may by ordinary resolution determine if such Director is eligible for further re-election, and the periods for which such Director is to hold office after the re-election (which shall not be longer than 5 years, or such longer period as may be approved by special resolution of members).
- (d) This article does not apply to a Managing Director (if there is one) who is exempt from retirement and re-election in accordance with article 10.13.

9.7 Office held until conclusion of meeting

A retiring Director holds office until the conclusion of the meeting at which that Director retires but, subject to articles 9.6(b) and 9.6(c), is eligible for re-election.

9.8 Removal of Director

Without limiting articles 4.11 and 4.12, the Body Corporate in general meeting may by resolution remove a Director from office as a Director provided that the procedures in articles 4.11(a) to 4.11(d) are followed as if they were expressed to apply to the removal of a Director in such general meeting.

9.9 No remuneration for services as a Director

A Director must not be paid any remuneration for services as a Director.

9.10 Reimbursement of expenses

A Director is entitled to be reimbursed out of the funds of the Body Corporate such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the business of the Body Corporate.

9.11 Payments to a Director

- (a) Subject to article 9.11(b), any payment to a Director which is not prohibited under article 9.9 (including a payment permitted under article

9.10) must be approved by the Directors (which could be a standing approval).

- (b) The Directors may from time to time resolve that certain payment to the Directors which is not prohibited under article 9.9 (including a payment permitted under article 9.10) be subject to a standing approval.

9.12 Director's interests

Subject to the provisions of these By-Laws, a Director may:

- (a) hold any office or place of profit in the Body Corporate, except that of auditor;
- (b) hold any office or place of profit in any other body corporate, trust or entity promoted by the Body Corporate or in which it has an interest of any kind;
- (c) enter into any contract or arrangement with the Body Corporate;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees of the Body Corporate or Directors or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a member of a firm, or an officer or employee of a body corporate which acts in a professional capacity) for the Body Corporate, except as auditor;
- (f) participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Directors and may be present at any meeting where any matter is being considered by the Directors;
- (g) sign or participate in the execution of a document by or on behalf of the Body Corporate; and
- (h) do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to the Body Corporate for any direct or indirect benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement.

A reference to the Body Corporate in this article is also a reference to each related body corporate of the Body Corporate.

9.13 Vacation of office of Director

The office of a Director becomes vacant if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) resigns from the office by notice in writing to the Body Corporate;
- (c) is not present (personally, using technology or by proxy):
 - (i) at 3 consecutive meetings; or
 - (ii) at 3 or more meetings in any 12 months,

without the consent of the Directors; or

- (d) is no longer a Member of the Body Corporate in accordance with article 4.8; or
- (e) is a Managing Director or an Executive Director and ceases to be employed by the Body Corporate or a related body corporate.

10 Powers and duties of Directors

10.1 Duties of Directors

The Directors must comply with their duties as Directors under any applicable law or governance standard.

10.2 Directors to manage the Body Corporate

The Board has the following powers:

- (a) to appoint such executive staff as it may from time to time think necessary for transacting the affairs of the Body Corporate;
- (b) to determine the duties and remuneration of such executive staff, and to remove an executive staff member from office for such reason as they think fit;
- (c) to authorise commitments in respect of expenses incurred in the management of the property or affairs of Body Corporate;
- (d) to promote and to contribute to any enterprise which has for its object the making or doing of any word or things conducive to the Objects of the Body Corporate;
- (e) to elect as a Member any person who is entitled to be a Member;
- (f) to exercise control over the property and trust funds under its management;
- (g) to generally do all things necessary or expedient for the due conduct of the affairs of the Body Corporate and the management and protection of the Body Corporate's property; and
- (h) to appoint, in accordance with any by-laws of the Body Corporate made under section 63(1)(d) of the Health Services Act, visiting practitioners in connection with hospitals, health institutions and health services that are the Body Corporate's recognised establishments or recognised services.

For the purpose of article 10.2(h), "health institution", "health service", "hospital", "recognised establishment", "recognised service" and "visiting practitioner" have the same meanings as they have in the Health Services Act.

10.3 Member resolutions

The Board's powers are subject to any direction which may be given by any resolution passed by 75% of the Members present at any general meeting, but no such resolution invalidates any previous act which is otherwise valid.

10.4 Chair

- (a) The Chair is to be appointed from the Directors for a term of 2 years, and must not hold office as the Chair without re-election:
- (i) past the second annual general meeting following the election of the Director as the Chair; or
 - (ii) for more than 2 years,
- whichever is the longer.
- (b) At the annual general meeting of which the Chair is retiring at the end of that meeting due to the tenure limitation in article 10.4(a), the retiring Chair is eligible for re-election for a further term of 2 years and, subject to article 10.4(c), must not hold the office past the second annual general meeting following the Chair's re-election.
- (c) At the annual general meeting of which the Chair is retiring at the end of that meeting due to the tenure limitation in article 10.4(b), the Members may by ordinary resolution determine if the retiring Chair is eligible for further re-election, and the periods for which he or she is to hold office after the re-election (which shall not be longer than 2 years or such longer period as the Members may approve by special resolution).

10.5 Deputy Chair

- (a) The Deputy Chair is to be appointed from the Directors for a term of 2 years, and must not hold office as the Deputy Chair without re-election:
- (i) past the second annual general meeting following the election of the Director as the Deputy Chair; or
 - (ii) for more than 2 years,
- whichever is the longer.
- (b) At the annual general meeting of which the Deputy Chair is retiring at the end of that meeting due to the tenure limitation in article 10.5(a), the retiring Deputy Chair is eligible for re-election for a further term of 2 years and, subject to article 10.5(c), must not hold the office past the second annual general meeting following the Deputy Chair's re-election.
- (c) At the annual general meeting of which the retiring Deputy Chair is retiring at the end of that meeting due to the tenure limitation in article 10.5(b), the Members may by ordinary resolution determine if the retiring Deputy Chair is eligible for further re-election, and the periods for which he or she is to hold office after the re-election (which shall not be longer than 2 years or such longer period as the Members may determine by special resolution).

10.6 Appointment of attorney

The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Body Corporate for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for the period and subject to the conditions they think fit.

10.7 Provisions in power of attorney

A power of attorney granted under article 10.6 may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

10.8 Banking account

An account in the name of the Body Corporate is to be kept at such authorised deposit-taking institution as the Board may from time to time determine.

Electronic Funds Transfer (EFT) payments are to be made and cheques are to be drawn, signed and endorsed in such manner and by such persons as the Board may from time to time direct.

10.9 Committees

- (a) The Directors may delegate any of their powers, other than powers required by law to be dealt with by Directors as a board, to a Committee or Committees consisting of 2 or more of their number as they think fit.
- (b) The Chair is an ex-officio member of all Committees.
- (c) Any member of a Committee who is not present (personally or using technology) at 3 consecutive meetings (or at 3 or more meetings in any 12 months) of the Committee without the consent of the Committee members may have its Committee seat declared vacant by the Board, and the Board may fill any such vacancy as it think fit.

10.10 Powers delegated to Committees

A Committee to which any powers have been delegated under article 10.9 must exercise those powers in accordance with any directions of the Directors.

10.11 Appointment of Managing and Executive Directors

Subject to any applicable requirement under the Health Services Act, the Directors may appoint an employee of the Body Corporate or one of its related bodies corporate to the office of managing director or executive director of the Body Corporate, to hold office as Director for the period determined at the time of appointment, but not to exceed the term of employment of the employee.

The Directors may, subject to the terms of any employment contract between the relevant Director and the Body Corporate or any related bodies corporate, at any time remove or dismiss any Managing Director or Executive Director from employment with that company, in which event the appointment as a Director will automatically cease.

10.12 Ceasing to be a Managing or Executive Director

Subject to article 10.13, a Managing Director or Executive Director appointed under article 10.11 is subject to re-election as director in accordance with article 9.6. If re-elected, their term as Director ends when their employment contract with the Company or its subsidiary ceases.

10.13 One Managing Director exempt

One Managing Director, nominated by the Directors, is, while holding that office, exempt from retirement by rotation under article 9.6.

10.14 Remuneration of Managing and Executive Directors

The remuneration of a Managing Director or an Executive Director may be fixed by the Directors and may be by way of salary or commission or participation in profits or by all or any of those modes, but may not be by a commission on or percentage of operating revenue.

10.15 Powers of Managing and Executive Directors

The Directors may:

- (a) confer on a Managing Director or an Executive Director such of the powers exercisable by them, on such terms and conditions and with such restrictions, as they think fit; and
- (b) withdraw or vary any of the powers conferred on a Managing Director or an Executive Director.

10.16 Delegation of Directors' powers

The Directors may delegate any of their powers to any persons they select for any period, to be exercised for any objects and purposes on any terms and subject to any conditions and restrictions as they think fit, and may revoke, withdraw, alter or vary the delegation of any of those powers.

11 Proceedings of Directors**11.1 Directors' meetings**

Meetings of the Directors may be held at such times and places as they may determine.

11.2 Director may convene a meeting

- (a) The Chair of the Board may call a meeting of the Directors at any time.
- (b) The General Secretary must, at the request of the Chair or any 2 Directors, call a meeting of the Directors.

11.3 Use of technology for Directors' meetings

A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

11.4 Questions decided by majority

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Directors.

11.5 Proxy and voting

A person who is present at a meeting of Directors as a proxy for another Director has 1 vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is proxy and, if that person is also a Director, has 1 vote as a Director in that capacity.

11.6 Chair to preside Directors' meetings

The Chair is to preside at a meeting of the Directors.

11.7 Absence of Chair at a Directors' meeting

If a Directors' meeting is held and:

- (a) the Chair has not been elected under article 10.4; or
- (b) the Chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the Deputy Chair will preside at the meeting. If the Deputy Chair has not been elected, or is not present or willing to act within 10 minutes after the time appointed for the commencement of the meeting, the Directors present may elect to preside at the meeting.

11.8 Chair's casting vote at Directors' meetings

In the case of an equal vote, the Chair has a casting vote.

11.9 Director attending and voting by proxy

A Director may participate in and vote by proxy at a meeting of the Directors if the proxy:

- (a) is another Director; and
- (b) the appointment is signed by the appointor.

The appointment may be general or for 1 or more particular meetings. A Director present as proxy of another Director who would be entitled to vote if present at the meeting has 1 vote for the appointor and 1 vote in his or her own capacity as a Director.

11.10 Quorum for Directors' meeting

At a meeting of Directors, the number of Directors whose presence in person or by proxy is necessary to constitute a quorum is as determined by the Directors and, unless so determined, is 4.

11.11 Continuing Directors may act

The continuing Directors may act despite a vacancy in their number. If their number is reduced below the minimum quorum under article 11.10, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting.

11.12 Meetings of Committee

A Committee may meet and adjourn as it thinks proper, and any meeting may be called and held by using any technology the Committee thinks fit.

11.13 Chair of Committee

The Chair of the Board will preside meetings of a Committee. If the Chair is not present within 10 minutes after the holding of the meeting or is unwilling to act,

the members of a Committee may elect one of their number as chair of their meetings.

11.14 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held, as follows:
 - (i) at any time, if all of the Directors entitled to vote on the resolution have consented to the resolution in accordance with this article 11.14, the resolution is passed when the last participating Director consents to the resolution accordingly; or
 - (ii) if, with at least 5 business days prior written notice of the resolution being given to all Directors, at least 75% of the Directors entitled to vote on the resolution have consented to the resolution in accordance with this article 11.14 and no Director has objected to the resolution, the resolution is passed at the end of the notice period.
- (b) The resolution passed under this article 11.14 is not invalidated if it is consented to by a Director who is not entitled to vote.
- (c) A Director may consent to a resolution by signing a document that sets out the terms of the resolution and contains a statement to the effect that the Director is in favour of the resolution.
- (d) Alternatively, a Director may consent to a resolution by giving the Body Corporate a written notice (including by fax or other electronic means) addressed to and received by the General Secretary or the Chair:
 - (i) that signifies the Director's assent to the resolution;
 - (ii) that sets out the terms of the resolution or identifies those terms; and
 - (iii) if the Director has notified the Body Corporate in writing of a specified means by which his or her consent must be authenticated (including by providing particular personal information or an allocated code), that authenticates the Director's consent by those specified means.
- (e) Any document referred to in this article may be in the form of a fax or other electronic notification. Separate copies of a document (including in electronic form) may be signed by the Directors if the wording of the resolution and statement is identical in each copy.
- (f) This article 11.14 applies to resolutions of Committees as if the references to Directors were references to Committee members.

11.15 Validity of acts of Directors

All acts done at a meeting of the Directors or of a Committee, or by a person acting as a Director are as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or
- (b) a person acting as a Director was disqualified or was not entitled to vote.

11.16 Other participants

The Directors may from time to time by resolution invite any other person to attend a meeting of Directors as they see fit. For the avoidance of doubt, such other person will not have the right to vote at any meeting of the Directors, and will be subject to the same obligations of confidentiality as apply to the Directors.

12 General Secretary**12.1 Appointment of General Secretary**

The Body Corporate must have at least 1 General Secretary who is to be appointed by the Directors.

12.2 Suspension and removal of Secretary

The Directors may suspend or remove a General Secretary from that office.

12.3 Powers, duties and authorities of General Secretary

A General Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors. The exercise of those powers and authorities and the performance of those duties by a General Secretary is subject at all times to the control of the Directors.

13 CEO**13.1 Appointment of CEO**

The Body Corporate must have a CEO who is to be appointed by the Directors and consented to by the NSW Health Secretary as per the Health Services Act.

13.2 Powers, duties and authorities of CEO

The CEO:

- (a) is to receive all subscriptions and other money paid to the Body Corporate, and pay it into the Body Corporate's banking account;
- (b) is to compile a list of Members and their addresses;
- (c) is to keep all records and minutes of meetings of the Body Corporate and of the Board;
- (d) is to check all payments out of the funds of the Body Corporate; and
- (e) has the general supervision, subject to the Board, of the executive staff and employees of the Body Corporate and of the business of the Body Corporate.

14 Seals**14.1 Safe custody of common seals**

The General Secretary must provide for the safe custody of any seal of the Body Corporate.

14.2 Use of common seal

If the Body Corporate has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors, or of a Committee authorised by the Directors to authorise its use; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a General Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

15 Inspection of records

15.1 Inspection by Members or other person at the office

The Directors may determine whether, to what extent, at what time and place, and under what conditions, the accounting records, meeting minutes and other documents of the Body Corporate or any of them will be open to the inspection of Members (other than Directors) or any other person at the office of the Body Corporate.

16 Service of documents

16.1 Document includes notice

In this article 16, a reference to a document includes a notice and a notification by electronic means.

16.2 Form of document

Unless expressly stated otherwise in these By-Laws, all notices, certificates, statements, demands, appointments, directions and other documents referred to in these By-Laws must be in writing.

16.3 Methods of service

The Body Corporate may give a document to a Member:

- (a) personally;
- (b) by delivering it or sending it by post to the address for the Member in the Register or an alternative address nominated by the Member;
- (c) by sending it to a fax number or electronic address nominated by the Member; or
- (d) by notifying the Member by an electronic means nominated by the Member that:
 - (i) the document is available; and
 - (ii) how the Member may use the nominated access means to access the document.

16.4 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post, and is taken to have been received 3 days after posting; and
- (b) if sent to an address outside Australia, must be sent by airmail, and is taken to have been received 7 days after posting.

16.5 Fax or other electronic means

A document sent or given by fax or other electronic means:

- (a) is taken to be effected by properly addressing and transmitting the fax or other electronic transmission; and
- (b) is taken to have been given and received on the day after the date of its transmission.

16.6 Evidence of service

A certificate signed by a Director or a General Secretary stating that a document was sent, delivered or given to a Member personally by post, fax or other electronic means on a particular date is evidence that the document was sent, delivered or given on that date and by that means.

17 Winding up and revocation of DGR endorsement

17.1 Where Body Corporate is endorsed as a deductible gift recipient

If the Body Corporate is endorsed as a deductible gift recipient, then on the first occurrence of:

- (a) the winding-up of the Body Corporate; or
- (b) the Body Corporate ceasing to be endorsed as a deductible gift recipient,

unless prohibited under the Incorporation Act, any surplus assets remaining after the payment of all debts and liabilities of the Body Corporate shall be transferred to another organisation with objects similar to the object of the Body Corporate to which tax deductible gifts can be made.

17.2 Where Body Corporate is not endorsed as a deductible gift recipient

Subject to article 17.1, any surplus assets remaining after the payment of all debts and liabilities of the Body Corporate, unless prohibited under the Incorporation Act, shall be transferred to another organisation with objects similar to the object of the Body Corporate which is not carried on for the profit or gain of its individual members.

18 Accounts and audits

18.1 Accounts

- (a) The Board is to cause proper accounts to be kept in respect of the following:
 - (i) all money received by the Body Corporate,
 - (ii) all money spent by the Body Corporate,

- (iii) the assets and liabilities of the Body Corporate.
- (b) The accounts:
 - (i) are to be kept at the office of the Body Corporate or at such other place as the Board may think fit, and
 - (ii) are to be open for inspection by the Directors.
- (c) As soon as practicable after the end of each financial year (being the year ending 30 June), the General Secretary is to prepare a statement of financial position of the Body Corporate (including a statement of income and expenditure) for that financial year.
- (d) The General Secretary is to give a copy of the statement of financial position to the auditor of the Body Corporate for auditing.
- (e) The Board is to provide the auditor with such electronic records, books, vouchers, documents and information relating to the accounts of the Body Corporate as the auditor may require.
- (f) As soon as practicable after the auditing of the accounts, but at least 21 days before the next annual general meeting, the General Secretary is to provide the Board with an audited copy of the statement of financial position of the Body Corporate for the financial year concerned.
- (g) The Board is to present the audited statement of financial position at the annual general meeting of the Body Corporate.

18.2 Auditor

- (a) A person is to be appointed (with or without remuneration) as auditor of the Body Corporate by the members of the Body Corporate at the annual general meeting held each year.
- (b) The person appointed as auditor of the Body Corporate holds office until the next annual general meeting is held, but is eligible for re-appointment.
- (c) The person appointed as the auditor of the Body Corporate is to be a registered company auditor within the meaning of the Corporations Act 2001 of the Commonwealth.
- (d) Any vacancy occurring in the office of auditor of the Body Corporate is to be filled by the Board, and the person appointed holds office as auditor until the next annual general meeting.
- (e) The person appointed as auditor of the Body Corporate may be removed from this position by the members of the Body Corporate at the annual general meeting or earlier at an extraordinary general meeting.

19 Miscellaneous

19.1 Exclusion of personal liability

A matter or thing done or omitted to be done by a Director, or by an executive staff member or employee of the Body Corporate, does not, if the matter or thing was done or omitted in good faith for the purpose of executing the Incorporation Act or this By-law, subject the Director, executive staff member or employee personally to any action, liability, claim or demand.

19.2 Repeal of 2015 By-law

This By-law repeals and replaces in its entirety the Royal Society for the Welfare of Mothers and Babies By-law 2015 on the date of gazettal.

19.3 Savings

Notwithstanding article 19.2, any act, matter or thing that had effect under the Royal Society for the Welfare of Mothers and Babies By-law 2015 immediately before the repeal of that By-law is taken to have effect under this By-law.

2018 By-Laws

Appendix 1

Application to become a Member of Royal Society for the Welfare of Mothers and Babies

.....
 ...

Royal Society for the Welfare of Mothers and Babies Board of Directors
 (Incorporated under the *Royal Society for the Welfare of Mothers and Babies Act 1919*)

I,
 [full name of applicant]

of
 [address]

.....
 .[occupation]

Hereby apply to become a member of the Royal Society for the Welfare of Mothers and Babies ("**Body Corporate**"). In the event of my admission as a member of the Body Corporate, I agree to be bound by these By-Laws and any other rules, policies or other standards prescribed by the Body Corporate from time to time.

.....
 Signature of applicant Date

I,
 [Full name]

A member of the Body Corporate, nominate the applicant for membership of the Royal Society for the Welfare of Mothers and Babies.

.....
 Signature of proposer Date

I,
 [Full name]

A member of the Body Corporate, second the nomination of the applicant for membership of the Royal Society for the Welfare of Mothers and Babies.

.....
 Signature of seconder Date