

Attachment 5

Rules

Palliative Care NSW Incorporated

PART 1

PRELIMINARY

DEFINITIONS

1. (1) In these rules:

"**Association**" means the association established pursuant to these rules being Palliative Care NSW Incorporated;

"**financial**" means that a member is not in arrears more than ninety (90) days of the due date of payment of membership fees or any other fees or calls imposed on members in accordance with these rules;

"**management committee**" means the committee elected by members, referred to in Part 3;

"**member**" means a financial member of the Association;

"**National body**" means the current organisation representing the interests of palliative care nationally within Australia, as determined by the management committee, which body in 2005 is Palliative Care Australia Inc;

"**ordinary member**" means a member of the committee who is not an office-bearer of the Association, as referred to in rule 14(2);

"**secretary**" means:

(a) the person holding office under these rules as secretary of the Association;
or

(b) if no such person holds that office the public officer of the Association;

"**special general meeting**" means a general meeting of the Association other than annual general meeting;

"**specialist palliative care service**" means a medical, nursing or allied health service recognised as a specialist by an accrediting body (or who primarily works in palliative care if an accrediting body is not available) who provides consultative or ongoing care for patients with a life limiting illness, and support for their caregiver/s and family.

"**the Act**" means the *Associations Incorporation Act 1984*;

"**the Regulation**" means the *Associations Incorporation Regulation 1994*.

(2) In these rules:

(a) a reference to a function includes a reference to a power, authority and duty; and

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- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
 - (3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

OBJECTS

- 2. The objects of the Association shall be to support the general public and health professionals, in particular by:
 - (a) providing effective support to services, professionals, carers, and the community in achieving our vision of compassionate, competent end of life care.
 - (b) collecting, interpreting and disseminating information from and to palliative care providers.
 - (c) collecting, interpreting and disseminating information that supports individuals with a terminal illness and their carers.
 - (d) encouraging research in the field of palliative care.
 - (e) facilitating the education of palliative care providers, including the sponsorship of appropriate symposia, conferences and workshops.
 - (f) encouraging and assisting the development of support systems for palliative care providers.
 - (g) encouraging and assisting emerging palliative care services in New South Wales.
 - (h) encouraging and assisting specialist palliative care providers in New South Wales to review and upgrade their standards of palliative care in response to changes in the sector.
 - (i) providing community education regarding the existence, importance and principles of palliative care by the provision of speakers to interested groups, printed publicity, press releases and any other methods deemed appropriate.
 - (j) investigating appropriate aspects of palliative care and making reports and representations to government and/or the general public as necessary.
 - (k) encouragement of government and community support of existing and emerging palliative care services by well-timed publicity and representation.
 - (l) continuing affiliation with the National body.
 - (m) undertaking other activities as decided by a general meeting of the Association.

PART 2

MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

3. A person (which includes an institution) is qualified to be a member if, but only if:
- (a) the person is a person referred to in section 15(1)(a), (b) or (c) of the Act and has not ceased to be a member at any time after incorporation of the Association under the Act; or
 - (b) the person:
 - (i) has been nominated for membership of the Association as provided by rule 5; and
 - (ii) has been approved for membership of the Association by the management committee.

CATEGORIES OF MEMBERSHIP

4. The Association shall have the following categories of membership:
- (a) **Individual** – Individual membership is open to all persons who are qualified in accordance with clause 3.
 - (b) **Institutional** – Institutional membership is open to all organisations who are interested or engaged in palliative care and who are qualified for membership in accordance with clause 3. An institutional member shall be represented as a member by the person notified in writing to the secretary as its duly appointed representative, which representative may be removed and appointed at any time by the institutional member by notice in writing to the secretary.

NOMINATION FOR MEMBERSHIP

5. (1) A nomination of a person for membership of the Association:
- (a) must be made by a member in writing in the form set out in Appendix 1 to these rules; and
 - (b) must be lodged with the secretary of the Association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the management committee which is to determine whether to approve or to reject the nomination.
- (3) If the management committee determines to approve a nomination for membership, the secretary must, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay (within the

period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.

- (4) The secretary must, on payment by the nominee of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

CESSATION OF MEMBERSHIP

6. A person ceases to be a member if the person:
- (a) dies; or
 - (b) resigns membership;
 - (c) is expelled from the Association;
 - (d) has membership terminated in accordance with clause 7.

TERMINATION OF MEMBERSHIP

7. A member's membership is terminated if:
- (a) membership fees are not paid within 90 days of their becoming due and the management committee resolves to terminate the membership;
 - (b) the management committee determines that a member has not acted in accordance with the objects of the Association or has not abided by these rules provided that the provisions of Rule 14 apply to such member as if such determination by the management committee is a complaint made under Rule 14.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

8. A right, privilege or obligation which a person has by reason of being a member:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on cessation of the person's membership.

RESIGNATION OF MEMBERSHIP

9. (1) A member is not entitled to resign that membership except in accordance with this rule.
- (2) A member who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the management committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

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- (3) If a member ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

10. (1) The public officer of the Association must establish and maintain a register of members specifying the name and address of each person who is a member together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member at any reasonable hour.

FEES AND SUBSCRIPTIONS

11. (1) A member must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the management committee, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the management committee, that other amount:
- (a) except as provided by paragraph (b), before 1 July in each calendar year; or
- (b) if the member becomes a member on or after 1 July in any calendar year on becoming a member and before 1 July in each succeeding calendar year.

MEMBERS' LIABILITIES

12. The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 9.

RESOLUTION OF INTERNAL DISPUTES

13. Disputes between members (in their capacity as members), and disputes between members and the Association, if they cannot be resolved internally within 14 days of the dispute arising, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

DISCIPLINING OF MEMBERS

14. (1) A complaint may be made by any member that some other member:
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or

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- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
 - (2) On receiving such a complaint, the management committee:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the management committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
 - (3) The management committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
 - (4) If the management committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the management committee for having taken that action and of the member's right of appeal under rule 15.
 - (5) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 12(4), whichever is the later.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 15. (1) A member may appeal to the Association in general meeting against a resolution of the management committee under rule 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the management committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.

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- (4) At a general meeting of the Association convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted; and
 - (b) the management committee and the members must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - (5) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3

THE MANAGEMENT COMMITTEE

POWERS OF THE MANAGEMENT COMMITTEE

16. (1) Subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting the management committee:
- (a) is to control and manage the affairs of the Association; and
 - (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of members; and
 - (c) has power to perform all such acts and do all such things as appear to the management committee to be necessary or desirable for the proper management of the affairs of the Association.

CONSTITUTION AND MEMBERSHIP

17. (1) Subject in the case of the first members of the management committee to section 21 of the Act, the management committee is to consist of:
- (a) the office-bearers of the Association; and
 - (b) 7 ordinary members, or such other number of ordinary members as may be determined by the management committee from time to time provided that such number of members shall not be less than 3 nor greater than 7,
- each of whom is to be elected at the annual general meeting of the Association under rule 18.
- (2) The office-bearers of the Association are to be:
- (a) the president;
 - (b) the past president or president elect, who shall undertake the duties of vice-president;
 - (c) the treasurer, and
 - (d) the secretary.
- (3) Each member of the management committee is, subject to these rules, to hold office until conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election.

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- (4) The President shall be elected for a two year term.
 - (5) At the AGM where the President takes office, the Past President shall continue to be an office-bearer by taking on the title of Past President and assuming the duties of Vice-President.
 - (6) At the AGM following that where the President takes office, the Past President shall stand down as an office-bearer and a President Elect shall be elected.
 - (7) The President Elect shall take on the title of President Elect and assume the duties of Vice-President.
 - (8) Where the President Elect is the current President, a Vice-President is to be elected.
 - (9) At the AGM following the election of the President Elect, that person shall assume the office of President.
 - (10) In the event of a casual vacancy occurring in the membership of the management committee, the management committee may appoint a member to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
18. (1) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the management committee:
- (a) must be made in writing, signed by 2 members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) must be delivered to the secretary at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the management committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
 - (3) If insufficient further nominations are received, any vacant positions remaining on the management committee are taken to be casual vacancies.
 - (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
 - (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
 - (6) The ballot for the election of office-bearers and ordinary members of the management committee is to be conducted at the annual general meeting in such usual and proper manner as the management committee may direct.

THE PRESIDENT

19. The President shall preside at all meetings of the membership and the management committee and shall perform all such other duties as usually pertain to the office of president or as directed by the management committee.

THE VICE-PRESIDENT

20. The Vice-President shall perform such duties as the President and/or the management committee may determine and, in absence of the President, the Vice-President shall conduct business and perform all the duties of the President.

SECRETARY

21. (1) The secretary must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to ensure that minutes are kept of:
- (a) all appointments of office-bearers and members of the management committee;
 - (b) the names of members of the management committee present at a management committee meeting or a general meeting; and
 - (c) all proceedings at management committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

TREASURER

22. It is the duty of the treasurer of the Association to ensure:
- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

PUBLIC OFFICER

23. (1) The management committee shall ensure that a person is appointed as Public Officer.
- (2) The Public Officer shall ensure that records of the business of the Association including the rules, register of members, minutes of all general and committee meetings and a file of correspondence are kept and shall be available for inspection by any member and shall be held in the custody of the Public Officer.

CASUAL VACANCIES

24. For the purposes of these rules, a casual vacancy in the office of an ordinary member occurs if the member:
- (a) dies; or
 - (b) ceases to be a member of the Association; or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
 - (d) resigns office by notice in writing given to the secretary; or
 - (e) is removed from office under rule 25; or
 - (f) becomes a mentally incapacitated person; or
 - (g) is absent without the consent of the management committee from all meetings of the management committee held during a period of 6 months.

REMOVAL OF MEMBER

25. (1) The Association in a general meeting may by resolution remove any member of the management committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the management committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members, the secretary or the President may send a copy of the representations to each member or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

MEETINGS AND QUORUM

26. (1) The management committee must meet at least 4 times in each period of 12 months at such place and time as the management committee may determine.
- (2) Additional meetings of the management committee may be convened by the President or by any 4 members of the management committee.
- (3) Oral or written notice of a meeting of the management committee must be given by the secretary to each member of the management committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the management committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is

to be transacted at the meeting, except business which the management committee members present at the meeting unanimously agree to treat as urgent business.

- (5) Any 5 members of the management committee constitute a quorum for the transaction of the business of a meeting of the management committee.
- (6) No business is to be transacted by the management committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the management committee:
 - (a) the President or, in the President's absence, the Vice-President is to preside; or
 - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the management committee as may be chosen by the members present at the meeting is to preside.

DELEGATION BY MANAGEMENT COMMITTEE TO SUB-COMMITTEE

27. (1) The management committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the management committee thinks fit) the exercise of such of the functions of the management committee as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the management committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the management committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the management committee.

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- (6) The management committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
 - (7) A sub-committee may meet and adjourn as it thinks proper.

VOTING AND DECISIONS

- 28. (1) Questions arising at a meeting of the management committee or of any sub-committee appointed by the management committee are to be determined by a majority of the votes of members of the management committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the management committee or of any sub-committee appointed by the management committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the chairperson may exercise a second or casting vote.
- (3) Subject to rule 26(5), the management committee may act despite any vacancy on the management committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the management committee or by a sub-committee appointed by the management committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the management committee or sub-committee.

PART 4

GENERAL MEETINGS

ANNUAL GENERAL MEETINGS HOLDING OF

29. (1) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (2) The Association must hold its first annual general meeting:
- (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 6 months after the expiration of the first financial year of the Association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under Section 26(3) of the Act.

ANNUAL GENERAL MEETINGS CALLING OF AND BUSINESS AT

30. (1) The annual general meeting of the Association is, subject to the Act and to rule 29, be convened on such date and at such place and time as the management committee think fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the management committee reports on the activities of the Association during the last preceding financial year;
 - (c) to elect office-bearers of the Association and ordinary members of the management committee;
 - (d) to receive and consider the statement which is required to be submitted to members under Section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS CALLING OF

31. (1) The management committee may, whenever it thinks fit, convene a special general meeting of the Association.

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- (2) The management committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.
 - (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
 - (4) If the management committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
 - (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the management committee and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

NOTICE

32. (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

PROCEDURE

33. (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved; and
- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

PRESIDING MEMBER

34. (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT

35. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING OF DECISIONS

36. (1) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
- and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

37. A resolution of the Association is a special resolution:
- (a) if it is passed by a majority of members which comprises at least three-quarters of such members as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
 - (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

VOTING

38. (1) On any question arising at a general meeting of the Association a member has one vote.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the Association unless the member is financial.

APPOINTMENT OF PROXIES

39. (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

PART 5

MISCELLANEOUS

INSURANCE

40. (1) The Association must effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the Association may effect and maintain other insurance.

FUNDS SOURCE

41. (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the management committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS MANAGEMENT

42. (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the management committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the management committee or employees of the Association, being members or employees authorised to do so by the management committee.

ALTERATION OF OBJECTS AND RULES

43. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

COMMON SEAL

44. (1) The common seal of the Association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the management committee and the affixing of the common seal must be attested by the signatures either of 2 members of the management committee or of 1 member of the management committee and of the public officer or secretary.

CUSTODY OF BOOKS

45. Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

INSPECTION OF BOOKS

46. The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

SERVICE OF NOTICES

47. (1) For the purpose of these rules, a notice may be served by or on behalf of the Association on any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

INDEMNITY

48. Each member of the management committee, whether or not then in office, any other officers or servants of the Association, shall be indemnified by the Association against all costs, losses, expenses and judgments which any member of the management committee or other officer or servant may incur or become liable by reason of any contract entered into or act or thing being done by such person as such member or other officer or servant or in any way, but only in the proper discharge of such person's duties to the Association, provided that the Association shall not be liable to indemnify any such member, officer or servant for negligence or misconduct in the performance of their duties and it shall be the duty of the management committee out of the funds of the Association to pay such moneys which become properly payable under this rule.

PART VI

ADDITIONAL RULES APPLICABLE TO CHARITIES

APPLICATION OF PART

49. This Part applies where the Association is registered under or is exempted from registration by or under the *Charitable Collections Act, 1934*.

PAYMENT OF OFFICE BEARERS AND MEMBERS

50. A member of the management committee shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the management committee except -
- (a) repayment of out-of-pocket expenses;
 - (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and
 - (c) reasonable and proper rent for premises let to the Association.

VACATION OF OFFICE

51. Without limiting the operation of rule 23, the office of a member of the management committee shall become vacant if -
- (a) the member holds an office of profit in the Association;
 - (b) the member is directly or indirectly interested in any contract or proposed contract with the Association.

SURPLUS PROPERTY

52. (1) At the first general meeting of the Association, the Association shall, notwithstanding any other rule, pass a special resolution nominating a charity registered under the *Charitable Collections Act, 1934*, or exempted from registration by or under that Act, in which is to vest its surplus property pursuant to Section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.
- (2) The charity so nominated shall be one which fulfils the requirements specified in Section 53(2)(a)-(c) of the Act.

NOTIFICATION OF PROPOSED ALTERATION OF RULES

53. A proposed alteration of the rules or of these statement of objects of the Association shall be notified to the Minister administering the *Charitable Collections Act, 1934*, in the manner required by the regulations under that Act.

COMPLIANCE WITH CHARITABLE COLLECTIONS ACT, 1934

54. The Association shall comply with such of the provisions of the *Charitable Collections Act, 1934*, and the regulations thereunder as are applicable to it.

APPENDIX 1

(Rule 3(1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

PALLIATIVE CARE NSW INCORPORATED
(incorporated under the *Associations Incorporation Act, 1984*)

I, [full name of applicant] of [address] [occupation] hereby apply to become a member of the abovenamed incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....
Signature of Applicant

.....
Date

I, [full name] a member of the Association, nominate the applicant, who is personally known to me, for membership of the Association.

.....
Signature of Proposer

.....
Date

I, [full name] a member of the Association, second the nomination of the applicant, who is personally known to me, for membership of the Association.

.....
Signature of Secunder

.....
Date

APPENDIX 2

(Rule 32(2))

FORM OF APPOINTMENT OF PROXY

I, [full name of applicant] of [address] being a member of Palliative Care NSW Incorporated hereby appoint [full name of proxy] of [address] being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the [date] and at any adjournment of that meeting.

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

*to be inserted if desired

.....
Signature of member appointing proxy

.....
Date

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