

1996—No. 299

**ROYAL SOCIETY FOR THE WELFARE OF MOTHERS AND
BABIES' INCORPORATION ACT 1919—BY-LAW**

(Royal Society for the Welfare of Mothers and Babies By-law 1996)

NEW SOUTH WALES



[Published in Gazette No. 81 of 5 July 1996]

His Excellency the Governor, with the advice of the Executive Council, and in pursuance of the Royal Society for the Welfare of Mothers and Babies' Incorporation Act 1919, and on the recommendation of the Council of the Royal Society for the Welfare of Mothers and Babies, has been pleased to make the By-Law set forth hereunder.

Andrew Refshauge
Deputy Premier and Minister for Health.

Citation

1. This By-law may be cited as the Royal Society for the Welfare of Mothers and Babies By-law 1996.

Commencement

2. This By-law commences on 5 July 1996.

Definition

3. In this By-law:

“**member**” means a member of the body corporate.

Persons entitled to be members

4. (1) The following persons are entitled to be elected as members by the Council:

- (a) any person who has given \$1,000 or more in the one sum to the body corporate (and if elected as a member, such a person is entitled to membership for life and be termed a life governor);

- (b) any person who has given \$100 or more in the one sum to the body corporate or who is nominated by a member of the Council due to services provided by the person (and if elected as a member, such a person is entitled to membership for life and be termed a life member);
- (c) any person who is nominated by a member of the Council to be a member for a specified period.

(2) The Council may from time to time admit, on payment of such affiliation fees as the Council may determine, any person (or body of persons) as an affiliated member.

Annual general meeting

5. (1) A general meeting of the body corporate (**the ordinary general meeting**) is to be held in the month of December in each year (or as soon as practicable after that month) and on such date and at such time and place as the Council determines.

(2) If the ordinary general meeting for a particular year is not held until after the month of December in that year, only those persons who were members for that year are entitled to attend and vote at the meeting.

Extraordinary general meetings

6. (1) The Council may hold an extraordinary general meeting of the body corporate.

(2) The Council may decide to do so whenever it thinks fit, but it must hold such a meeting if requested to do so in writing by any 6 or more members.

(3) Any such request must state the object of the meeting proposed to be held, and the request must be delivered to the general secretary.

(4) If the Council fails to hold an extraordinary general meeting within 14 days after the general secretary receives the request, the members who made the request may hold such a meeting in the manner provided by this By-law for the holding of ordinary general meetings.

(5) 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.

Notice of meetings

7. (1) The Council must give at least 7 days' notice to each member of an ordinary general meeting. Such notice may be given by way of an advertisement in a Sydney daily newspaper.

(2) In the case of an extraordinary general meeting, 7 days' notice of the meeting must be given to each member in writing, and the notice must specify the matter to be discussed.

Conduct of business and quorum

8. (1) The business of an ordinary general meeting of the body corporate is:

- (a) to receive the statement of income and expenditure, the balance sheet and the reports of the auditor of the body corporate and of the Council; and
- (b) to elect members of the Council and to appoint the auditor of the body corporate; and
- (c) to transact any other business specified in the notice of the meeting or brought under consideration by the report of the Council.

(2) Four members form a quorum for any general meeting of the body corporate.

Chairperson at meetings of body corporate

9. (1) The President of the Council is the Chairperson at any general meeting of the body corporate.

(2) In the absence of the President, the Vice-President is to preside.

(3) If the Vice-President is not available or willing to act within 10 minutes of the time appointed for the meeting, the members of the Council present may elect a person to preside at the meeting.

Voting

10. (1) Each member has one vote. In the case of an equality of votes, the Chairperson or the member presiding has a second or casting vote.

(2) Voting is to be by show of hands unless a ballot is demanded (before or on the declaration of the result of the show of hands) by any 2 members.

Constitution of the Council

11. (1) At each ordinary general meeting, the members are to elect a President, Vice-President, treasurer, and up to 8 other persons, who are to hold office as members of the Council until the end of the next ordinary general meeting.

(2) The persons elected, together with such other persons as may be appointed as officers of the Council, constitute the Council of the body corporate in which the management of the body corporate is vested.

Members of the Council

12. (1) A member of the Council is eligible for re-election without previous nomination. Any other candidate for election to the Council must be nominated in writing, and any such nomination must be signed by 2 members and lodged at the office of the body corporate at least 14 days before the next ordinary general meeting.

(2) If the members at an ordinary general meeting fail to elect the members of the Council as required by clause 11, the retiring members of the Council are taken to have been elected for a further period and are to hold office until the end of the next ordinary general meeting.

(3) Any casual vacancy in the membership of the Council may be filled by the Council, and any person chosen to fill the vacancy holds office until the next ordinary general meeting.

Powers of the Council

13. (1) The Council has the following powers:

- (a) to appoint such executive officers 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 officers, and to remove an executive officer from office for such reason as the Council thinks fit;
- (c) to authorise commitments in respect of expenses incurred in the management of the property or affairs of the body corporate;
- (d) to promote and to contribute to any enterprise which has for its object the making or doing of any works 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.

(2) The Council'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.

Meetings of the Council

14. (1) Meetings of the Council may be held at such times and places as the Council may determine.

(2) The President of the Council may call a meeting of the Council at any time. The general secretary must, at the request of the President or any 2 members of the Council, call a meeting of the Council.

(3) The President, or in the absence of the President, the Vice-President, is to preside at a meeting of the Council.

(4) If the Vice-President is not available or willing to act within 10 minutes of the time appointed for the meeting, the members of the Council present may elect a person to preside at the meeting.

(5) In the case of an equality of votes, the member of the Council presiding at a meeting of the Council has a second or casting vote.

(6) The Council may invite such other persons to attend a meeting of the Council as it thinks fit.

(7) Four members of the Council form a quorum for any meeting of the Council.

Minutes of meetings

15. (1) The minutes of each meeting of the Council are to be made available for inspection by any person at the office of the body corporate.

(2) However, nothing in subclause (1) requires the Council to make available for inspection any material that, in the Council's opinion, is confidential.

Committees

16. (1) The Council may appoint such committees as it thinks fit.

(2) Any member of a committee who is absent without leave of the committee for 3 consecutive meetings of the committee may have the member's seat on the committee declared vacant by the Council, and the Council may fill any such vacancy.

(3) The President of the Council is an ex-officio member of all committees of the Council.

(4) The Council may adopt, as it thinks fit, any report made by a committee.

(5) A decision of a committee does not bind or commit the Council or the body corporate in any way.

General secretary

17. (1) The general secretary is to be appointed, with or without any remuneration, by the Council.

(2) The general secretary:

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

Treasurer

18. The treasurer of the Council is to provide at each meeting of the Council:

- (a) a summary of the cash transactions made up to the last day of the month preceding the month in which the meeting is held; and
- (b) a statement of the funds of the body corporate as at the date of the meeting.

Accounts and audit

19. (1) The Council is to cause proper accounts to be kept in respect of:

- (a) all money received and spent by the body corporate; and
- (b) the assets and liabilities of the body corporate.

(2) The accounts are:

- (a) to be kept at the office of the body corporate or at such other place or places as the Council may think fit; and
- (b) to be open for the inspection of the members of the Council.

(3) As soon as practicable after the end of each financial year (being the year ending 30 June), the treasurer is to prepare a balance sheet of the accounts of the body corporate (including a statement of income and expenditure) for that financial year.

(4) The treasurer is to give a copy of the balance sheet to the auditor of the body corporate for auditing.

(5) The Council is to provide the auditor with such books, vouchers, documents and information relating to the accounts of the body corporate as the auditor may require.

(6) As soon as practicable after the auditing of the accounts, but at least 21 days before the next ordinary general meeting, the treasurer is to provide the Council with an audited copy of the balance sheet of the accounts of the body corporate for the financial year concerned.

(7) The Council is to present the audited balance sheet of accounts at the ordinary general meeting of the body corporate.

Appointment of auditor

20. (1) 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 ordinary general meeting held each year

(2) The person appointed as auditor of the body corporate holds office until the next ordinary general meeting is held, but is eligible for re-appointment.

(3) The person appointed as the auditor of the body Corporate is to be a registered company auditor within the meaning of the Corporations Law.

(4) Any vacancy occurring in the office of auditor of the body corporate is to be filled by the Council, and the person appointed holds office as auditor until the next ordinary general meeting.

Banking account

21. (1) An account in the name of the body corporate is to be kept at such bank as the Council may from time to time determine.

(2) Cheques are to be drawn, signed and endorsed in such manner and by such persons as the Council may from time to time direct.

Exclusion of personal liability

22. A matter or thing done by a member of the Council, or by an officer 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 Royal Society for the Welfare of Mothers and Babies' Incorporation Act 1919 or this By-law, subject the member, officer or employee personally to any action, liability, claim or demand.

NOTES**TABLE OF PROVISIONS**

1. Citation
 2. Commencement
 3. Definition
 4. Persons entitled to be members
 5. Annual general meeting
 6. Extraordinary general meetings
 7. Notice of meetings
 8. Conduct of business and quorum
 9. Chairperson at meetings of body corporate
 10. Voting
 11. Constitution of the Council
 12. Members of the Council
 13. Powers of the Council
 14. Meeting of the Council
 15. Minutes of meetings
 16. Committees
 17. General secretary
 18. Treasurer
 19. Accounts and audit
 20. Appointment of auditor
 21. Banking account
 22. Exclusion of personal liability
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EXPLANATORY NOTE

The object of this By-law is to make provision with respect to the members, meetings and procedure of the Royal Society for the Welfare of Mothers and Babies (as incorporated under the Royal Society for the Welfare of Mothers and Babies' Incorporation Act 1919) and with respect to the council of management of the body corporate.

This By-law is made under the Royal Society for the Welfare of Mothers and Babies' Incorporation Act 1919 (in particular section II) and relates to matters of a machinery nature.
