

## **Explanatory note**

The object of this By-law is to remake the *Royal Society for the Welfare of Mothers and Babies By-law 2001*. That By-law makes provision with respect to the members, meetings and procedure of the Royal Society for the Welfare of Mothers and Babies (incorporated under the *Royal Society for the Welfare of Mothers and Babies' Incorporation Act 1919*) and with respect to the council of management of that body.

This By-law is made under the *Royal Society for the Welfare of Mothers and Babies' Incorporation Act 1919* and, in particular, under section 11 (By-laws and rules).

## **Part 1 – Preliminary**

### **1 Name of By-law**

This By-law is the *Royal Society for the Welfare of Mothers and Babies By-law 2015*.

### **2 Commencement**

This By-law commences on ; "Qevqdt"42370

### **3 Definition**

In this By-law:

“**Body Corporate**” means the Royal Society for the Welfare of Mothers and Babies as incorporated by this Act.

“**By-laws and rules**” means the by-laws and rules of the body corporate.

“**Council**” means the council of management of the body corporate.

“**General Secretary**” means the Chief Executive Officer (CEO) for the time being, or any person appointed and for the time being acting in the capacity of general secretary, honorary or otherwise, of the body corporate.

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

### **4 Notes**

The explanatory note, table of contents and notes in the text of this By-law do not form part of this By-law.

## **Part 2 – Membership and meetings of body corporate**

### **5 Persons entitled to be members**

#### **a) Nomination for membership**

1. A nomination of a person for membership of the Council:
  - a) must be made by a member of the Council in writing in the form set out in Appendix 1 to this By-law, and
  - b) must be lodged with the general secretary of the Council.
2. As soon as practicable after receiving a nomination for membership, the general secretary must refer the nomination to the Council committee which is to determine whether to approve or to reject the nomination.
3. As soon as practicable after the committee makes that determination, the general secretary must: notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
4. The general secretary must enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a casual member of the Council until the end of the next ordinary general meeting.

#### **b) Cessation of membership**

1. A person ceases to be a member of the Council if the person:
  - a) dies, or
  - b) resigns membership, or
  - c) is expelled from the Council

#### **c) Membership entitlements not transferable**

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

#### **d) Resignation of membership**

1. A member of the Council may resign from membership of the body corporate by first

giving to the general secretary written notice of at least one month (or such other period as the 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.

2. If a member of the Council ceases to be a member under subclause (1) and in every other case where a member ceases to hold membership, the general secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **e) Register of members**

1. The general secretary (CEO) of the Council must establish and maintain a register of members of the Council specifying the name and postal, residential address and email address of each person who is a member of the Council together with the date on which the person became a member.
2. The register of members must be kept in New South Wales at the main premises of the Council.
3. 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.

#### **6 Annual general meeting**

1. A general meeting of the body corporate ("**the ordinary general meeting**") is to be held in the month of November in each year (or as soon as practicable after that month) 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 November in that year, only those persons who were members for that year are entitled to attend and vote at the meeting.

#### **7 Extraordinary general meetings**

1. The Council may hold an extraordinary general meeting of the body corporate.
2. The Council may 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.

## **8 Notice of meetings**

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 advertising on the Tresillian website and direct email invitations.
2. In the case of an extraordinary general meeting, 7 days' notice of the meeting must be given to each member in writing via post or email, and the notice must specify the matter to be discussed.

## **9 Business of ordinary general meeting**

The business of an ordinary general meeting of the body corporate is:

1. to receive the statement of income and expenditure, the statement of financial position and the reports of the auditor of the body corporate and of the Council;
2. to foster organisational commitment to continuous improvement by assigning clear responsibility to the general secretary for leading quality and safety and monitoring key aspects of organisational safety and quality performance;
3. to implement effective quality and safety programs to facilitate the achievement of key quality performance indicators by departments and units within the body corporate;
4. to elect members of the Council and to appoint the auditor of the body corporate; and
5. to transact any other business specified in the notice of the meeting or brought under consideration by the report of the Council.

## **10 Quorum for meetings**

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

## **11 Chairperson at meetings**

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 after the time appointed for the commencement of the meeting, the members of the Council present may elect another person present at the meeting to preside at the meeting.

## **12 Voting**

1. Each member has one vote. In the case of an equality of votes, the member presiding at the meeting 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.

## **Part 3 – Council of body corporate**

### **13 Constitution of Council**

1. The Council shall be constituted of the President, Vice-president, Treasurer and up to nine (9) other persons who shall be elected by the members at an ordinary general meeting and shall hold office as members of the Council until the end of the term prescribed in clauses 14(1) and 15(4).
2. The persons elected constitute the Council of the body corporate in which the governance of the body corporate is vested.

### **14 Members of Council**

1. A member of Council is elected for a term of five years. At the next ordinary general meeting after the expiration of the five year term a member is eligible for re-election for a further term of five years. At the expiration of this further term, a member is not eligible for re-election.
2. 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 ordinary general meeting at which the candidate is to stand for election.
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 end of the next ordinary general meeting at which time they become eligible for election in accordance with clause 14(1).

## 15 Powers of Council

1. The Council 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 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,
  - h. to appoint, in accordance with any by-laws of the body corporate made under section 63 (1) (d) of the *Health Services Act 1997*, visiting practitioners in connection with hospitals, health institutions and health services that are the body corporate's recognised establishments or recognised services.
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.
3. In this clause, "**health institution**", "**health service**", "**hospital**", "**recognised establishment**", "**recognised service**" and "**visiting practitioner**" have the same meanings as they have in the *Health Services Act 1997*.
4. To appoint Office Bearers:
  - a. The President is to be elected from the members of Council for a term of two years. At the next ordinary general meeting after the expiration of the two year term the President is eligible for re-election for a further term of two years. At the expiration of this further term the member is not eligible for re-election as President.

- b. The Vice-president is to be elected from the members of Council for a term of two years. At the next ordinary general meeting after the expiration of the two year term the Vice-President is eligible for re-election for a further term of two years. At the expiration of this further term the member is not eligible for re-election as Vice-President.
- c. The Treasurer is to be elected from the members of Council for a term of two years. At the next ordinary general meeting after the expiration of the two year term the Treasurer is eligible for re-election for a further term of two years. At the expiration of this further term the member is not eligible for re-election as Treasurer.

### **16 Meetings of Council**

1. Meetings of the Council may be held at such times and places as the Council may determine.
2. The President of Council may call a meeting of the Council at any time. The general secretary (CEO) 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. The President, or in the absence of the President, the Vice-President, is to preside at a meeting of the Council.
5. If the Vice-President is not available or willing to act within 10 minutes after the time appointed for the commencement of the meeting, the members of the Council present may elect a person to preside at the meeting.
6. 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.
7. The Council may invite such other persons to attend a meeting of the Council as it thinks fit.

### **17 Quorum for meetings of Council**

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

## **18 Minutes of meetings**

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 sub clause (1) requires the Council to make available for inspection any material that, in the Council's opinion, is confidential.

## **19 Committees**

1. The Council may appoint such committees as it thinks fit.
2. Participation from a location other than where the meeting is being held may be by telephone, video or other electronic medium as is appropriate to the circumstances or the business transacted.
3. A member of a Committee, Sub-Committee or Council participating from a remote location shall be regarded as being present at the meeting for the purposes of the calculation of a quorum or any other similar matter required under these by-laws.
4. 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.
5. The President of the Council is an ex-officio member of all committees of the Council.
6. The Council may adopt, as it thinks fit, any report made by a committee.
7. A decision of a committee does not bind or commit the Council or the body corporate in any way.

## **20 General secretary (CEO)**

1. The general secretary (CEO) is to be appointed by the Council and consented to by the NSW Health Secretary as per the Health Services Act 1997 – s. 66.
2. The general secretary (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, 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 executive staff and employees of the body corporate and of the business of the body corporate.

## **Part 4 – Finance of body corporate**

### **21 Treasurer**

The Treasurer of the Council is responsible for regularly reviewing the financials of the organisation with the Executive and for reporting on the financial statements to Council at each Council meeting. The general secretary (CEO) is responsible for providing the Treasurer with the organisational financials in a timely manner. In the absence of the Treasurer, a member of the finance committee or the general secretary (CEO) will present the monthly financial statements.

### **22 Accounts and audit**

1. The Council is to cause proper accounts to be kept in respect of the following:
  - a. all money received by the body corporate,
  - b. all money spent by the body corporate,
  - c. the assets and liabilities of the body corporate.
2. The accounts:
  - a. are 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. are to be open for inspection by the members of the Council.
3. As soon as practicable after the end of each financial year (being the year ending 30 June), the general secretary (CEO) is to prepare a statement of financial position of the body corporate (including a statement of income and expenditure) for that financial year.
4. The general secretary (CEO) is to give a copy of the statement of financial position to the auditor of the body corporate for auditing.
5. The Council 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.
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 statement of financial position of the body corporate for the financial year concerned.
7. The Council is to present the audited statement of financial position at the ordinary general

meeting of the body corporate.

### **23 Appointment and/or removal of auditor**

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 Act 2001* of the Commonwealth.
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.
5. The person appointed as auditor of the body corporate may be removed from this position by the members of the body corporate at the ordinary general meeting or earlier at an extraordinary general meeting.

### **24 Banking account**

1. An account in the name of the body corporate is to be kept at such authorised deposit-taking institution as the Council may from time to time determine.
2. 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 Council may from time to time direct.

## **Part 5 – Miscellaneous**

### **25 Exclusion of personal liability**

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

### **26 Saving**

Any act, matter or thing that had effect under the *Royal Society for the Welfare of Mothers and Babies By-law 2001* immediately before the repeal of that By-law is taken to have effect under this By-law.

## **Part 6 - Non-profit nature of the body corporate**

### **27 Non-profit**

The assets and income of the body corporate shall be applied solely to further its objects in accordance with the *Royal Society for the Welfare of Mothers and Babies' Incorporation Act 1919* and this By-law and no portion shall be distributed directly or indirectly to the members of the body corporate except as genuine compensation for services rendered or expenses incurred on behalf of the body corporate.

### **28 Winding up - 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 *Royal Society for the Welfare of Mothers and Babies' Incorporation Act 1919*, 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.

### **29 Winding up - where body corporate is not endorsed as a deductible gift recipient**

Subject to clause 28, on a winding-up of the body corporate, any surplus assets remaining after the payment of all debts and liabilities of the body corporate, unless prohibited under the *Royal Society for the Welfare of Mothers and Babies' Incorporation Act 1919*, 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.

**Appendix 1**

**APPLICATION FOR MEMBERSHIP OF COUNCIL**

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Royal Society for the Welfare of Mothers and Babies Council

(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 Council. In the event of my admission as a member, I agree to be bound by these By Laws for the time being in force.

.....

*Signature of applicant*

Date

I, .....

[Full name]

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

.....

*Signature of seconder*

Date