



New South Wales

# Royal Society for the Welfare of Mothers and Babies By-law 2001

under the

Royal Society for the Welfare of Mothers and Babies' Incorporation Act 1919

Her Excellency the Governor, with the advice of the Executive Council, and on the recommendation of the Council of the Royal Society for the Welfare of Mothers and Babies, has made the following By-law under the *Royal Society for the Welfare of Mothers and Babies' Incorporation Act 1919*.

CRAIG KNOWLES, M.P.,

Minister for Health

## Explanatory note

The object of this By-law is to remake, without substantial alteration, the *Royal Society for the Welfare of Mothers and Babies By-law 1996*. 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. That By-law will be repealed on 1 September 2001 under section 10 (2) of the *Subordinate Legislation Act 1989*.

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).

This By-law comprises matter set out in Schedule 3 to the *Subordinate Legislation Act 1989*—that is, matters of a machinery nature.

## **2001 No 652**

Royal Society for the Welfare of Mothers and Babies By-law 2001

### Contents

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## **Contents**

	Page
<b>Part 1      Preliminary</b>	
1 Name of By-law	4
2 Commencement	4
3 Definition	4
4 Notes	4
<b>Part 2      Membership and meetings of body corporate</b>	
5 Persons entitled to be members	5
6 Annual general meeting	5
7 Extraordinary general meetings	5
8 Notice of meetings	6
9 Business of ordinary general meeting	6
10 Quorum for meetings	6
11 Chairperson at meetings	6
12 Voting	7
<b>Part 3      Council of body corporate</b>	
13 Constitution of Council	8
14 Members of Council	8
15 Powers of Council	8
16 Meetings of Council	9
17 Quorum for meetings of Council	10
18 Minutes of meetings	10
19 Committees	10
20 General secretary	10
<b>Part 4      Finance of body corporate</b>	
21 Treasurer	12
22 Accounts and audit	12
23 Appointment of auditor	13
24 Banking account	13

**2001 No 652**

Royal Society for the Welfare of Mothers and Babies By-law 2001

Contents

---

	Page
<b>Part 5      Miscellaneous</b>	
25   Exclusion of personal liability	14
26   Saving	14

## 2001 No 652

Clause 1 Royal Society for the Welfare of Mothers and Babies By-law 2001

Part 1 Preliminary

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# Royal Society for the Welfare of Mothers and Babies By-law 2001

## Part 1 Preliminary

### 1 Name of By-law

This By-law is the *Royal Society for the Welfare of Mothers and Babies By-law 2001*.

### 2 Commencement

This By-law commences on 1 September 2001.

**Note.** This By-law replaces the *Royal Society for the Welfare of Mothers and Babies By-law 1996* which is repealed on 1 September 2001 under section 10 (2) of the *Subordinate Legislation Act 1989*.

### 3 Definition

In this By-law:

**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.

## 2001 No 652

Royal Society for the Welfare of Mothers and Babies By-law 2001

Clause 5

Membership and meetings of body corporate

Part 2

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## Part 2 Membership and meetings of body corporate

### 5 Persons entitled to be members

- (1) The following persons are entitled to be elected as members by the Council:
  - (a) any person who:
    - (i) has given \$2,000 or more in the one sum to the body corporate, or
    - (ii) is nominated by a member of the Council due to services provided by the person,
  - (b) 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.
- (3) A person referred to in subclause (1) (a) is, if elected as a member, entitled to membership for life and to be termed a *life member*.

### 6 Annual general meeting

- (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) 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.

### 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.

## **2001 No 652**

Clause 7 Royal Society for the Welfare of Mothers and Babies By-law 2001

Part 2 Membership and meetings of body corporate

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- (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 an advertisement in a Sydney newspaper that circulates at least 5 times per week.
- (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.

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

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

- (a) 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, 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.

### **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.

**2001 No 652**

Royal Society for the Welfare of Mothers and Babies By-law 2001

Clause 11

Membership and meetings of body corporate

Part 2

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- (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.

## 2001 No 652

Clause 13 Royal Society for the Welfare of Mothers and Babies By-law 2001

Part 3 Council of body corporate

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### Part 3 Council of body corporate

#### 13 Constitution of Council

- (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 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 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 ordinary general meeting at which the candidate is to stand for election.
- (2) If the members at an ordinary general meeting fail to elect the members of the Council as required by clause 13, 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 end of the next ordinary general meeting.

#### 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,

**2001 No 652**

Royal Society for the Welfare of Mothers and Babies By-law 2001

Clause 15

Council of body corporate

Part 3

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- (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*.

**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 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 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.
- (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.

## **2001 No 652**

Clause 17                    Royal Society for the Welfare of Mothers and Babies By-law 2001

Part 3                    Council of body corporate

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### **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 subclause (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) 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.

### **20 General secretary**

- (1) The general secretary is to be appointed (with or without 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

**2001 No 652**

Royal Society for the Welfare of Mothers and Babies By-law 2001

Clause 20

Council of body corporate

Part 3

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- (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.

## 2001 No 652

Clause 21 Royal Society for the Welfare of Mothers and Babies By-law 2001

Part 4 Finance of body corporate

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## Part 4 Finance of body corporate

### 21 Treasurer

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.

### 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 treasurer 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 treasurer 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 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.

**2001 No 652**

Royal Society for the Welfare of Mothers and Babies By-law 2001

Clause 22

Finance of body corporate

Part 4

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(7) The Council is to present the audited statement of financial position at the ordinary general meeting of the body corporate.

**23 Appointment 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.

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

## **2001 No 652**

Clause 25                    Royal Society for the Welfare of Mothers and Babies By-law 2001

Part 5                    Miscellaneous

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### **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 1996* immediately before the repeal of that By-law is taken to have effect under this By-law.

BY AUTHORITY