

NSW MIDWIVES ASSOCIATION INCORPORATED

CONSTITUTION

October 2005



NSWMA

New South Wales Midwives Association Inc.
A branch of the ACMI

SECTION 1 - PRELIMINARY

1 Table of provisions

1.1 Interpretation

a) In this constitution, unless a contrary intention is indicated:

"the Act"	means the Associations Incorporation Act (NSW) 1984
"the Regulation"	means the Associations Incorporation Regulations 1985
"Governance policies"	Governance policies means the policies developed by the Executive Committee for the management of the Association and its affairs.
"member"	means a member of the Association, however described
"ordinary committee member"	means a member of the Executive Committee who is not an office bearer of the Association, as referred to in clause 15.7
"midwife"	means a person authorised by the NSW Nurses and Midwives Registration Board to practice midwifery
"consumer"	means any woman, within childbearing age who is, or has been, a recipient of midwifery care "professional" means a person who has acquired knowledge specific to the profession by an approved means.
"management committee"	means the committee formed by the office bearers of the Association to oversee the day to day running of the Association
"executive committee"	means 14 or more persons elected from the membership to oversee management of the Association and its affairs
"College"	means the Australian College of Midwives Incorporated
"ICM"	means the International Confederation of Midwives
"Secretary"	means the person holding the office of Secretary of the NSW Midwives Association, or where no such person holds that office, the Public Officer of the Association
"Representative"	means any person appointed by the Association to represent it at meetings or in any other official capacity.
"sub branch"	means a group set up under the rules of the Association and representing members in a discrete area.
"financial year"	means the year ending on 30 June.

(b) in this constitution:

- i) a reference to a function includes a reference to a power, authority and duty; and
- ii) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty

1.2 Objects

The objects of the NSW Midwives Association Incorporated are to:

- a) represent the professional, educational and political interests of midwives and midwifery at all levels within the state.
- b) facilitate communication with and between members by all available means
- c) promote and facilitate maintenance of best practice in maternity care by promoting midwifery as an essential element of all maternity services.
- d) promote midwifery research and scholarship which supports midwifery education models and wide scope of practice
- e) uphold the International Confederation of Midwives (ICM) definition of the midwife's role and sphere of practice
- f) establish and maintain communication and collaboration with consumers and consumer organisations
- g) communicate to members and encourage compliance with the Australian College of Midwives (ACM) codes of ethics and practice, and competency standards for midwives

- h) maintain a close and continuing relationship with the Australian College of Midwives (ACMI) and through it, the international Confederation of Midwives (ICM).
- i) develop and maintain an harmonious and collegial relationship with nursing, medical and para medical organisations in fields related to midwifery
- j) facilitate the ongoing education of midwives in NSW by provision of a wide variety of educational opportunities.
- k) manage the Association and its affairs in accordance with the Governance policies.

SECTION 2 - MEMBERSHIP QUALIFICATIONS

- 2.1 Membership of the Association will consist of :
- a) Full members
 - b) Student members
 - c) Consumer members
 - d) Associate members
 - e) Corporate members
 - f) Life members
 - g) Honorary Life Members
 - h) Honorary members
 - i) Unwaged and non practicing members
 - j) Overseas members
- 2.2 A person is qualified to be a member of the Association 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 of the Association at any time after incorporation of the Association under the Act; or
 - b) the person has been approved for membership of the association in accordance with section 3

SECTION 3 - APPLICATION FOR MEMBERSHIP

- 3.1 Application of a person to be a member (however described) of the Association :
- a) Shall be made on the approved application form
 - b) Shall be accompanied by the appropriate fee as determined by the Executive Committee from time to time.
- 3.2 On payment of the fee referred to in clause 3.1 (b) the person's name will be entered onto the register of members (members' database).
- 3.3 Full Member
- a) A person is qualified for full membership if s/he is authorised to practice midwifery by an approved registering body within Australia.
 - b) A full member may vote at any General Meeting of the Association or the College.
 - c) A full member may be elected to represent the Association on the Executive Committee of the College
 - d) A Capitation Fee is payable by the Association to the College for each full member.
- 3.4 Student Member
- a) A person is qualified for student membership if s/he is currently undertaking an approved course leading to authority to practice midwifery.
 - b) A student member may vote at any General Meeting of the Association or the College.
 - c) A student member may be elected to the Executive Committee of the Association.
 - d) A student member may be appointed to represent students on the Executive Committee of the College.
 - e) A Capitation Fee is payable by the Association to the College for each student member.
- 3.5 Consumer Member
- a) A person is qualified for consumer membership if she is a woman who is or has been a recipient of midwifery care, and is not a midwife.
 - b) A consumer member may vote at any General Meeting of the Association or the College.

- c) A consumer member may be elected to the Executive Committee of the Association.
 - d) A consumer member may be elected to represent the Association on the Executive Committee of the College.
 - e) A Capitation Fee is payable by the Association to the College for each consumer member.
- 3.6 Associate Member
- a) Any person who is not a midwife but is interested in the provision of maternity services is qualified for associate membership of the Association.
 - b) An associate member may not vote at General Meetings of the Association.
 - c) No Capitation Fee is payable.
- 3.7 Corporate Member
- a) An organisation is qualified for corporate membership if its corporate values and image are congruent with the values of the Association.
 - b) A corporate member may not vote at General Meetings of the Association.
 - c) No Capitation Fee is payable.
- 3.8 Life Member
- A person is qualified for life membership if the person:
- a) is qualified to be a member of the Association in accordance with clause 3.3.
 - b) is a recently retired person who, prior to retirement was qualified in accordance with clause 3.3.
 - c) has been determined as being deserving of life membership of the Association by the Executive Committee; and presented to the membership at large at a General Meeting.
 - d) life membership will only be conferred by the Association on members whose service to the Association has been long, outstanding and predominantly within NSW.
- 3.8.1 Honorary Life Member
- An Honorary Life Member of the Association is not required to pay any fee to the Association and is not entitled to vote at any meeting of the Association
- 3.9 Honorary Member
- a) Honorary membership may be conferred by the Association on individuals (non-midwives) who have been of significant assistance to midwives and the midwifery profession in NSW.
 - b) An honorary member may not vote at General Meetings of the Association
 - c) No Capitation Fee is payable.
- 3.10 Unwaged and Non Practicing Member
- a) A midwife who is currently unwaged or non practicing is eligible membership in this category.
 - b) An unwaged or non practicing member may not vote at General Meetings of the Association.
 - c) No Capitation Fee is payable.
- 3.11 Overseas Member
- a) A midwife who is currently residing outside Australia who is interested in the provision of maternity services within Australia is eligible for membership in this category.
 - b) An Overseas member may not vote at General Meetings of the Association
 - c) No Capitation Fee is payable.

SECTION 4 - CESSATION OF MEMBERSHIP

A person ceases to be a member of the Association if the person :

- a) resigns that membership
- b) dies
- c) is expelled from the Association following conduct leading to withdrawal of authorisation to practice as a midwife
- d) fails to pay the required fees, as determined by the Executive Committee, within two (2) months of the due date
- e) becomes insolvent under administration within the meaning of the Act.

SECTION 5 - MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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 upon cessation of the person's membership

SECTION 6 - RESIGNATION OF MEMBERSHIP

- 6.1 A member of the Association is not entitled to resign from membership except in accordance with this article.
- 6.2 A member who has paid all amounts payable to the Association may resign from membership by giving notice of not less than one (1) month (unless otherwise determined by the Executive Committee) in writing to the Secretary.
- 6.3 Where a person resigns from membership the Secretary or their delegate shall make an appropriate entry in the register of members regarding the date on which membership ceased.

SECTION 7 - REGISTER OF MEMBERS

- 7.1 The Public Officer of the Association shall cause to be established and maintained a register / database of members of the Association, specifying the name, address and date of membership.
- 7.2 The register / database shall be kept at the principal place of administration of the Association.
- 7.3 Access to the register / database will be at the discretion of the Executive committee.

SECTION 8 - FEES AND SUBSCRIPTIONS

- 8.1 A member of the Association shall, on admission to membership, pay a joining fee as determined by the Executive Committee.
- 8.2 A member of the Association shall pay an annual membership fee (renewal) as determined by the Executive Committee.
- 8.3 Life Member
 - 8.3.1 A member may choose to pay a life membership fee, as determined by the Executive Committee or may continue to pay annual fees.
 - 8.3.2 An Honorary Life Member is not required to pay any fee to the Association.
- 8.4 An Honorary Member of the Association is not required to pay any fee to the Association .
- 8.5 A Capitation Fee, as determined from time to time by the Executive Committee of the College, shall be paid annually by the Association to the College for each member of the Association who is eligible to vote at Association meetings.

SECTION 9 - MEMBERS LIABILITIES

The liability of a member to contribute toward 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

SECTION 10 - DISCIPLINING OF MEMBERS

- 10.1 Where a member of the Association:
 - a) is guilty of conduct leading to withdrawal of authority to practice as a midwife;
 - b) is convicted of a felony, misdemeanor or crime or offence in any state of Australia;
 - c) has persistently and willfully acted in a manner prejudicial to the interests of midwifery in general and the Association in particular; the Executive Committee may, by resolution:
 - a) expel the member from the Association;
 - b) suspend the member from membership for a specified period.
- 10.2 A resolution of the Executive Committee under clause 10.1 is of no effect unless the Executive Committee at a meeting held not earlier than fourteen (14) days and not later than twenty eight

(28) days after service on the member of a notice under clause 10.3 confirms the resolution in accordance with this article.

- 10.3 Where the Executive Committee passes a resolution under clause 10.1 the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- a) setting out the resolution of the Executive Committee and the grounds on which it is based;
 - b) stating that the member may appeal to the Executive Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice;
 - c) stating the date, place and time of that meeting; and
 - d) informing the member that the member may do either or both of the following:
 - i) attend and speak at the meeting, with representation / support
 - ii) submit to the Executive Committee at or prior to the date of the meeting, written representations relating to the resolution.
- 10.4 At a meeting of the Executive Committee as referred to in clause 10.3 the committee shall:
- a) give the member an opportunity to make a verbal appeal;
 - b) give due consideration to any written appeal submitted to the Executive Committee by the member at or prior to the meeting; and
 - c) by resolution determine whether to confirm or to revoke the resolution.
- 10.5 Where the Executive Committee confirms a resolution under clause 10.4, the secretary shall, within seven (7) days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under section 11.

SECTION 11- RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 11.1 A member may appeal to the Association in General Meeting against a resolution of the Executive Committee which is confirmed under clause 10.5 within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 11.2 Upon receipt of a notice under clause 11.1, the secretary must notify the Executive Committee which will convene an Extraordinary General Meeting of the Association to be held within twenty-one (21) days after the date on which the secretary received the notice, or as soon as possible after that date.
- 11.3 At an Extraordinary General Meeting of the Association convened under clause 11.2:
- a) no business other than the question of the appeal is to be transacted;
 - b) the Executive Committee and the member are to be given the opportunity to make representations in relation to the appeal verbally or in writing, or both; and
 - c) the members present will vote by secret ballot on the question of whether the resolution made under clause 10.5 should be confirmed or revoked.
- 11.4 If the Extraordinary General Meeting passes a special resolution in favour of the confirmation of the resolution made under clause 10.5, that resolution is confirmed.

SECTION 12 - POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee, subject to the Act; the Regulations; this constitution and any resolution passed by the Association in General Meeting and the objectives of the Association:

- a) shall control and manage the affairs of the Association;
- b) may exercise all such functions as may be exercised by the Association other than those functions that are required by this constitution to be exercised by the members in General Meeting;
- c) has the power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association;
- d) has the power to develop, repeal or alter from time to time governance policies provided that such repeal or alteration is consistent with the provision of this constitution.

SECTION 13 - CONSTITUTION AND MEMBERSHIP

- 13.1 The Executive Committee shall consist of at least fourteen (14) members of the Association, including one (1) consumer, all of whom shall be elected by the members at an Annual General Meeting of the Association in accordance with section 14, and one (1) student midwife who shall be appointed by the Executive Committee.
- 13.2 All members of the Executive Committee must be financial members of the Association and may not be an employee, or have any contractual relationship with the Association.
- 13.3 The Office Bearers of the Association shall be:
- a) the President
 - b) the Vice President
 - c) the Treasurer
 - d) the Secretary
 - e) the National Delegate(s)
 - f) the Public Officer
- each of whom shall be elected by and from the duly elected members of the Executive Committee at the first duly convened meeting of the Executive Committee held after the Annual General Meeting at which that committee was elected.
- 13.4 The number of members of the Executive Committee may be varied from time to time by a resolution passed at a General Meeting of the Association.
- 13.5 Each member of the Committee shall, subject to these articles, hold office until the conclusion of the second Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 13.6 In the event of a Casual Vacancy occurring in the membership of the Executive Committee the committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Articles, until the conclusion of the next Annual General Meeting at which elections are held.
- 13.7 In the event of a Casual Vacancy occurring amongst the Office Bearers of the Association, the Executive Committee may elect a replacement from among their number to fill the vacancy in office caused by the Casual Vacancy. The Office Bearer so appointed shall hold office, subject to these Articles until the conclusion of the next Annual General Meeting at which elections are held.

SECTION 14 - CASUAL VACANCIES

For the purpose of these articles, a casual vacancy in the office of a member of the Executive Committee occurs if the member:

- a) ceases to be a member of the Association
- b) becomes insolvent under administration within the meaning of the Act
- c) resigns office, by notice in writing given to the Secretary
- d) is removed from office under section 19
- e) becomes of unsound mind, or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health
- f) is absent without the consent of the Executive Committee from three (3) consecutive meetings of the committee.
- g) dies

SECTION 15 - FUNCTIONS OF THE OFFICE BEARERS

15.1 The President

The President of the Association shall:

- a) preside at all meetings of the Association that s/he attends and preserve order
- b) conduct meetings and business of the Association according to accepted meeting procedure
- c) in conjunction with the Secretary, review attendance at Executive Committee meetings and summon members of the Executive Committee and other representatives as necessary

- d) prepare a written Annual Report on the affairs and activities of the Association for distribution to members at the Annual General Meeting, and send a copy of the report to the Australian College of Midwives
- e) report regularly to the members on activities undertaken on behalf of the Association
- f) sign or countersign all documents for which the President's signature is required

15.2 The Vice President

The Vice President of the Association shall:

- a) carry out the role and function of the President in her / his absence
- b) represent the Association when required
- c) support the other Office Bearers as required

15.3 The Treasurer

The Treasurer of the Association shall:

- a) be responsible for the development of the Association's fiscal policy
- b) convene the Financial Management Committee

15.4 The Secretary

The Secretary of the Association shall:

- a) issue notices of meetings
- b) circulate, or cause to be circulated minutes and agendas for meetings one (1) week prior to the date of the meeting
- c) ensure that minutes of the business conducted at all Executive Committee, Management Committee and General meetings of the Association are kept
- d) receive and conduct the Association correspondence in concert with the President / Management Committee
- e) maintain past records and business of the Association
- f) sign or countersign all documents for which the secretary's signature is required

15.5 The National Delegate(s)

The National Delegate(s) shall:

- a) represent the Association at meetings of the Executive Committee of the Australian College of Midwives
- b) be bound by decision of the Executive Committee and of the Association in General Meeting and shall vote on matters raised at meetings of the Australian College of Midwives in such a manner as shall reflect the decision and policies of the Association; or
- b) vote as directed by the Association in specific circumstances
- d) function as members of the Executive Committee of the Australian College of Midwives
- e) provide written reports to the Association Executive Committee regarding College meetings and activities

15.6 The Public Officer

The Public Officer of the Association shall:

- a) be responsible for lodging copies of the minutes of the Annual General Meeting and Annual Report of the Association with the Australian College of Midwives
- b) be responsible for lodging copies of the minutes of the Annual General Meeting with the Department of Fair Trading, within six(6) weeks of that meeting
- c) be responsible for lodging copies of the annual Financial Statement and Insurance Document with the Department of Fair Trading, within six (6) weeks of the Annual General Meeting
- d) be responsible for informing the Executive Committee of any changes to Laws, Acts and Regulations which pertain to the management of the Association and to these articles

15.7 Ordinary Committee Members

Ordinary Members of the Executive Committee of the Association shall:

- a) contribute to the conduct of all affairs of the Association
- b) assist the Office Bearers of the Association in the performance of their duties

- c) seek to participate in at least one Sub-Committee of the Association

SECTION 16 - ELECTION OF EXECUTIVE COMMITTEE MEMBERS

- 16.1 At least three (3) months prior to the date fixed for the Annual General Meeting at which the election is to take place the secretary shall send notice to all members inviting nominations for candidates under clause 16.2.
- 16.2 Nominations of candidate/s for election to membership of the Executive committee of the Association shall:
- a) be made in writing on the designated form, signed by two members of the Association and accompanied by the written consent of the candidate;
 - b) be delivered to the Secretary of the Association not less than two (2) months before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 16.3 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received from the members present at the Annual General Meeting at which the election is to take place.
- 16.4 If insufficient further nominations are received, any vacant positions remaining on the Executive Committee shall be deemed to be Casual vacancies under clause 13.6.
- 16.5 If the number of nominations is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 16.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 16.7 The ballot for the election of members of the Executive Committee of the Association shall be conducted at every second Annual General Meeting.
- 16.8 Those members present and voting will record their preference by secret ballot.
- 16.9 Independent tellers will be appointed, and they will:
- a) distribute and collect ballot papers
 - b) tally all votes including proxy and absentee votes, however received
 - c) inform the meeting of the outcome of the ballot
- 16.10 No person shall be entitled to vote at any General Meeting of the Association on any matter arising therein unless that person is at the time of the General Meeting a fully paid up member of the Association.

SECTION 17 - ABSENTEE VOTES

Notwithstanding any other provision of these articles, a member entitled to vote at any General Meeting at which the election of a member or members of the Executive Committee is to take place, shall be entitled to exercise that vote by notifying the Executive Committee, in writing, not less than seven (7) days before the Annual General Meeting at which the election is to take place, of the candidate or candidates for whom s/he wishes to vote, and the committee shall ensure that any such votes shall be counted in the ballot.

SECTION 18 - PROXY VOTING

- 18.1 Notwithstanding any other provision of these articles, any member entitled to vote at a General Meeting of the Association shall be entitled to exercise their vote by proxy appointed in accordance with clauses 18.2 and 18.3.
- 18.2 Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.

- 18.3 The notice appointing the proxy shall be given on the form available on request from the Association's offices.
- 18.4 A member or proxy is not entitled to vote at any General Meeting of the Association unless all monies then due and payable by the member or proxy to the Association have been paid.

SECTION 19 - REMOVAL OF AN EXECUTIVE COMMITTEE MEMBER

- 19.1 The Executive Committee may by resolution of 75% of the members of the Executive Committee or by resolution of 75% of the membership present and voting at a General Meeting of the Association, remove any member of the Executive Committee before the expiration of that member's term of office if the member has in the opinion of those voting on the resolution:
- a) persistently and willfully acted in a manner prejudicial to the interests of the Association; or
 - b) persistently refused or neglected to comply with a provision of these articles.
- 19.2 A resolution as set out in clause 19.1 is of no effect unless the resolution is confirmed as detailed in clause 10.2.
- 19.3 Where the Executive Committee or the membership at large passes a resolution under clause 19.1 the Secretary or President shall as soon as practicable cause notice in writing to be served on the member in accordance with clauses 11.1, 11.2 and 11.3 of these articles.
- 19.4 here an Executive Committee member to whom a proposed resolution referred to in clause 19.1 makes an appeal in writing to the Secretary or President and requests that the appeal be notified to the members of the Association, the Secretary or president must:
- a) send a copy of the appeal to each member of the Association, or if the information is not sent
 - b) read the appeal out at the Special General Meeting at which the resolution is considered.
- 19.5 If the Special General Meeting passes a special resolution in favour of confirmation of the resolution made under clause 19.1, that resolution is confirmed.

SECTION 20 - EXECUTIVE COMMITTEE MEETINGS AND QUORUM

- 20.1 The Executive Committee shall meet monthly at such time and place, and in such manner as the Executive Committee determines.
- 20.2 Additional meetings of the Executive Committee may be convened by a number of members equaling a quorum under clause 20.5.
- 20.3 Notice of Meeting
Verbal or written (including facsimile or electronic mail) notice of a meeting of the Executive Committee is to be given by the Secretary to each member of the Executive Committee at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the members of the Executive Committee) before the time appointed for the holding of the meeting.
- 20.4 Notice of meeting given under clause 20.3 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 majority of the Executive Committee members present at the meeting agree to treat as business which should be discussed.
- 20.5 Quorum
Any seven (7) members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- 20.6 No business is to be transacted by the Executive Committee unless a quorum is present, and if within thirty (30) minutes after the appointed time for the meeting a quorum is not present, the meeting stands adjourned to the same day, place and time in the following week (unless another day, place and time is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members before the day to which the meeting is adjourned).

20.7 If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting, the meeting is dissolved.

20.8 At meetings of the Executive Committee:

- a) the President, or in the absence of the President, the Vice-President shall preside, or
- b) if the President and Vice-President are absent, one (1) of the remaining members of the Executive Committee may be chosen by the members present to preside.

20.9 Observers

Any member of the Association:

- a) may attend meetings of the Executive Committee in an observer capacity;
- b) may speak with the assent of the person presiding;
- c) may not vote

SECTION 21 - CONFLICT OF INTEREST

21.1 Any member of the Executive Committee who has a material interest in any contract or arrangement made, or proposed to be made with the Association must disclose their interest:

- a) at the meeting of the Executive Committee at which the contract or arrangement is first taken into consideration (if their interest then exists) or;
- b) at the first meeting after the acquisition of their interest.

21.2 No member of the Executive Committee with a declared interest in a vote in respect of any such contract or arrangement.

21.3 All declarations of interest under section 21 are to be recorded in the minutes of the Executive Committee meeting at which they occur.

SECTION 22 - DELEGATION BY EXECUTIVE COMMITTEE TO SUB-COMMITTEES

22.1 The Executive Committee may, by instrument in writing, delegate one (1) or more sub-committees (consisting of such member or members of the Association as the Executive Committee thinks fit) the exercise of such functions of the Executive Committee as are specified in the instrument, other than:

- a) this power of delegation; and
- b) a function which is a function imposed on the Executive Committee by the Act, by any other law of the State, or by resolution of the Association in General Meeting.

22.2 A function, the exercise of which has been delegated to a committee under this article, may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.

22.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as time or circumstances, as may be specified in the instrument of delegation.

22.4 Notwithstanding any delegation under this rule, the Executive Committee may continue to exercise any function delegated.

22.5 Any act or thing done or suffered by a committee acting in the exercise of a delegation under this article has the same force and effect as it would had it been done or suffered by the Executive Committee.

22.6 The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this article.

22.7 The Terms of Reference of the sub-committee, as accepted by the Executive Committee shall be deemed to be the instrument of delegation. 19.

- 22.8 A sub-committee is required to:
- a) record minutes of all meetings held.
 - b) lodge a copy of all minutes of meetings in the offices of the Association.
- 22.9 A sub-committee is required to elect / designate a member to report on sub-committee activities to the Executive Committee at regular intervals.
- 22.10 A sub-committee may make recommendations to the Executive Committee regarding particular activities or expenditure, which require Executive Committee assent.
- 22.11 All official correspondence disseminated by a sub-committee of the Association or its members must be in accordance with Clause 46.1 unless otherwise determined by the Executive Committee
- 22.12 All sub-committee members must be members of the Association however a sub-committee may from time to time request the attendance of non-members at sub-committee meetings, and those persons are entitled to speak, but not vote, at those sub-committee meetings.

SECTION 23 - VOTING AND DECISIONS

- 23.1 The Executive Committee and sub-committees will strive to achieve decision making by consensus.
- 23.2 Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee at which Consensus cannot be reached shall be determined by a majority of the votes of members of the Executive Committee or sub-committee present at the meeting.
- 23.3 Each member of the Executive Committee or sub-committee is entitled to one (1) vote but, in the event of an equality of votes the person presiding may have a casting vote.
- 23.4 Subject to section 20, the Executive Committee may act notwithstanding any vacancy on the Executive Committee.
- 23.5 Any act or thing done or suffered by the Executive Committee or by a sub-committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or sub-committee.

SECTION 24 - ANNUAL GENERAL MEETINGS - HOLDING OF

- 24.1 The Association shall, at least once in each calendar year, and within the period of six (6) months after the expiration of each financial year of the Association, convene an Annual General Meeting of its' members.
- 24.2 Clause 24.1 has effect subject to the powers of the Registrar of Incorporated Associations under Section 26 (3) of the Act in relation to extensions of time.

SECTION 25 - ANNUAL GENERAL MEETINGS - CALLING OF BUSINESS AT

- 25.1 Subject to the provisions of the Act the Annual General Meeting of the Association shall be convened on such date and at such place and time as the Executive Committee thinks fit and should precede the Biennial General Meeting of the College.
- 25.2 In addition to any other business provided on notice which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is:
- a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - b) to formally receive from the Executive Committee reports on the activities of the Association during the last preceding financial year
 - c) ratify the appointment of the Association's auditor.
- 25.3 An Annual General Meeting must be specified as such in the notice convening it in accordance with section 27.
- 25.4 An Annual General Meeting must be conducted in accordance with the provisions of this section.

SECTION 26 - SPECIAL GENERAL MEETINGS - CALLING OF

- 26.1 The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 26.2 The Executive Committee shall, on the requisition in writing of not less than five (5) percent of the total number of members, convene a Special General Meeting of the Association.
- 26.3 A requisition from members seeking a Special General Meeting:
- must state the purpose or purposes of the meeting;
 - must be signed by the members making the requisition;
 - must be lodged with the Secretary;
 - may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 26.4 If the Executive Committee fails to convene a Special General Meeting within one (1) month after the 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 one (1) month after that date.
- 26.5 A Special General Meeting convened by a member or members as referred to in clause 26.4 shall be convened as early as is practicable in the same manner as General Meetings are convened by the Executive Committee and any member who thereby incurs expense is entitled to be reimbursed for any expense so incurred.

SECTION 27 - NOTICE

- 27.1 Except where 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 fourteen (14) days before the date fixed for the holding of the meeting, cause to be sent by pre paid post to each member at the member's address appearing in the register of members notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting, together with a proxy voting form.
- 27.2 Where the nature of the business to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least one (1) month before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner specified in clause 27.1 specifying, in addition to the matter required under clause 27.1, the intention to propose the resolution as a special resolution.
- 27.3 At least three (3) months before the date fixed for the holding of an Annual General Meeting the Secretary must cause to be sent by pre paid post to each member at the member's address a notice:
- specifying the date, place and time of the meeting;
 - specifying the nature of the business proposed to be transacted at that meeting;
 - inviting nominations for candidates under clause 16.1
- 27.4 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 pursuant to clause 25.2.
- 27.5 A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that notice from the member.

SECTION 28 - GENERAL MEETINGS - PROCEDURE AND QUORUM

- 28.1 No item of business is to be transacted at a General Meeting (Annual or Special) unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

- 28.2 A number of members equaling five(5) percent of the total membership entitled to vote at a General Meeting constitutes a quorum for the transaction of business at a General Meeting.
- 28.3 If within thirty (30) minutes after the appointed time from the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of the members is dissolved, and in any other case, stands adjourned to the same day and time in the following week (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.
- 28.4 If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the members present, being not less than ten (10), constitute a quorum.

SECTION 29 - PRESIDING MEMBER

- 29.1 The President, or in the President's absence, the Vice-President, shall preside as chairperson at each General Meeting of the Association.
- 29.2 If the President and the Vice-President are absent from a General Meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

SECTION 30 - ADJOURNMENT

- 30.1 The person presiding at 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.
- 30.2 Where a General Meeting is adjourned for fourteen (14) days or more, the Secretary must give written or verbal notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.3 Except as provided in clauses 30.1 and 30.2, 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.

SECTION 31 - MAKING OF DECISIONS

- 31.1 A question arising at a General Meeting of the Association is to be determined on a show of hands and, unless a poll is demanded, a declaration by the person presiding 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 favor of or against that resolution.
- 31.2 At a General Meeting of the Association, a poll may be demanded by the person presiding or by not less than ten (10) members present in person or by proxy at the meeting.
- 31.3 Where the 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 person presiding at the meeting or to the question of an adjournment; or
 - b) in any case, in such manner and at such time before the close of the meeting as the person presiding directs and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter

SECTION 32 - VOTING

- 32.1 Subject to clause 32.3, upon any question arising at a General Meeting of the Association a member has one (1) vote only.
- 32.2 All votes must be given in person, by proxy or by post on the appropriate form.

32.3 A member or proxy is not entitled to vote at any General Meeting of the Association unless all money then due and payable by the member and proxy to the Association has been paid.

32.4 In the case of an equality of votes on a question at a General Meeting, the person presiding is entitled to exercise a second or casting vote.

SECTION 33 - APPOINTMENT OF PROXIES

33.1 Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.

33.2 The notice appointing the proxy shall be given on the appropriate form.

33.3 Notwithstanding any other provision of these articles, any member entitled to vote at a General Meeting of the Association or of the Executive Committee (as the case may be) shall be entitled to exercise their vote by proxy appointed in accordance with clauses 33.1 and 33.2.

SECTION 34 - SUB BRANCHES

34.1 Regional Sub-branches shall be formed in accordance with the Constitution of the NSW Midwives Association Incorporated.

34.2 Sub-branches shall be autonomous in matters relating to the affairs of the Sub-branch but shall be subject to the control and direction of the Executive Committee in matters affecting more than one Sub-branch or the interests of the Association as a whole.

34.3 Membership

All Sub-branch members must be financial members of the Association.

34.4 Each Sub-branch must:

- a) keep a register of members, a copy of which shall be sent to the Secretary of the Association at the completion of each Financial year together with a copy of the financial statement
- b) hold regular meetings and submit a copy of the minutes of each meeting to the Executive Committee of the Association

34.5 Funds

34.5.1 Sub-branches may charge a fee for membership of the Sub-branch (in addition to that charged by the Association).

34.5.2 Funds raised by the Sub-branch remain the property of the Sub-branch unless raised in the name of the NSW Midwives Association Inc.

34.5.3 In the event of dissolution of the Sub-branch all monies shall be transferred to the NSW Midwives Association to be held in trust against reformation of the Sub-branch at a later date. 34.5.4 All debts incurred by the Sub-branch remain the business of the Sub-branch and may not be passed on to the Association.

34.6 Nomenclature

The name of the sub-branch must reflect its status as a sub-branch of the NSW Midwives Association inc.

SECTION 35 - INSURANCE

35.1 The Association shall effect and maintain insurance pursuant to section 44 of the Act.

35.2 In addition to insurance required under clause 35.1, the Association must effect and maintain other insurance sufficient to protect Association staff, property and equipment.

SECTION 36 - FUNDS

36.1 Source

The funds of the Association shall be derived from fees and annual subscriptions of members, donations, investments and, subject to any resolution passed by the Association in General Meeting, such other sources as the Executive Committee determines.

36.2 All money received by the Association is to be deposited as soon as practicable and without deduction to the Associations bank account.

36.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

36.4 Management

Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Executive Committee determines.

36.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are to be signed by any two (2) members of the Executive Committee or employees of the Association, being members of the Executive Committee or employees authorised to do so by the Executive Committee.

36.6 Financial statements shall be prepared monthly by the Treasurer for presentation to the Executive Committee.

36.7 An annual Capitation Fee, as determined by the College shall be paid by the Association to the College for each member as set out in section 3.

SECTION 37 - ALTERATION OF OBJECTS AND RULES

The statement of objects and these articles may be altered, rescinded or added to only by a special resolution of the Association, and in accordance with the Act.

SECTION 38 - COMMON SEAL

38.1 The Common Seal of the Association shall be kept in the custody of the Public Officer.

38.2 The Common Seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the Common Seal shall be attested by the signatures either of two (2) members of the Executive Committee, or one (1) member of the Executive Committee and the Public Officer or the Secretary.

SECTION 39 - CUSTODY OF BOOKS

Subject to the Act, the Regulations and these Articles, the Public Officer must keep in his or her control all records, books and other documents relating to the Association.

SECTION 40 - INSPECTION OF BOOKS

The financial records, books and other documents of the Association shall be open for inspection, free of charge, by a member of the Association at any reasonable hour, subject to the condition that all members agree to maintain the confidentiality of such information.

SECTION 41 - SERVICE OF NOTICES

41.1 For the purpose of this constitution, a notice may be served by or on behalf of the Association upon any member at the member's address shown in the register of members.

41.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person an envelope containing the document, the document is, unless the contrary is proven, deemed for the purposes of these Articles to have been served on the person at the time at which the envelope would have been delivered in the ordinary course of post.

SECTION 42 - SURPLUS PROPERTY

42.1 At the first General Meeting after the adoption of these Articles, the Association shall pass a special resolution nominating:

- a) another incorporated association in which to vest its surplus property pursuant to Section 53(2) of the Act in the event of the dissolution or winding up of the Association, or of the cancellation of the incorporation of the Association.

42.2 The association so nominated must fulfil the requirements specified in Section 53(2) (a) - (c) of the Act.

SECTION 43 - AUDITOR

43.1 An auditor must be appointed at the Annual General Meeting each year and at other times as provided in this constitution, or when directed by the Executive Committee

43.2 The auditor shall:

- a) audit the books, accounts and vouchers of the Association;
- b) report whether in their opinion the Treasurer's statement and report is properly drawn up and exhibits a true and fair view of the state of affairs of the Association, according to the best of their information and the explanations given to them and as shown by the books of the Association.

SECTION 44 - PUBLIC OFFICER

44.1 A Public Officer of the Association shall be appointed by the Executive Committee at the times specified in, and in accordance with the provisions of the Act.

44.2 The office of Public Officer shall become vacant if the Public Officer resigns from office, dies or ceases to reside in the state of New South Wales.

44.3 Where a vacancy occurs in the office of the Public Officer the Executive Committee must within fourteen (14) days after the vacancy occurred appoint a person to fill the vacancy.

44.4 The Public Officer:

- a) must within one (1) month of their appointment lodge with the Registrar of Associations a notice of appointment in the approved form; and
- b) in the event of any change of residential address must within one (1) month of the change lodge with the Registrar a notice of change in the approved form.

SECTION 45 - NEW EXECUTIVE COMMITTEE

Notwithstanding any other provision of this constitution, in the event that no existing members of the Executive Committee are able to continue, then any member of the Association has the power in this instance to call a Special General Meeting to form a new Executive Committee.