

Amendment to the NADA Constitution Proposal

Summary of Constitution Amendments

Amendment 1.

It is proposed to amend the Current MISSION STATEMENT in the Constitution to reflect the GOAL statement in the current NADA Strategic Plan 2009 to 2011.

Amendment 2.

It is proposed to amend the current sections: 3. MEMBERSHIP, 4. MEMBER'S LIABILITY, 5. DISCIPLINING OF MEMBERS (Pages 2 to 4) in the Constitution to reflect the current NADA Membership Policy.

Amendment 3.

It is proposed to amend the existing section MANAGEMENT BY COMMITTEE (Page 5) to GOVERNING BODY, in line with contemporary governance definitions.

Further to this amendment on page 5, are;

The doing away with the statement regarding Chairs of Sub-Committee as members of the Board Executive (Section 6.2),

and;

The addition of a new stipulation that the Board comprise representatives of member agencies and at least two (2) directors that are independent of the membership.

Amendment 4.

It is proposed to amend section 6.8 Authorisation of Accounts (Page 7) with terminology that better reflects practice.

Amendment 5.

It is proposed to amend section 7.18 Audit (Page 9) with terminology that better reflects practice.

Amendment 6.

It is proposed to amend section 10 PUBLIC OFFICER (Page 11) to reflect Chief Executive Officer instead of Executive Director in line with current terminology.

Amendment 7.

It is proposed to eliminate the section 11.3 Common Seal (Page 12) to reflect the redundancy of the seal under current legislation.

NOTE: Adoption of the proposed amendments, either partially or in their entirety, will result in changes to the existing Constitutions Index and the numbering of sections within the document.

Amendment to the NADA Constitution Proposal

Amendment 1.

It is proposed to amend the Current MISSION STATEMENT in the Constitution to reflect the GOAL statement in the current NADA Strategic Plan 2009 to 2011.

Text to be amended in the existing Constitution

Mission Statement

The Network of Alcohol and Other Drug Agencies (NADA) provides leadership and support for its member organisations - service providers within the non-government drug and alcohol sector. It aims to build capacity within organisations and the sector as a whole by:

- *providing leadership and strategic advice to governments and decision-making bodies on behalf of the sector*
- *advocating for the sector as a whole and for individual members on the major issues confronting service providers*
- *initiating and nurturing partnerships and collaboration within the sector and between government and non-government and other community based services*
- *undertaking strategic projects that reflect the priorities of the network of service providers*
- *disseminating information to members and others on key issues in drug and alcohol service delivery.*

Amendment to the NADA Constitution Proposal

Amendment 1.

It is proposed to amend the Current MISSION STATEMENT in the Constitution to reflect the GOAL statement in the current NADA Strategic Plan 2009 to 2011.

Amended text to be added to the Constitution

Goal

To support non government drug and alcohol agencies in NSW to reduce the alcohol and drug related harm to individuals, families and the community.

Amendment to the NADA Constitution Proposal

Amendment 2.

It is proposed to amend the current sections 3. MEMBERSHIP, 4. MEMBER'S LIABILITY, 5. DISCIPLINING OF MEMBERS (Pages 2 to 4) in the Constitution to reflect the current NADA Membership Policy

Text to be amended in the existing Constitution

3. MEMBERSHIP.

3.1 *There shall be three classes of members with the following categories:*

- a) *Corporate membership shall be available to any properly constituted not for profit organisation whose mission and objectives are the reduction of the personal or societal harm caused by alcohol and other drug use.*
- b) *Honorary Membership shall be offered to individuals who can assist the Association in its aims and objectives. Applications for and decisions on Honorary Membership will be made by the board of directors in accordance with Section 3 of this Constitution.*

At any General Meeting of the Association, corporate members are entitled to one vote.

- c) *Associate members shall include organisations who are not for profit but whose main mission is other than drug and alcohol service delivery and who have an appropriate organisational interest in drug and alcohol service delivery issues for their constituents or clients.*

3.2 *An applicant for membership shall be proposed by a representative of a category (a) corporate member authorised on that behalf and seconded by a representative of a different agency who is a category (a) corporate member authorised on that behalf.*

3.3 *Organisations wishing to become members of the Association shall apply in writing to the Executive Director for membership.*

3.4 *Members shall pay such fees as are determined by the Board of Directors.*

3.5 *The financial year of the Association shall end on the 30th day of June in each year to which day the accounts of the Association shall be balanced.*

3.6 *All annual subscriptions (except the first subscription of a new member as provided by rule 3.5) shall be payable on or by a date to be determined by the Board of Directors.*

3.7 *If any member shall fail to pay the annual subscription within one month from the date of which it has become due, notice shall be sent calling attention thereto, and if it*

Amendment to the NADA Constitution Proposal

is not paid within a further one month from the posting of such notice, membership of the Association shall cease. Special consideration may be given upon request to the Executive Director and Board of Directors.

Provided that if at any time a satisfactory explanation is given to the Board of Directors, the member may, at the discretion of the Board of Directors and upon payment of arrears, be readmitted to membership.

- 3.8 *An application for membership may be approved by the Board of Directors and following such approval the applicant shall be entitled to all the benefits and privileges of membership except to vote on their admission for membership and be bound by the constitution unless the application is rejected by the next general meeting, following such approval.*
- 3.9 *Following approval of the application for membership by the Board of Directors the member shall be so notified and be furnished with a copy of the Association's rules and all relevant documentation.*
- 3.10 *Each corporate member shall be entitled to appoint a delegate and an alternate delegate to represent it and vote at all meetings of the Association. Only the appointed delegate or, in that delegate's absence, the alternate delegate is entitled to vote at any such meeting on behalf of a corporate member.*
- 3.11 *An application for membership under 3.2(b), (c) and (d) must be approved by at least a quorum of members of the Board of Directors.*
- 3.12 *A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register. All information on member agencies held by NADA will comply with the State and Federal Privacy legislations.*
- 3.13 *Every member of the Association shall communicate to the Secretary his or her address or that of his agent and all notices posted to such address shall be considered as having been duly given at the expiration of fourteen days after posting.*

4. MEMBER'S LIABILITY.

- 4.1 *The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.*

Amendment to the NADA Constitution Proposal

5. DISCIPLINING OF MEMBERS.

- 5.1 *The procedure for disciplining members shall be determined by the Board of Directors subject to any proceedings complying with the rules of natural justice. The General Meeting requires a two-thirds (2/3) majority of all members present to ratify the Board's action and is subject to the provisions of clause 7 with the restriction that clause 7.7 shall not apply.*
- 5.2 *Any organisation that wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next General Meeting of the Association. The General Meeting requires a two thirds majority of all members present to uphold an appeal and is subject to the provisions of clause 7 with the restriction that clause 7.7 shall not apply.*

Amendment to the NADA Constitution Proposal

Amendment 2.

It is proposed to amend the current sections 3. MEMBERSHIP, 4. MEMBER'S LIABILITY, 5. DISCIPLINING OF MEMBERS (Pages 2 to 4) in the Constitution to reflect the current NADA Membership Policy

Amended text to be added to the Constitution

3. MEMBERSHIP

3.1 GENERAL

3.1.1 Register

- a. A Register of members shall be maintained specifying the name and address of each organisation which is or has been a member of the Association together with the date on which the organisation became a member.
- b. Provision for noting the date of cessation of membership shall also be contained in the Register.
- c. The Register of members shall be kept at the principal place of administration of the Association.
- d. Storage and use of information pertaining to the Associations' members shall comply with relevant State and national privacy legislation.

3.1.2 Entitlements not transferable

- a. A right, privilege or obligation which an organisation has by reason of being a member of the Association is not transferable.
- b. Rights, privileges or obligations are terminated on cessation of the organisation's membership.

3.1.3 Members liability

The liability of a member to contribute towards the payment of the debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, of any unpaid membership fees as required by rule 3.7

3.2 MEMBERSHIP QUALIFICATIONS

An organisation is qualified to be a member of the Association if:

- I. The organisation agrees with the objects of the Association
- II. The organisation is a not for profit, non government organisation

Amendment to the NADA Constitution Proposal

- III. The organisation is a body formed or incorporated within the state of New South Wales or the Australian Capital Territory
- IV. The organisation has as its primary mission or purpose, or other mission or purpose, to reduce the alcohol and drug related harm to individuals, families and the community
- V. Has been approved for membership by the Board of the Association.

3.3 MEMBERSHIP CATEGORIES

- a. There shall be two (2) categories of Association membership:
 - I. Member
 - II. Associate Member.
- b. **Member** membership shall be available to organisations meeting criteria set out in rule 3.2 and whose primary mission or purpose is to reduce alcohol and drug related harm to individuals, families and the community.
- c. **Associate Member** membership shall be available to organisations meeting criteria set out in rule 3.2 and whose primary mission or purpose is other than to reduce alcohol and drug related harm to individuals, families and the community, but whose broader mission or purpose includes the reduction of alcohol and drug related harm to individuals, families and the community.

3.4 APPLICATION FOR MEMBERSHIP

- a. Application for Member and Associate Member membership shall be made in writing to the Associations' nominated officer using the prescribed application form.
- b. Application for membership must be endorsed by two (2) current Member or Associate Members of the Association, demonstrating endorsement on the prescribed application form.
- c. The Associations' nominated officer shall submit applications for membership to the Board for approval or otherwise.
- d. Where an application for membership is approved by the Board, the Associations' nominated officer shall inform the applicant, and notify the applicant of membership fees payable as set out in rule 3.7.
- e. An applicant is entered into the Register of members and becomes a member of the Association once approved by the Board and membership fees have been received by the Association.
- f. All new members shall receive a copy of the Association's Constitution and other relevant material.

Amendment to the NADA Constitution Proposal

- g. Where an application for membership is not approved by the Board, the Associations' nominated officer shall inform the applicant, providing an explanation as to the non approval for membership.

3.5 CESSATION OF MEMBERSHIP

3.5.1 Winding up of the organisation

If the Member or Associate Member is to wind up, they shall cease to be a member of the Association.

3.5.2 Resignation

A Member or Associate Member shall cease to be a member of the Association if the organisation elects to resign their membership by way of written notification to the Chief Executive Officer of the Association.

3.5.3 Failure to renew membership

A Member or Associate Member shall cease to be a member of the Association if membership fees are not paid within the set time period, and a period of grace or waiver of fees has not been granted as set out in rule 3.7.

3.5.4 Expulsion by the Association

- a. A Member or Associate Member shall cease to be a member of the Association if the Board determines that the member has:

- I. Persistently refused or neglected to comply with a provision of these rules;
or
- II. Has acted in a manner detrimental to the interests of the Association and its members.

- b. A member may appeal against the decision to expel the member by written notification of the appeal to the Chief Executive Officer of the Association within 14 days after the expulsion notice has been served.

- c. The Board shall convene within 28 days after the appeal has been received to determine continuation or otherwise of the membership.

- d. An expelled member may be reinstated after a set period of time as determined by the Board.

3.5.5 Relinquishment of privileges and obligations

Cessation of membership of the Association relinquishes all membership privileges and obligations.

Amendment to the NADA Constitution Proposal

3.5.6 Notification

Cessation of membership shall be confirmed in writing by the Association to the member whose has wound up, resigned, failed to renew membership or been expelled.

3.6 PRIVILEGES AND OBLIGATIONS

3.6.1 Privileges

- a. Members and Associate Members are entitled to the services provided by the Association.
- b. Members and Associate Members are entitled to appoint one delegate per incorporated entity to represent it and vote at meetings of the Association. An alternate delegate may be nominated to represent it and vote at meetings of the Association.

3.6.2 Obligations

- a. Members and Associate Members are obligated to
 - I. pay membership fees when due
 - II. comply with the provisions of these rules
 - III. attend and vote at general meeting of the Association where possible.
- b. Members and Associate Members are obligated to provide details of:
 - I. their address, including within 21 days of relocation
 - II. the name and contact details of their nominated delegate and alternate delegate

3.7 FEES

3.7.1 Financial year

Membership fees are payable per financial year, that being 1st July to 30th June.

3.7.2 Rates

- a. The Board shall determine the rates of membership fees taking into consideration the costs of service delivery to members, and access and equity issues across the membership.
- b. The membership fees shall be clearly defined and made available to all interested parties.

Amendment to the NADA Constitution Proposal

3.7.3 Payment of fees

- a. Notice of fees due shall be provided to members at the cessation of the financial year, and are due within one month of notice being provided.
- b. New members shall pay fees pro rata for the remaining financial year.
- c. Members failing to pay fees within one month of notice being provided shall be provided with a second notice of fees due, with requirement to pay within a further one month.
- d. Failure to pay fees after the second notice and set time period shall result in suspension or cessation of membership.

3.7.4 Waiver of fees

- a. Written request for a delay in payment of fees or a waiver of fees may be made by a member to the Chief Executive Officer of the Association, within one month of notice of fees, outlining the circumstances for which the member is unable to pay fees at that time.
- b. Approval for a deferment in payment of fees or a waiver of fees shall be determined by the Chief Executive Officer in consultation with the Board.
- c. Written notification of approval or otherwise for a deferment in payment of fees or a waiver of fees shall be provided to the member.

Amendment to the NADA Constitution Proposal

Amendment 3.

It is proposed to amend the existing section MANAGEMENT BY COMMITTEE (Page 5) to GOVERNING BODY, in line with contemporary governance definitions.

Further to this amendment on page 5, are;

The doing away with the statement regarding Chairs of Sub-Committee as members of the Board Executive (Section 6.2),

and;

The addition of a new stipulation that the Board comprise representatives of member agencies and at least two (2) directors that are independent of the membership.

Text to be amended in the existing Constitution

6. MANAGEMENT BY COMMITTEE

6.1 The Association shall have its affairs controlled and managed by the Office Bearers and other members known as the Board of Directors.

6.2 The Office Bearers shall consist of:

The President

The Vice President

The Secretary

The Treasurer.

The Office Bearers shall be known as the Executive. The Executive shall also include Chairs of Sub-Committees if they are not already members of the Executive.

Amendment to the NADA Constitution Proposal

Amendment 3.

It is proposed to amend the existing section MANAGEMENT BY COMMITTEE (Page 5) to GOVERNING BODY, in line with contemporary governance definitions.

Further to this amendment on page 5, are;

The doing away with the statement regarding Chairs of Sub-Committee as members of the Board Executive (Section 6.2),

and;

The addition of a new stipulation that the Board comprise representatives of member agencies and at least two (2) directors that are independent of the membership.

Amended text to be added to the Constitution

4. GOVERNING BODY

4.1 The Association shall have its affairs controlled and managed by the Office Bearers and other members known as the Board of Directors.

4.2 The Office Bearers shall consist of:

The President
The Vice President
The Secretary
The Treasurer

The Office Bearers shall be known as the Executive.

The Board of Directors shall be made up of representatives of member agencies and at least two (2) Director positions being independent of the membership. These Non-member Director positions will be selected by the Board at a properly constituted Board of Directors meeting after the Annual General Meeting.

Amendment to the NADA Constitution Proposal

Amendment 4.

It is proposed to amend section 6.8 Authorisation of Accounts (Page 7) with terminology that better reflects practice.

Text to be amended in the existing Constitution

6.8 *Authorisation of Account: All accounts shall be presented to and passed for payment at a Board Meeting and full details of all such approvals shall be entered in the Minutes Book.*

Amendment to the NADA Constitution Proposal

Amendment 4.

It is proposed to amend section 6.8 Authorisation of Accounts (Page 7) with terminology that better reflects practice.

Amended text to be added to the Constitution

- 4.8 Funds Management; All deposits, transfers and payments will be detailed in the Financial Reporting for the organisation and be ratified by the Board. All minutes shall be kept by the organisation.

Amendment to the NADA Constitution Proposal

Amendment 5.

It is proposed to amended section 7.18 Audit (Page 9) with terminology that better reflects practice.

Text to be amended in the existing Constitution

7.18 *Audit:*

- a) *The auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc., and furnish a report thereon to the members at the Annual General Meeting. Audits shall be conducted at regular intervals of no more than twelve months.*

Amendment to the NADA Constitution Proposal

Amendment 5.

It is proposed to amended section 7.18 Audit (Page 9) with terminology that better reflects practice.

Amended text to be added to the Constitution

5.18 Audit:

- a) The auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc. A report will be provided to the members at the Annual General Meeting.

Amendment to the NADA Constitution Proposal

Amendment 6.

It is proposed to amend section 10 PUBLIC OFFICER (Page 11) to reflect Chief Executive Officer instead of Executive Director in line with current terminology.

Text to be amended in the existing Constitution

10.1 The Board shall direct that the Executive Director is appointed as Public Officer.

Amendment to the NADA Constitution Proposal

Amendment 6.

It is proposed to amend section 10 PUBLIC OFFICER (Page 11) to reflect Chief Executive Officer instead of Executive Director in line with current terminology.

Amended text to be added to the Constitution

8.1 The Board shall direct that the Chief Executive Officer is appointed as Public Officer.

Amendment to the NADA Constitution Proposal

Amendment 7.

It is proposed to eliminate the section 11.3 Common Seal (Page 12) to reflect the redundancy of the seal under current legislation.

Text to be amended in the current Constitution

Common seal

11.3 The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Board. The stamping of the Common Seal shall be witnessed by the signatures of two members of the Board.

Amendment to the NADA Constitution Proposal

Amendment 7.

It is proposed to eliminate the section 11.3 Common Seal (Page 12) to reflect the redundancy of the seal under current legislation.

Amended text to be added to the Constitution

None.