

THE NETWORK OF ALCOHOL AND  
OTHER DRUGS AGENCIES  
INCORPORATED

**CONSTITUTION**

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## **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.

## **1. NAME.**

- 1.1 The name of the Association shall be THE NETWORK OF ALCOHOL AND OTHER DRUGS AGENCIES INCORPORATED (referred to in these rules as “the Association”).

## **2. OBJECTS**

The objects of the Association shall be:

- 2.1 To represent, at the State level, the interests of non government alcohol and other drug services in the provision of beneficial, evidence based and cost effective services to the community, to the achievement of State and National Policy objectives, including prevention, health promotion and education, and treatment.
- 2.2 To contribute to the development of policy and respond to policy formulated by the non-government sector, government agencies and departments on issues concerning the adverse health, economic and social consequences of the use of alcohol and other drugs.
- 2.3 To promote:
- a) adequate resource levels for prevention of alcohol and other drug related problems;
  - b) new services to fill identified gaps;
  - c) recognition of the need to design and adequately resource programs, services and innovation in approaches developed by or for special population groups, including Aborigines and Torres Strait Islanders, women, youth, non-English speaking background communities and homeless people, and having regard to their specific cultural, economic and other characteristics;
  - d) the application of continuous quality assurance, including accreditation, for non government agencies;
  - e) adequate, benchmarked resource levels for quality non government drug and alcohol service provision.
- 2.4 To promote the rights and improvements in the quality of life for clients in alcohol and other drugs services provided by both government and non-government sectors.
- 2.5 To assist in the monitoring and evaluating the quality of prevention and treatment services.
- 2.6 To facilitate at a State level, cooperation between the government and non-government sectors, in response to alcohol and other drug issues.

- 2.7 To promote the development and implementation of workforce development strategies to assist in the delivery of quality prevention and treatment services.
- 2.8 To facilitate the provision of information and, advisory and consultation services to non-government alcohol and other drug organisations, and to government agencies and departments.
- 2.9 To choose a structure which:
- a) maximises achievement of the organisation's aims and objectives through efficient management strategies at Secretariat and Board of Directors' levels and which incorporates expertise at all levels of decision making through intersectoral cooperation and working parties;
  - b) reflects the range of views of its membership;
  - c) reflects the variety of needs of geographic areas and special populations of clients;
  - d) provides a forum for intersectoral and inter-disciplinary communication and collaboration;
  - e) facilitates liaison with a national peak networking body and similar associations representing the needs of the drug and alcohol sector.

### **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 30<sup>th</sup> 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 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.

**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.

## **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.

### **6.3 Election of Board Members**

6.3.1 All positions shall be held for three years. Nominations for a position on the Board shall be received by the secretariat no later than fourteen days prior to the AGM.

6.3.2 Executive members shall hold office for three years.

6.3.2(a) All Board members may only serve two terms in succession, and after six consecutive years on the Board must retire for at least one year.

6.3.2(b) At each AGM one third of the number of Board Directors shall retire from office. The Board members to retire in each year shall be those who have been the longest in office since their last election. Where Board members were elected on the same day, those to retire must be determined by lot.

6.3.3 Nominations of candidates for election as a Board member of the Association:

- Must be made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which is endorsed on the form of the nomination), and
- Must be delivered to the President of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

6.3.4 If insufficient nominations are received to fill the vacancies on the Board, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.

6.3.5 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.

6.3.6 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

6.3.7 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

6.3.8 The ballot for the election of members of the Board is to be conducted at the annual general meeting.

6.3.9 A Returning Officer shall be appointed to conduct the taking of the ballot for Board positions.

- 6.3.10 The Returning Officer after counting the votes shall declare the Board members elected. In the event of a tie, the Returning Officer may demand that another election be held.
- 6.3.11 The decision of the Returning Officer shall be final and binding in respect of all matters affecting the election.
- 6.3.12 If the position of President, Vice-President, Secretary or the Treasurer becomes vacant for any reason during the year, the Board may elect another eligible person to that office for the unexplored portion of their predecessor's appointment.
- 6.3.13 The board shall elect an Executive at the next properly constituted board meeting after the AGM.

#### **6.4 Delegation by Board to Sub-Committee**

- 6.4 The Board may delegate to one or more sub-committees (consisting of such member or members of the Association as the Board deems appropriate), responsibility to progress business of the Board. All decisions made by the Sub-Committee are to be approved at full board meetings.
- 6.5 The Board shall meet as often as necessary to conduct the business of the Association and not less than eight times annually.
- 6.3 The quorum for the Board shall be four members of the full Board of Directors.
- 6.4 Vacation of Office: The office of a member of the Board shall become vacant:
  - a) Upon his or her decease;
  - b) if he or she becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - c) if he or she becomes mentally ill or a person whose person or estate is liable to be dealt with, in any way under the law relating to mental health;
  - d) if he or she resigns his office by notice in writing to the Association;
  - e) if he or she is absent without leave from Board meetings for a period of three months;
  - f) if he or she ceases to be a member of the Association;
  - g) upon a resolution being passed by a two-thirds (2/3) majority of members present at a properly constituted meeting of the Association specially called for the purpose to remove him or her from office;
  - h) if he or she holds any office of profit under the Association;
  - i) if he or she is directly or indirectly interested in any contract or proposed contract with the Association;

- j) if he or she is no longer authorised to represent the agency which he represents.
- 6.5 Questions arising at any meeting of the Board shall be decided by the majority of votes of those present. In case of any equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- 6.6 In the event that urgent action may be required where there are no stated guidelines or policy of the Association, the President, or in his or her absence, an Executive member or person appointed by the Executive, shall so determine the action to be taken and ratified by the next Board meeting.
- 6.7 The Board may from time to time make, repeal and amend all such By-Laws (not inconsistent with these rules) as they shall deem expedient for the management and well-being of the Association. All By-Laws made by the Board of Directors under this rule, shall remain lawful and operative until repealed by the Board or amended or rescinded by the General Meeting.
- 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.

### **Delegation by Board to Sub-Committee**

The Board Executive shall convene as required to transact such business as delegated by the Board of Directors.

The Board may delegate to one or more sub-committees (consisting of such member or members of the Association as the Board deems appropriate), responsibility to progress business of the Board. All decisions made by the Sub-Committee are to be approved at full board meetings.

## **7 GENERAL MEETINGS**

- 7.1 The Board may from time to time call General Meetings.
- 7.2 The Annual General Meeting of the Association shall be held within the mandatory time prescribed by the Associations Incorporation Act.
- 7.2 The Board may, whenever it thinks fit, convene a Special General Meeting of the Association. A Special General Meeting must be convened by the Board within one month of receiving a written request to do so from at least 15% of the members, stating the purpose for which the meeting is required.
- 7.3 Fourteen days at least before the Annual General Meeting, or any other General Meeting, a notice of such meeting and an agenda of the business to be transacted thereat shall be posted to every member. In the case of General Meetings where a special resolution is to be proposed, notice of the meeting shall be given to members at least 21 days before the meeting.

- 7.4 In the case of the Annual General Meeting the following business shall be transacted:
- i. Confirmation of the minutes of the last Annual General Meeting and any recent Special General Meeting.
  - ii. Receipt of the Board of Directors Report upon the activities of the Association in the last financial year.
  - iii. Election of office bearers and other members of the Board. The retiring President shall appoint a returning officer who should not be an authorised representative of a member from among those present or in attendance at the Annual General Meeting.
  - iv. Receipt of the balance sheet and statement of account for the preceding financial year, and an estimate of the receipt and expenditure for the current financial year.
  - v. Appointment of an auditor for the ensuing year.
  - vi. To decide on any resolution which may be duly submitted to the meeting as hereinafter provided.
- 7.6 Any member desirous of making any resolution at the Annual General Meeting shall give notice thereof in writing to the Secretary not less than three weeks before the date of such meeting.
- 7.7 Items for discussion at General Meetings must be submitted in writing by members to the Secretary and provided that such submissions are received no later than three weeks prior to the next General Meeting, the Board shall place such items on the agenda to be discussed at the next General Meeting following receipt of the written submission. Except as provided in Clause 7.8, no business shall be conducted unless on the agenda.
- 7.8 Special business, excepting alterations to the constitution, may be introduced and dealt with upon a resolution suspending standing orders and carried by the majority of members present.
- 7.9 Copies of the report, balance sheet, statement of accounts and estimate shall be made available to any member upon his or her request in the seven days preceding the Annual General Meeting.
- 7.10 Save as shall be provided hereinafter the quorum for all meetings of the Association shall be as follows:
- 7.10.1 At the time of commencement of the meeting, there shall be present at least 20% of all financial members.
- 7.10.2 Once the meeting has commenced, the business of the meeting may be conducted and transacted notwithstanding that the number of members present falls below 20% of all members.

- 7.10.3 Notwithstanding the above provision the quorum in relation to any resolution before any meeting which relates to the change, alteration or variation of the constitution (not the By-Laws) or the expulsion of any member of the Association shall be 25% of all financial members.
- 7.11 Voting at General Meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a two-third majority is required.
- 7.12 Votes shall be given personally but if a member cannot attend a General Meeting that member can vote by proxy given in writing to another official delegate of a financial member of the Association. The manner of proxy votes shall be determined by the Executive.
- 7.13 Save as provided otherwise by these rules, all questions and resolutions shall be decided by a majority of votes.
- 7.14 Members shall cast their votes in accordance with Clause 3.3 but, in the case of an equality of votes, the President shall have a further casting vote. A member whose subscription is in arrears shall have no vote.
- 7.15 Nomination of candidates for election as Office Bearers or other committee members may be made at the Annual General Meeting or in such other ways as may be determined by the Association at a General Meeting.
- 7.16 Business shall be conducted on normal meeting procedures, except where this is inconsistent with the provisions of this constitution.
- 7.17 The Executive shall cause minutes to be made:
- a) of all appointments of members of the Board of Directors;
  - b) of the names of members present at all meetings of the association and of the board;
  - c) of all proceedings at all meetings of the Association and of the Board.

Such minutes shall be signed by the president of the meeting at which the proceedings were held or by the President of the next succeeding meeting.

- 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.
  - b) An auditor shall not be a member or closely related to a member of the board.
  - c) Subject to paragraph (d) hereof, notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty-one days before the Annual General Meeting. The Secretary shall

send a copy of the nomination to the current auditor at least seven days before the Annual General Meeting and if he so wishes he should be heard at such Annual General Meeting.

- d) Where the current auditor submits his resignation, or notifies the Secretary of his intention not to seek re-election as auditor, paragraph (c) hereof shall not apply. A vacancy occurring in the office of auditors during the year shall be filled by the Board.

## **8. OFFICE BEARERS**

- 8.1 The President or, in the President's absence, the Vice President, the Secretary or Treasurer, shall act as chair at each General Meeting and Board of Directors Meeting of the Association.
- 8.2 If the President, Secretary and Treasurer are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as Chair.
- 8.3 All monies received by the Association shall be deposited at the earliest possible date by the Secretariat to the credit of the Association's bank account.
- 8.4 The Treasurer shall ensure that the correct books and accounts are kept showing the financial affairs of the Association. The records shall be available for inspection by any member and shall be held in the custody of the Secretariat.
- 8.5 The Secretary shall oversee the keeping records of the business of the Association including the rules, register of members, minutes of all General and Board of Directors meetings and a file of correspondence. This file will be maintained by the Secretariat.

## **9. SPECIAL RESOLUTIONS**

- 9.1 A special resolution must be passed by a General Meeting of the Association to effect the following changes:
- i. a change of the Association's name;
  - ii. a change of the Association's rules;
  - iii. a change of the Association's objects;
  - iv. an amalgamation with another incorporated Association;
  - v. to voluntarily wind up the Association and distribute its property;
  - vi. to apply for registration as a company or a cooperative.

A special resolution shall be passed in the following manner:

- a) a notice in writing must be sent to all members advising that a general meeting is to be held to consider a special resolution;
- b) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
- c) a quorum must be present at the meeting;

- d) at least two thirds of those present must vote in favour of the resolution;
- e) in situations where it is not possible for a resolution to be passed as described above, a request may be made to the Department of Fair Trading for permission to pass the resolution in some other way.

## **10. PUBLIC OFFICER**

- 10.1 The Board shall direct that the Executive Director is appointed as Public Officer.
- 10.2 The first Public Officer shall be the person who completed the application for incorporation of the Association.
- 10.3 The Board may, at any time, remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- 10.4 The Public Officer shall be deemed to have vacated their position in the following circumstances:
  - i. death;
  - ii. resignation;
  - iii. removal by the Executive or at a General Meeting;
  - iv. bankruptcy or financial insolvency;
  - v. mental illness;
  - vi. residency outside New South Wales.
- 10.5 When a vacancy occurs in the position of Public Officer, the Board shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
- 10.6 The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:
  - i. appointment (within fourteen days);
  - ii. a change of residential address (within fourteen days);
  - iii. a change in the Association's objects or rules (within one month);
  - iv. a change in the membership of the Executive (within fourteen days);
  - v. a change in the Association's name (within one month).
- 10.7 In the absence of the Executive Director the Public Officer may be an office bearer, executive member, or any other person regarded as suitable for the position by the Board.

## **11 MISCELLANEOUS**

### **Insurance**

- 11.1 The Association shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Association.

### **Funds source**

- 11.2 The funds of the Association shall be derived from the fees of members, donations, grants and such other sources approved by the Association.

### **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.

### **Funds Management**

- 11.4 The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with section 53 of the Associations Incorporation Act 1984.

### **Dissolution Clause**

- 11.5 On the winding up of the Association, any capital items financed by the NSW Health Department shall be sold and an amount proportional to the original contribution of the said Department shall be refunded to it from the proceeds of sale of the capital items. Any unexpended grant monies received from any statutory bodies shall be refunded to those bodies in full.

All remaining property and assets shall be paid or transferred to a public benevolent institution and/or a fund selected by the Board and having an exemption under Section 140(c) of the Sales Tax (Exemptions and Classifications).

### **Non-profit**

- 11.6 The Association is a non-profit organisation. All monies and, without limiting the generality of the foregoing, in particular all grants, subsidies, donations and subscriptions shall be applied to the promotion of the objects set out above, and there shall be no distribution of any part thereof to members, other than from the relief fund and specifically for meeting an urgent agency need approved as deserving by a majority Board vote.
- 11.7 Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two members of the Board.
- 11.8 The term "Drug" shall include all drugs including alcohol and tobacco.