



THE NETWORK OF ALCOHOL AND
OTHER DRUGS AGENCIES
INCORPORATED

CONSTITUTION

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1. NAME

The name of the Association shall be the **Network of Alcohol and other Drug Agencies Incorporated**, referred to in these rules as 'the Association'.

2. GOAL

The goal of the Association is **to support non government drug and alcohol agencies in NSW to reduce the alcohol and drug related harm to individuals, families and the community.**

3. OBJECTS

The objects of the Association shall be:

- 3.1** To represent, at a State and National 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.
- 3.2** To contribute to the development of policy and respond to policy formulated by the non government sector, and government agencies and departments, on issues concerning the adverse health, economic and social consequences of the use of alcohol and other drugs.
- 3.3** To promote adequate resource levels for prevention of alcohol and other drug related problems.
- 3.4** To promote new services to fill identified gaps.
- 3.5** To promote recognition of the need to design and adequately resource programs, services and innovation in approaches developed by or for special population groups, including Aboriginal and Torres Strait Islanders, women, young people, non-English speaking background communities and homeless people, and having regard to their specific cultural, economic and other characteristics.
- 3.6** To promote the application of continuous quality improvement, including accreditation, for non government agencies.
- 3.7** To promote adequate, benchmarked resource levels for quality non government drug and alcohol service provision.
- 3.8** 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.
- 3.9** To assist in monitoring and evaluating the quality of prevention and treatment services.
- 3.10** To facilitate at a State and National level, cooperation between the government and non government sectors, in response to alcohol and other drug issues.

- 3.11** To promote the development and implementation of workforce development strategies to assist in the delivery of quality prevention and treatment services.
- 3.12** 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.
- 3.13** 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
 - 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 communication and collaboration
 - e. facilitates liaison with a national peak networking body and similar associations representing the needs of the drug and alcohol sector.

4. MEMBERSHIP

4.1 GENERAL

4.1.1 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.

4.1.2 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.

4.1.3 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 4.7

4.2 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
- 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.

4.3 MEMBERSHIP CATEGORIES

4.3.1 There shall be two (2) categories of Association membership:

- I. Member
- II. Associate Member.

4.3.2 **Member** membership shall be available to organisations meeting criteria set out in rule 4.2 and whose primary mission or purpose is to reduce alcohol and drug related harm to individuals, families and the community.

4.3.3. **Associate Member** membership shall be available to organisations meeting criteria set out in rule 4.2 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.

4.4 APPLICATION FOR MEMBERSHIP

4.4.1 Application for Member and Associate Member membership shall be made in writing to the Associations' nominated officer using the prescribed application form.

4.4.2 Application for membership must be endorsed by two (2) current Member or Associate Members of the Association, demonstrating endorsement on the prescribed application form.

4.4.3 The Associations' nominated officer shall submit applications for membership to the Board for approval or otherwise.

4.4.4 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 4.7.

4.4.5 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.

4.4.6 All new members shall receive a copy of the Association's Constitution and other relevant material.

4.4.7 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.

4.5 CESSATION OF MEMBERSHIP

4.5.1 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.

4.5.2 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.

4.5.3 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 4.7.

4.5.4 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.

4.5.5 Relinquishment of privileges and obligations

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

4.5.6 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.

4.6 PRIVILEGES AND OBLIGATIONS

4.6.1 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.

4.6.2 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

4.7 FEES

4.7.1 Financial year

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

4.7.2 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.

4.7.3 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.

4.7.4 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.

5. GOVERNING BODY

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

5.2 The Office Bearers shall consist of:

The President
The Vice President
The Secretary
The Treasurer

The Office Bearers shall be known as the Executive.

5.3 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.

5.4 All Board of Director positions shall usually be held for three years.

5.5 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.

5.6 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.

- 5.7** Nominations of candidates for election as a Board member of the Association shall be received by the secretariat no later than fourteen (14) days prior to the AGM.
- 5.8** 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.
- 5.9** 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.
- 5.10** If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- 5.11** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 5.12** If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 5.13** The ballot for the election of members of the Board is to be conducted at the annual general meeting.
- 5.14** A Returning Officer shall be appointed to conduct the taking of the ballot for Board positions.
- 5.15** 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.
- 5.16** The decision of the Returning Officer shall be final and binding in respect of all matters affecting the election.
- 5.17** 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 remaining portion of their predecessor's appointment.
- 5.18** The board shall elect an Executive at the next properly constituted board meeting after the AGM.
- 5.19** The Board may delegate to one or more subcommittees (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 subcommittee are to be approved at full board meetings.
- 5.20** The Board shall meet as often as necessary to conduct the business of the Association and not less than eight times annually.
- 5.21** The quorum for the Board shall be four (4) members of the full Board of Directors.
- 5.22** The office of a member of the Board shall become vacant:
- a) Upon his/her decease

- b) If he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally
- c) If he/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/she resigns office by notice in writing to the Association
- e) If he/she is absent without leave from Board meetings for a period of three months
- f) If he/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/her from office
- h) If he/she holds any office of profit under the Association
- i) If he/she is directly or indirectly interested in any contract or proposed contract with the Association
- j) If he/she is no longer authorised to represent the agency which he/she has represented to date.

5.23 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.

5.24 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/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.

5.25 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.

5.26 In relation to 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.

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

6. GENERAL MEETINGS

6.1 The Board may from time to time call General Meetings.

6.2 The Annual General Meeting of the Association shall be held within the mandatory time prescribed by the Associations Incorporation Act.

- 6.3** The Board may 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.
- 6.4** Fourteen (14) 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 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 twenty one (21) days before the meeting.
- 6.5** In the case of the Annual General Meeting the following business shall be transacted:
- i. Confirmation of 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, if relevant. 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 accounts 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 herein after provided.
- 6.6** 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.
- 6.7** 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.
- 6.8** 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.
- 6.9** Copies of the report, balance sheet, statement of accounts and estimate shall be made available to any member upon his/her request in the seven days preceding the Annual General Meeting.
- 6.10** The quorum for all meetings of the Association shall be as follows:
- i. At the time of commencement of the meeting, there shall be present at least 20% of all financial members.

- II. 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.
 - III. 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.
- 6.11** 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.
- 6.12** Votes shall be given personally. 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.
- 6.13** Save as provided otherwise by these rules, all questions and resolutions shall be decided by a majority of votes.
- 6.14** 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.
- 6.15** 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.
- 6.16** Business shall be conducted on normal meeting procedures, except where this is inconsistent with the provisions of this Constitution.
- 6.17** The Executive shall cause minutes to be made of:
- I. all appointments of members of the Board of Directors
 - II. names of members present at all meetings of the Association and of the Board
 - III. 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.
- 6.18** In relation to the Associations audit:
- a) The auditor(s) shall be elected at the Annual General Meeting. The auditor(s) shall examine all accounts, vouchers, receipts, books, etc. A report will be provided to the members at the Annual General Meeting.
 - 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/she so wishes he should be heard at such Annual General Meeting.

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

7. OFFICE BEARERS

- 7.1** 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.
- 7.2** If the President, Vice 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.
- 7.3** 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.
- 7.4** 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.
- 7.5** The Secretary shall oversee the keeping of 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.

8. SPECIAL RESOLUTIONS

- 8.1** A special resolution must be passed by a General Meeting of the Association to effect the following changes:
- I. Change of the Association's name
 - II. Change of the Association's rules
 - III. 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.
- 8.2** 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 twenty one (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.

9. PUBLIC OFFICER

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

9.2 The Board may, at any time, remove the Public Officer and appoint a new Public Officer provided the person is 18 years of age or older and a resident of New South Wales.

9.3 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.

9.4 When a vacancy occurs in the position of Public Officer, within fourteen (14) days the Board shall notify the Department of Fair Trading and appoint a new Public Officer.

9.5 The Public Officer is required to notify the Department of Fair Trading of the following circumstances:

- i. appointment (within fourteen (14) days
- ii. a change of residential address (within fourteen (14) days
- iii. a change in the Association's objects or rules (within one (1) month
- iv. a change in the membership of the Executive (within fourteen (14) days
- v. a change in the Association's name (within one (1) month.

9.6 In the absence of the Chief Executive Officer, the Public Officer may be an Office Bearer, Executive member, or any other person regarded as suitable for the position by the Board.

10 MISCELLANEOUS

10.1 Insurance

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.

10.2 Funds source

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

10.3 Funds management

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 the Associations Incorporation Act.

10.4 Dissolution clause

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).

10.5 Non profit

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.

10.6 Other

Service of documents on the Association is affected by serving them on the Public Officer or by serving them personally on two members of the Board.

The term 'drug' shall include all drugs, including alcohol and tobacco.