

**RULES OF NSW MEALS ON WHEELS ASSOCIATION  
INCORPORATED**

**PART I – PRELIMINARY**

1. **INTERPRETATION**

- 1) The name of the association shall be **NSW MEALS ON WHEELS ASSOCIATION INCORPORATED**.

In these rules, except in so far as the context or subject otherwise indicates or requires:-

“the Association” means NSW Meals on Wheels Association Incorporated;

"Commissioner" means the Director-General of the Office of Fair Trading.

“member” includes both Full and Associate members;

"personally" or "in person" when used in relation to a Full member is satisfied if the delegate of a Full member is present or performs the task.

"person" includes companies and incorporated and unincorporated associations;

“secretary” means:-

- a) the person holding office under these rules as secretary of the association; or
- b) where no such person hold that office – the public officer of the Association;

“Chief Executive Officer” means the person appointed by the Board of Governors to manage the day to day operations of the Association

“special general meeting” means a general meeting of the Association other than the annual general meeting;

“The Act” means the Associations Incorporation Act, 1984;

“the Regulations” means the Associations Incorporation Regulations, 1999.

- 2) In these rules,

- a) a reference to a function includes a reference to a power, authority and duty; and
- b) a reference to the exercise of a function includes where the function is a duty, a reference to the performance of that duty.

- 3) The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **PART II – MEMBERSHIP**

### 2. TYPES OF MEMBERSHIP

- 1) Membership is open to any not-for-profit organisation that supports the objects of the Association. Individuals are not eligible to be members of the Association.
- 2) There are two types of membership, namely,
  - a) Full membership, and
  - b) Associate membership.

Within each type of membership the Board may establish special categories, for example "Full Associate" membership. In doing so, the Board may set different membership fees and provide different levels of service to such special categories.

#### Full membership

- 3) Full membership is only available to Meals on Wheels or Food Service organisations. Such organisations may be incorporated or unincorporated but must be not-for-profit organisations.
- 4) Each Full member has the right to:
  - a) receive notice of, attend and vote at general meetings of the Association,
  - b) nominate (or second) eligible individuals for election to the Board, and
  - c) receive information about the Association's activities.
- 5) Each Full member may appoint one delegate or a proxy to exercise its membership rights.
- 6) The Board may establish a procedure for members to appoint their delegate. In the absence of such a procedure (or in the event of a dispute) the chairperson of the relevant meeting shall determine whether or not a person is the appointed delegate of a member.
- 7) A member organisation is responsible for any statement, action taken, or decision made on its behalf by its delegate.
- 8) A member may at any time change its delegate. The member must also advise its delegate of the change.

#### Associate membership

- 9) Associate membership is available to not-for-profit organisations that are not a Meals on Wheels or Food Service organisation. Such organisations may be incorporated or unincorporated.
- 10) Each Associate member has the right to receive information about the Association's activities. An Associate member is not entitled to attend or vote at meetings of the Association.

- 11) The Board may determine other membership benefits for Associate members.

### 3. APPLICATIONS FOR MEMBERSHIP

- 1) An application for membership of the Association must be made in writing in a form approved by the Board and lodged with the Chief Executive Officer or the secretary together with the appropriate fee.
- 2) An application for Full membership must be considered by the Board as soon as practicable after it has been received. The Board may decide to accept, defer, or reject an application for Full membership.
- 3) The requirements and procedure for the granting of Associate membership are to be determined by the Board.

### 4. CESSATION OF MEMBERSHIP

- 1) Membership of the Association ceases if the member
  - a) resigns from membership by notice in writing;
  - b) fails to pay the annual membership fee within six months of the due date;
  - c) is wound up or has its incorporation cancelled or otherwise ended; or
  - d) has its membership terminated.

### 5. MEMBERSHIP ENTITLEMENTS

A right, privilege or obligation which a person has by reason of being a member of the Association:-

- a) is not capable of being transferred or transmitted to another person;  
and
- b) terminates upon cessation of the person's membership.

### 6. RESIGNATION FROM MEMBERSHIP

- 1) A member's resignation will be effective immediately upon receipt if the resignation is in writing and is delivered to the Chief Executive Officer or the secretary.
- 2) A member who resigns their membership remains liable to pay the Association any amounts that it owed to the Association whilst a member.
- 3) Where a member ceases to hold membership, the public officer shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### 7. REGISTER OF MEMBERS

- 1) The public officer of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.

- 2) The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association, at any reasonable hour.

#### 8. FEES, SUBSCRIPTIONS ETC.

- 1) A member of the Association shall, upon admission to membership, pay the Association a fee as determined by the Board.
- 2) In addition to any amount payable by the member under clause (1), a member of the Association shall pay to the Association an annual membership fee **as** determined by the Board.
  - a) except as provided by paragraph (b), before 1<sup>st</sup> July in each calendar year; or
  - b) where the member becomes a member on or after 1<sup>st</sup> July in any calendar year upon becoming a member and before the 1<sup>st</sup> July in each succeeding calendar year.
- 3) The Board may determine different fees for the different types of membership and may also determine different fees within a membership type based upon the member's financial means or status as a corporation or individual person.

#### 9. MEMBER'S LIABILITIES

The liability of a member of the Association 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, unpaid by the member in respect of membership of the Association as required by rule 8.

#### 10. DISCIPLINING OF MEMBERS

- 1) Where the Board is of the opinion that a member of the Association:-
  - a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
  - b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;

the Board may, by resolution:-

- (i) expel the member from the Association; or
  - (ii) suspend the member from membership of the Association for a specified period.
- 2) A resolution of the Board under clause (1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service of the member of a notice under clause (3), confirms the resolution in accordance with this rule.

- 3) Where the Board passes a resolution under clause (1) the secretary shall, as soon as is practicable, cause a notice in writing to be served on the member:-
  - a) setting out the resolution of the Board and the grounds on which it is based;
  - b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 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 that meeting;
    - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
  
- 4) At a meeting of the Board held as referred to in clause (3), the Board shall:-
  - a) give to the member an opportunity to make oral representations;
  - b) give due consideration to any written representations submitted to the Board by the member at or prior to the meeting; and
  - c) by resolution determine whether to confirm or to revoke the resolution.
  
- 5) Where the Board confirms a resolution under clause (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 11.
  
- 6) A resolution confirmed by the Board under clause (4) does not take effect:-
  - a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - b) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to rule 11 (4)

#### 11. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 1) A member may appeal to the Association in general meeting against a resolution of the Board which is confirmed under rule 10 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
  
- 2) Upon receipt of a notice from a member under clause (1), the secretary shall notify the Board, which shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.

- 3) At a general meeting of the Association convened under clause (2):-
  - a) no business other than the question of the appeal shall be transacted;
  - b) the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 4) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **PART III – THE BOARD**

#### **12. POWERS, ETC. OF BOARD**

The committee responsible for the management of the Association shall be called the Board of Governors (“the Board”) and, subject to the Act, the Regulations and these rules:-

- a) shall control the affairs of the Association;
- b) may delegate, under instrument in writing, the responsibility of the day to day operation of the Association to the Chief Executive Officer;
- c) may exercise all such functions as may be exercised by the Association other than those functions referred to in 12(b) and those that are required by these rules to be exercised by a general meeting of members of the Association; and
- d) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.
- e) has power to make guidelines and policies that are consistent with the provisions of this constitution on matters such as (but not limited to) the eligibility requirements for membership of the Board.

A general meeting of members shall have power to adopt resolutions that provide guidance to the Board in the exercise of its responsibilities but shall not decide upon expenditure of funds or the commitment of resources, unless such powers are specifically conferred by this constitution or are required by the Act or Regulation.

#### **13. MEMBERSHIP OF THE BOARD**

- 1) The Board shall consist of:-
  - a) nine (9) elected members, and
  - b) three (3) appointed members.

- 2) The elected members shall be elected by postal ballot in accordance with rule 14. The appointed members shall be appointed by the Board in accordance with rules 14 (9) and (10).
- 3) Each member of the Board shall, subject to these rules, hold office until the conclusion of the third annual general meeting following the meeting at which the member's election or appointment is announced, but is eligible for re-election or reappointment
- 4) Three (3) elected members and one (1) appointed member of the Board must retire at each annual general meeting of the Association. The Board members to retire in any year must be those who have been longest in office since their last election or appointment. The order of retirement of elected members who became Board members on the same day must be determined by the number of votes they received when elected. The order for retirement shall be the person with the least number of votes shall retire first. The order of retirement of appointed members who became Board members on the same day must be determined by the Board at the time of appointment.
- 5) In the event of a casual vacancy occurring among the elected members of the Board, the Board shall fill the vacancy by appointing, in sequential order, a member from the unsuccessful candidates at the previous election listed in order of the highest votes received. If the vacancy occurs among the appointed members, the Board may appoint any suitable person to fill the vacancy for the remainder of that term.
- 6) If there are no unsuccessful candidates from the previous election available for appointment pursuant to sub-clause (5) the Board may appoint any suitable person to fill the vacancy.
- 7) A person appointed to fill a casual vacancy shall hold office, subject to these rules, for the remainder of the term of the person replaced.

#### 14. ELECTION & APPOINTMENT OF BOARD MEMBERS

- 1) Nominations of candidates for election as Board members of the Association:
  - a) shall be made in writing, signed by a representative of a member organisation authorised to sign such nomination on behalf of the member organisation and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), plus details of how the candidate satisfies any requirements for Board membership under any relevant guidelines and policies; and
  - b) shall be delivered to the secretary of the Association not less than 21 days before the date fixed for the distribution of postal ballot papers to members.
- 2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and any vacant positions remaining on the Board shall be deemed to be casual vacancies .
- 3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

- 4) If the number of nominations received exceeds the number of vacancies to be filled, a postal ballot shall be held. The postal ballot shall be conducted by an independent Returning Officer appointed by the Board who has no interest in the outcome of the election.
- 5) The Returning Officer must:
  - a) Determine the validity of each nomination.
  - b) Conduct a draw to determine the order of candidate's names on the ballot paper.
  - c) Set a closing date for the ballot at least one month before the date of the annual general meeting.
  - d) Ensure that a ballot paper is sent to every member at least 28 days before the closing date for the ballot.
  - e) Appoint a scrutineer and ensure that all returned ballots papers are opened and counted in the presence of the scrutineer and the Returning Officer.
  - f) Determine the validity of each ballot paper returned.
- 6) The nomination of a candidate for election under this rule is not valid unless the candidate is a person who:
  - a) supports the objects of the Association,
  - b) is at least 18 years of age, and
  - c) has been determined by the Board to meet any requirements set out for Board membership under any relevant guidelines and policies.

In the event that there are no relevant guidelines and policies regarding the requirements for Board membership there is no need for a Board determination under rule 6c).

- 7) Each member has the right to complete one ballot paper. In the absence of conclusive evidence to the contrary, the Returning Officer is entitled to assume that a ballot paper has been completed by a properly authorised representative of the member casting the vote.
- 8) After the annual general meeting the Board shall meet to determine which of its members are to fill the office bearer positions of President, Vice-President, Secretary and Treasurer for the period until the next annual general meeting. In the event of an equality of votes a draw shall be conducted to determine which candidate shall fill the position in question. A person shall not be eligible for appointment to the same position for more than three consecutive years.
- 9) Nominations for individuals to fill the appointed member positions on the Board shall be sought by the Board at the same time as nominations are called for elected members. In seeking candidates for appointment, the Board shall request community sector and special interest organisations to nominate suitable individuals for appointment to the Board.
- 10) The Board shall determine which of the candidates shall fill the appointed Board positions by a Board resolution passed by a majority of elected members of the Board. The Board shall meet to make this decision prior to the annual general meeting and the appointment shall take effect from the closure of the annual general meeting.

15. SECRETARY

- 1) It is the duty of the secretary to keep minutes of:-
  - a) all appointments of office-bearers and members of the Board;
  - b) the names of members of the Board present at a Board meeting or general meeting; and
  - c) all proceedings at Board meetings, meetings of Office Bearers and general meetings.
- 2) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

16. TREASURER

It is the duty of the treasurer of the Association to ensure that:-

- a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

17. CASUAL VACANCIES

For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member:-

- a) dies;
- b) becomes an insolvent under administration within meaning of the Companies (New South Wales) Code;
- c) resigns office by notice in writing given to the secretary;
- d) is removed from office under rule 18;
- 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 Board from three (3) consecutive meetings of the Board;
- g) holds an office of profit in the Association;

18. REMOVAL OF BOARD MEMBER

- 1) The Association in general meeting may by resolution remove any member of the Board from office before the expiration of the member's term of office and may by resolution appoint another person to hold that office until the next election of Board Members.
- 2) Where a member of the Board to whom a proposed resolution referred to in clause (1) relates, makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary

or the president may send a copy of the representations to each member of the Association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19. MEETINGS AND QUORUM

- 1) The Board shall meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
- 2) Additional meetings of the Board may be convened by the president or by any 5 members of the Board.
- 3) Oral or written notice of a meeting of the Board shall be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- 4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 5) Any seven (7) members of the Board (two of whom must be executive members) constitute a quorum for the transaction of the business of a meeting of the Board.
- 6) No business shall be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 8) At a meeting of the Board:-
  - a) the president or, in the president's absence, the vice-president may preside; or
  - b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting, shall preside.

20. DELEGATION BY BOARD TO SUB-COMMITTEE

- 1) The Board may, by minute, delegate to one or more sub-committees (consisting of such member or members of the Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the minute, other than:-
  - a) this power of delegation; and

- b) a function which is a duty imposed on the Board by the Act or by any other law.
- 2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the minute of delegation.
- 4) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- 5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule, has the same force and effect as it would have if it had been done or suffered by the Board.
- 6) The Board may, by minute, revoke wholly or in part any delegation under this rule.
- 7) A sub-committee may meet and adjourn as it thinks proper.

21. VOTING AND DECISIONS

- 1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3) Subject to rule 19 (5), the Board may act notwithstanding any vacancy on the Board.
- 4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

**PART IV – GENERAL MEETING**

22. HOLDING OF ANNUAL GENERAL MEETINGS

- 1) The Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its Full members.
- 2) Clause (1) shall have effect subject to any extension or permission granted by the Commissioner under section 25 (3) of the Act.

23. CALLING OF AND BUSINESS AT ANNUAL GENERAL MEETINGS

- 1) The annual general meeting of the Association shall, subject to the Act and to rule 22, be convened on such date and at such place and time as the Board thinks fit.
- 2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:-
  - a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - b) to receive from the Board reports upon the activities of the Association during the last preceding financial year;
  - c) to declare the results of the election of members of the Board and to declare to members the names of members appointed to the Board for the ensuing year.
  - d) to receive and consider the statement which is required to be submitted to members pursuant to section 26 (6) of the Act.
  - e) to discuss the resolutions presented to the Board by members 21 days prior to the Annual General Meeting.
- 3) An Annual General Meeting shall be specified as such in the notice convening it.

24. CALLING OF SPECIAL GENERAL MEETINGS

- 1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 2) The Board shall, on the requisition in writing of not less than 20 Full members or 10 per cent of the total number of Full members, convene a special general meeting of the Association.
- 3) A requisition of members for a special general meeting:-
  - a) shall state the purpose or purposes of the meeting;
  - b) shall be signed by the members making the requisitions;
  - c) shall be lodged with the secretary; and
  - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4) If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any five (5) or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- 5) A special general meeting convened by members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any administration costs so incurred are to be reimbursed by the Association.

25. NOTICE

- 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 shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each Full member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Full member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- 3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 23 (2).
- 4) A Full 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 business in the next notice calling a general meeting given after receipt of the notice from the member.

26. PROCEDURE

- 1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 2) The lesser of 20 Full members or 10% of the total number of Full members present in person or by proxy (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting
- 3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved in any other case shall stand adjourned to the same day in the following week at the same time and (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.
- 4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 15) shall constitute a quorum.

27. PRESIDING MEMBER

- 1) The president or, in the president's absence, the vice-president shall preside as chairperson at each general meeting of the Association.
- 2) If the president and vice-president are absent from a general meeting or are unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

28. ADJOURNMENT

- 1) The chairperson of 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written 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.
- 3) Except as provided in clauses (1) and (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.

29. MAKING OF DECISIONS

- 1) A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson 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 favour of or against that resolution.
- 2) At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 5 members present in person or by proxy at the meeting.
- 3) Where a poll is demanded at a general meeting, the poll shall be taken:-
  - a) immediately in the case of a poll which relates to the election of a chairperson of the meeting or to the question of an adjournment; or
  - b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs;
  - c) and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

30. SPECIAL RESOLUTION

A resolution of the Association is a special resolution if:-

- a) it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under these rules to do so, vote in person or by proxy at a general meeting or which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- b) where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) – the resolution is passed in a manner specified by the Commissioner.

31. VOTING

- 1) Upon any question arising at a general meeting of the Association a Full member has one vote only.
- 2) All votes shall be given personally or by proxy in writing but no person may hold more than 5 proxies.
- 3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 4) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- 5) Each Full member shall be entitled to appoint any person as proxy by notice given to the secretary no later than two(2) working days before the time of the meeting in respect of which the proxy is appointed.
- 6) The notice appointing the proxy shall be in the form set out in Appendix 1 or as otherwise determined by the Board.

**PART V – MISCELLANEOUS**

32. INSURANCE

- 1) The Association shall effect and maintain insurance pursuant to Section 44 of the Act.
- 2) In addition to the insurance required under clause (1), the Association may effect and maintain other insurance.

33. FUNDS - SOURCE

- 1) The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.

- 2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 3) The Association shall, on request, as soon as practicable after receiving any money, issue an appropriate receipt.

34. FUNDS - MANAGEMENT

- 1) 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 Board determines.
- 2) All cheques and other negotiable instruments shall be signed by any 2 authorised to do so by the Board.

35. ALTERATION OF OBJECTS AND RULES

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

36. COMMON SEAL

- 1) The common seal of the Association shall be kept in the custody of the Chief Executive Officer.
- 2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of 2 members of the Board or of 1 member of the Board and the Chief Executive Officer.

37. CUSTODY OF BOOKS, ETC

Except as otherwise provided by these rules, the Chief Executive Officer shall keep under his or her control all records, books and other documents relating to the Association.

38. INSPECTION OF BOOKS, ETC

- 1) The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.
- 2) The Board may limit or prohibit access to documents that contain private or confidential information including, but not limited to, Board minutes, legal advice and other correspondence to or from the Board.

39. SERVICE OF NOTICES

- 1) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall,

unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

40. SURPLUS PROPERTY

- 1) At any general meeting the Association may pass a special resolution nominating an organisation or fund in which it is to vest its surplus property pursuant to Section 53 (2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.
- 2) The organisation or fund nominated in 40 (1) to receive any surplus funds or property of the NSW Meals on Wheels Association, in the event of the winding up or cancellation of the incorporation of the Association, must be an organisation or fund which has been endorsed by the Australian Taxation Office as a deductible gift recipient.
- 3) The organisation or fund so nominated shall also be one which fills the requirements specified in Section 53 (2) (a) – (c) of the Act.

41. PAYMENT ETC., OF OFFICE BEARERS AND MEMBERS

A member of the Board shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Board except:-

- a) repayment of out-of-pocket expenses;
- b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and
- c) reasonable and proper rent for premises let to the Association.

APPENDIX 1

**APPOINTMENT OF PROXY FORM**  
**NSW MEALS ON WHEELS ASSOCIATION INCORPORATED**

I, .....  
(full name of principal)

of .....  
(address)

being a person authorised by a full member of NSW Meals on Wheels Association Inc hereby appoint:

.....  
(full name of proxy or "the chairperson")

as my proxy at the general meeting to be held at  
.....  
(time, date and place of meeting)

My proxy is authorised to vote:

1. In whatever way he or she thinks fit.
2. In favour of the following motions:

.....  
(description of motions)

3. Against the following motions:

.....  
(description of motions)

.....  
*Signature of Authorised Person* ..... *Date*

**NEW SOUTH WALES MEALS ON WHEELS ASSOCIATION**

**INCORPORATED.**

**STATEMENT OF OBJECTS**

***The Association operates within its Mission Statement to achieve its objects:***

1. To relieve poverty, sickness, suffering, distress, misfortunate, destitution or helplessness by ensuring that eligible members of the public are provided with appropriate quality food services.
2. To provide support and assistance to Meals on Wheels organisations and other similar benevolent associations involved in providing such food services in NSW.