



Constitution

of the

Retired and Former Police Association of NSW Inc.

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1 DEFINITIONS, INTERPRETATIONS, AND ADOPTION

1.1 Definitions:

In this Constitution:

Act means the Associations Incorporation Act 2009.

Annual General Meeting means the annual general meeting of members.

Association means the Retired and Former Police Association of NSW Inc.

Auditor means an auditor of the Association.

Committee means the Committee of Management.

Committee Member means a member elected to the Committee of Management.

Constitution means this constitution.

Financial Year means a period commencing on 1 July in any year and concluding on 30 June the following year.

General Meeting means a meeting of Members other than an annual general meeting.

Member means any Member of the Association of whatever category as herein provided.

Month means calendar month.

Office means the registered office for the time being of the Association.

President means the Member who is elected to this office.

Register means the register of Members kept pursuant to the Act.

Secretary means the Member who is elected to this office.

The regulation means the Associations Incorporation Regulation 2022.

The rules mean the Model Rules published pursuant to the Act.

Treasurer means the Member who is elected to this office.

Website means the internet web pages, referenced by a uniform resource locator (URL), under a registered domain name owned and managed by the Association.

Welfare Officer means the Member who is elected to this office.

1.2 Interpretation:

In this Constitution, unless the context requires otherwise:

- (a) a word or phrase that is defined has the corresponding meaning in its other grammatical forms;
- (b) writing includes all modes of representing or reproducing words in a legible, permanent and visible form, including by email or other electronic means;
- (c) words importing the singular number only includes the plural and vice versa;
- (d) a gender includes all other genders; and

- (e) headings and sub-headings are inserted for ease of reference only and do not affect the interpretation of this Constitution.

1.3 Adoption of Model Constitution, Regulation and Rules.

The provisions of the Act and the Regulation, and the requirements of the Rules apply to the Association except in so far as any provision, requirement or rule is excluded, modified, or amended by this Constitution.

2. NAME OF THE ASSOCIATION

- 2.1 The name of the Association is Retired and Former Police Association of NSW Inc.

3. OBJECTS

- 3.1 The objects of the Association are:

- (a) To protect and, where possible, improve the economic and general interest of Members by all legitimate and legal means.
- (b) To show consideration and friendship to each other at all times, including visiting Members when they are sick and offering them any kindly assistance as is practicable.
- (c) To show respect where possible by attending the funeral of deceased Members and offering consolation and assistance to the bereaved.
- (d) To provide for the development and acquaintance and the advancement of the intellectual, social and cultural interests of Members.
- (e) To provide regular meetings for Members, who appreciate and value, following their Police service, increased social contacts and opportunities to meet others in similar circumstances, and of similar interests and background.
- (f) To promote friendly discussions and hear addresses on topical subjects.
- (g) To arrange visits by Members to places and organizations of mutual interest.
- (h) To show consideration and friendship to each other at all times, including assisting Members when they have been impacted by physical and/or mental health issues or injuries and offering them all compassionate assistance as is practicable.
- (i) To promote a spirit of good fellowship amongst the Members and the development of acquaintance and active participation in the Association's activities at a minimum cost to Members.

4. APPLICATION FOR MEMBERSHIP

- 4.1 An application by a person for membership of the Association -
 - (a) must be made in writing in the form determined by the Committee.
 - (b) must be lodged (including by electronic means) with the Secretary of the Association.
 - (c) as soon as practicable after receiving an application for membership, the

Secretary must refer the application to the Committee, which is to determine whether to approve or to reject the application.

- (d) as soon as practicable after the Committee makes that determination, the Secretary must notify the applicant in writing, complying with clause 4.3, that the Committee approved or rejected the application, and
- (e) the Secretary must enter, or cause to be entered, the approved applicant's details as required by clause 4.2 in the Register and, on those details being so entered, the applicant becomes a Member of the Association.

4.2 Every Member at the time of admission to membership shall submit to the Secretary in writing all details required by the Application for Membership and shall inform the Secretary in writing of any alteration thereof.

4.3 Any notice required to be given to a Member shall be deemed to have been given:

- (i) by serving it on them personally,
- (ii) by sending it to their electronic address,
- (iii) by pre-paid post to their residential address, or
- (iv) by pre-paid post to their postal address.

4.4 Membership of the Association shall be offered in the following categories:

(a) Full Member

Police who have retired, or are on leave prior to retiring, or been honourably discharged, or resigned after honourable and ethical service, from the NSW Police Force.

(b) Associate Member

- (i) Any widow, widower, spouse, or partner of a Full Member.
- (ii) Any former police officer of any recognised Police Force other than NSW, who has retired or resigned after honourable and ethical service; and any widow, widower, spouse, or partner of same.
- (iii) Any former unsworn officer, spouse, or partner of same, previously employed by any recognised Police Force whether paid or as a volunteer who has retired or resigned after honourable and ethical service.
- (iv) Any other suitable person nominated by two Full Members for approval by the Committee who, due to their former employment and/or beneficial interaction with a recognised Police Force or the Association, should be granted Associate Membership.

(c) Life Member

The Association, by resolution at an Annual General Meeting, may elect to Life Membership any Member who has rendered outstanding service to the Association, by using the following procedure:

- (i) Any Member, in a detailed written submission, submitted at least three (3) months prior to the notified date of the next Annual General Meeting, may nominate a Member for life membership.
- (ii) All such nominations shall be considered by the Committee.

- (iii) The nomination is to be treated as strictly confidential and the response to the nominee is not to be endorsed by the Committee as "Recommended" or "Not Recommended".
- (iv) An approving decision shall require a two-thirds (2/3^{rds}) majority of the Committee present being in favour.
- (v) No more than two (2) Life Members may be appointed in any one calendar year.
- (vi) Life memberships shall not exceed twenty (20) in number at any point in time.

4.5 A person ceases to be a Member of the Association if the person -

- (a) dies, or
- (b) resigns their membership by giving to the Secretary their written intention to do so, or
- (c) is expelled from the Association, or
- (d) fails to pay the annual membership fee as required by Part 5.

4.6 The rights and privileges of every Member shall be personal and non-transferable.

4.7 No Associate Member shall be entitled to vote at any Annual General Meeting of the Association on any resolution for the alteration, omission, amendment, or replacement of Part 4 of this Constitution but is entitled to the same rights and privileges in all other respects as a Full Member, unless stated otherwise.

5. MEMBERSHIP FEES

5.1 The fees for membership payable shall be fixed by the Committee or by an Annual General Meeting as special business.

5.2 Fees are due and shall be paid electronically in advance on the first day of July in each year provided that a Member may, at their option, pay their fees by quarterly or fortnightly instalments.

5.3 A Member forfeits all rights as a Member if that Member is one year in arrears with the payment of fees and their membership may be cancelled if that Member is two years in arrears with the payment of membership fees.

5.4 It shall be competent for the Association to absolve from payment of fees on account of age, health, or necessitous circumstances, any Member who was a financial Member for five continuous years.

5.5 Any Member on reaching the age of 80 years may be absolved from payment of further fees provided they have been a Member for five years.

6 MEMBERS' LIABILITIES

6.1 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 Part 5.

7 MEETINGS

7.1 Annual General Meetings shall be held at least once every year at such time and place as may be prescribed by the Committee. All other meetings of the Association shall be called General Meetings.

7.2 At least seven days' notice specifying the place, day and hour of a meeting, and in the case of special business the general nature of such business, shall be given to the Members as provided in clause 4.3, as well as being placed on the Association's website.

7.3 The accidental omission to give any such notice to any Member shall not invalidate any resolutions passed at any such meeting.

7.4 Any notice sent by post shall be deemed to have been given, unless sufficient evidence is raised to adduce doubt to the contrary, on the seventh working day after the notice was posted. A working day means a day that is not a Saturday or Sunday, a public holiday or a bank holiday in the place to which the notice was addressed.

7.5 No item of business is to be transacted at a General Meeting unless a quorum of five Members entitled under this Constitution to vote is present during the time the meeting is considering that item.

7.6 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting is to stand adjourned to the same day in the following week at the same time and at the same place (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).

7.7 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 at least 3) are to constitute a quorum.

7.8 A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who, after receipt of the notice from the Member, must include that business in the next notice calling that General Meeting.

7.9 The business of an Annual General Meeting shall be -

- (a) to receive and consider the report of the Committee and of the Auditors, the statement of income and expenditure and the balance sheet,
- (b) to elect the Members of the Committee and other officers,
- (c) to transact any other business which under this Constitution ought to be transacted at an Annual General Meeting and any business which is brought under consideration by the report of the Committee or the notice convening such meeting.

7.10 The quorum for an Annual General Meeting shall be ten Members. No business shall be transacted at any Annual General Meeting unless the quorum is present at the commencement of such business.

7.11 The Chair of an Annual General Meeting may with the consent of the meeting adjourn the same but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

8 PROCEEDINGS AT ANNUAL AND GENERAL MEETINGS

8.1 The President shall be entitled to take the Chair at every Annual or General Meeting. If there be no President, or if the President shall not be present within fifteen minutes after the time appointed for holding such meeting, a Vice-President shall take the Chair. If no Vice-President be present, the Members present shall choose one of them to be the Chair for such meeting.

8.2 Every question submitted to such meeting shall be decided by a show of hands of those Members present and in the case of an equality of votes the Chair shall have a casting vote in addition to the vote to which the Chair may be entitled as a Member.

8.3 Voting –

- (a) On any question arising at any meeting of the Association each Full Member has one personal vote only and additionally by proxy but no such Member may hold more than 5 proxies.
- (b) A Full Member is not entitled to vote at any meeting of the Association unless all money due and payable by the Member to the Association has been paid.

8.4 Appointment of proxies –

- (a) Each Member entitled to a personal vote under clause 8.3 is entitled to appoint another such Member as their proxy by written notice given to the Secretary no later than 24 hours before the meeting commences in respect of which the proxy is appointed.
- (b) The notice appointing the proxy is to be in the form set out in Appendix 2 of the Rules

8.5 At any meeting a declaration by the Chair that a resolution has been carried or carried by a particular majority and an entry to that effect in the books of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

9 DISSOLUTION OF THE ASSOCIATION

9.1 The Association shall not be dissolved, on the suggestion of a Member, whilst there are twenty financial Members remaining on the Register of the Association.

9.2 The Association shall not be dissolved except at a General Meeting specially convened for that purpose and by a resolution carried by a majority of four-fifths of the votes recorded. If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property, the same shall not be paid to or distributed among the Members of the Association but shall be given to some other

institution having objects similar to the objects of the Association and which also prohibits the distribution of property among Members. Such institution to be determined by Members of the Association at or before the time of dissolution or in default by a Court as may have jurisdiction in the matter.

9.3 In the event that any Branch is wound up or dissolved, after any debts or liabilities of that Branch are satisfied, the residue of any property and/or funds shall be transferred to the Association and distributed at the discretion of the Committee.

10 DISTRIBUTION OF ASSOCIATION PROPERTY

10.1 The income and property of the Association shall be applied solely towards the promotion of the objectives of the Association and no portion shall be paid or transferred directly or indirectly by way of dividends, bonus, or otherwise by way of profit to the Members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association in return for any services actually rendered to the Association or reasonable or proper rent for premises let by any Member to the Association.

11 COMMITTEE OF MANAGEMENT

11.1 The Committee of Management shall consist of: -

- (a) the office bearers of the Association, and
- (b) up to six (6) Full Members,

each of whom shall be elected at the Annual General Meeting of the Association.

11.2 The office bearers of the Association are Full Members elected as -

- (a) the President,
- (b) the Senior Vice President,
- (c) the Vice President,
- (d) the Treasurer,
- (e) the Secretary, and
- (f) the State Welfare Officer

11.3 Each Member of the Committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the Member's election, but is eligible for re-election. There is no maximum number of consecutive terms for which a Committee Member may hold office.

11.4 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

11.5 The Association in a General Meeting may by resolution remove any Member of the

Committee before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.

11.6 If a Member of the Committee to whom a proposed resolution is referred to in clause 11.5 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 the representations 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.

11.7 Committee meetings and quorum –

- (a) The Committee must meet at least 3 times in each period of 12 months at the place and time that the Committee may determine.
- (b) Additional meetings of the Committee may be convened by the President or by any Member of the Committee.
- (c) Oral or written notice of a meeting of the Committee must be given by the Secretary to each Member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the Members of the Committee) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under subclause (c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.
- (e) Any 5 Members of the Committee constitute a quorum for the transaction of the business of a Committee meeting.
- (f) No business is to be transacted by the Committee 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (h) At a Committee meeting -
 - (i) the President or, in the President's absence, either Vice-President is to preside, or
 - (ii) if the President and the Vice-Presidents are absent or unwilling to act, one of the remaining Members of the Committee chosen by the Members present at the meeting is to preside.
 - (iii) No other person may attend unless by written invitation issued by the Secretary.
- (i) A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's Members a reasonable opportunity to participate.
- (j) A Committee Member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

12 PRESIDENT

12.1 The President shall preserve order and give impartial rulings on all questions raised during an Annual or General Meeting of the Association. If dissent is moved on any ruling given, the President shall leave the Chair until the matter is decided, after having given reasons for so ruling.

13 SECRETARY

13.1 The Secretary shall receive and conduct all correspondence for the Association, as may be necessary, and generally assist in the management of the affairs of the Association.

13.2 The Secretary will prepare and submit for the information of the Members an Annual Report in connection with the affairs of the Association within 21 days after the close of each financial year, and be responsible for bringing notice of the Annual General Meeting to the attention of each Member in accordance with this Constitution.

13.3 The Secretary shall keep a Register in which is to be entered the names and details of all Members of the Association as set out in clause 4.2.

14 TREASURER

14.1 Association payments shall be prepared by the Treasurer, and authorized by either the President or Secretary. The Treasurer shall submit to the Annual General Meeting a duly audited Balance Sheet of all monies received and disbursed for the current financial year.

14.2 The Treasurer shall be responsible for the receipt of all fees and moneys payable to the Association and for the payment thereof into the bank account of the Association.

14.3 The Treasurer shall cause to be kept an account of all moneys received and expended and shall furnish a statement thereof to each Committee meeting and report to the Committee on all matters pertaining to the Association's finances.

15 AUDITORS

15.1 Two Full Members who are not Committee Members shall be appointed to audit the books and accounts of the Association and shall certify, or otherwise, the Annual Balance Sheet.

16 LOCATION OF THE OFFICE

16.1 The Office of the Association shall be the home of the Secretary.

17 BRANCHES

17.1 Branches and Sub-Branches of the Association may be formed if approved by the Committee. Such Branches must have a membership of not less than eight Members. Branches will conduct their own local business.

17.2 All negotiations with government, government authorities, or other representative bodies, as well as approaches to the media and other associations or organizations, relating to matters of general interest, shall be channeled through the Committee to ensure coordination during official negotiations being handled by the Association.

17.3 All matters of policy or management of the Association must be dealt with by the Committee. Such matters must not be circulated between Branches beforehand.

18 BRANCH ADMINISTRATION

18.1 The office bearers of a Branch Management Committee shall consist of at least two Full Members elected as -

- (a) the Branch Chair
- (b) the Branch Vice-Chair
- (c) the Branch Secretary,
- (d) the Branch Treasurer,
- (e) the Branch Social Secretary, and
- (f) the Branch Welfare Officer/s.

18.2 A committee member may hold up to 2 offices (other than both the office of Branch President and Branch Vice-President).

19 INSPECTION OF RECORDS

19.1 The records, books and other documents of the Association, with the exception of the minutes of meetings of the Committee, shall be open for inspection, free of charge, by a Member at any reasonable time and in the presence of a Member of the Committee.

20. DISCIPLINARY ACTION AGAINST MEMBERS

20.1 A Member may make a complaint to the Committee that a Member of the Association has -

- (a) failed to comply with a provision of this constitution, or
- (b) wilfully acted in a way prejudicial to the interests of the Association.

20.2 The Committee may refuse to deal with a complaint if the Committee considers the complaint is unsubstantiated, trivial, or vexatious.

20.3 If the Committee decides to deal with the complaint, the Committee must -

- (a) serve notice of the complaint on the Member the subject of the complaint, and give that Member at least 14 days from the day the notice is served on the Member within which to make submissions to the Committee about the complaint, and
- (b) consider any submissions made by that Member.

20.4 The Committee may, by resolution, expel that Member from the Association or suspend the Member's membership if, after considering the complaint, the Committee is satisfied that -

- (a) the facts alleged in the complaint have been proved, and
- (b) the expulsion or suspension is warranted.

20.5 If the Committee expels or suspends the Member, the Secretary must, within 7 days of that action being taken, give the Member written notice of -

- (a) the action taken, and
- (b) the reasons given by the Committee for taking the action, and
- (c) the member's right of appeal under Part 21.

20.6 The expulsion or suspension does not take effect until the later of the following -

- (a) the day the period within which the Member is entitled to exercise the Member's right of appeal expires, or
- (b) if the Member exercises the Member's right of appeal within the period – the day the Association confirms the resolution under Part 21.

21. RIGHT OF APPEAL AGAINST DISCIPLINARY ACTION

21.1 A Member may appeal against a resolution of the Committee under Part 20 by lodging a notice of appeal with the Secretary within 7 days of being served notice of the resolution.

21.2 The Member may include, with the notice of appeal, a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

21.3 The Secretary must notify the Committee that the Secretary has received a notice of appeal.

21.4 If notified that a notice has been received, the Committee must call a General Meeting of the Association to be held within 28 days of the day the notice was received.

21.5 At the General Meeting -

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the Member must be given an opportunity to state the Member's case orally or in writing, or both, and
- (c) the Committee must be given the opportunity to state the Committee's case orally or in writing, or both, and
- (d) the Members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

21.6 The appeal is to be determined by a simple majority of votes cast by the Members.

22. RESOLUTION OF INTERNAL DISPUTES

22.1 The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation -

- (a) a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or
- (b) a dispute between 1 or more members and the association.

22.2 If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.

22.3 The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

23 AFFILIATION

23.1 The Association may cooperate with any other association or organization in the furtherance of any objective of the Association. Affiliation may be arranged with another association or organization provided the Association retains its full independence.

24 AMENDMENT OF CONSTITUTION

24.1 This Constitution may only be amended, repealed, or added to by a special resolution passed at an Annual General Meeting or as provided for by the Act.

25 INTERPRETATION

25.1 The Committee shall have the authority to interpret for a Member any part of the Constitution and shall determine any matters relating to the Association on which the Constitution is silent, subject to the authority of NSW Fair Trading.

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