



## **CONSTITUTION AND RULES OF THE NSW WORKERS' COMPENSATION SELF-INSURERS ASSOCIATION INCORPORATED**

### **Table of contents**

Part 1	Preliminary .....	3
1.	Name .....	3
2.	Objectives .....	3
3.	Definitions .....	3
Part 2	Membership.....	4
4.	Membership qualifications .....	4
	Full members.....	4
	Associate members.....	4
	Provisional members .....	4
	Affiliate members.....	4
5.	Independence of members.....	4
6.	Application for full, associate or provisional membership .....	5
7.	Cessation of membership .....	5
8.	Membership entitlements .....	5
9.	Resignation of membership.....	6
10.	Register of members.....	6
11.	Fees and subscriptions.....	6
12.	Members' liabilities.....	7
13.	Procedure for the resolution for disputes between members and the association.....	7
14.	Procedure for the resolution of disputes between members.....	7
15.	Disciplining of members .....	8
16.	Right of appeal of disciplined member .....	8
Part 3	The Executive Committee .....	9
17.	Powers of the executive committee .....	9
18.	Constitution and membership.....	9
19.	Election of executive committee members .....	10
20.	Secretary.....	10
21.	Treasurer.....	10
22.	Casual vacancies.....	11
23.	Removal of executive committee member .....	11
24.	Meetings and quorum.....	11
25.	Delegation by executive committee to sub-committee .....	12
26.	Voting and decisions of executive committee.....	12
Part 4	General Meetings .....	13
27.	Annual General Meetings – holding of .....	13
28.	Annual General Meetings – calling of business at .....	13
29.	Special meetings – calling of.....	13
30.	Bi-monthly meetings – holding of.....	14
31.	Notice .....	14
32.	Quorum and Procedure.....	14
33.	Presiding member.....	15
34.	Adjournment.....	15
35.	Making of decisions .....	15
36.	Special resolution .....	16
37.	Voting.....	16
38.	Appointment of proxies.....	16

Part 5	Miscellaneous .....	16
39.	Executive Officer .....	16
40.	Insurance .....	16
41.	Funds – source.....	17
42.	Funds – management.....	17
43.	Alteration of constitution and rules .....	17
44.	Other matters requiring a special resolution.....	17
45.	Common seal.....	17
46.	Custody of books.....	17
47.	Inspection of books .....	18
48.	Services of notices.....	18
49.	Dissolution of the association.....	18
50.	Indemnity to officers .....	18
Appendix 1	.....	<b>Error! Bookmark not defined.</b>
Appendix 2	.....	<b>Error! Bookmark not defined.</b>
Appendix 3	.....	<b>Error! Bookmark not defined.</b>

## Part 1 Preliminary

### 1. Name

The name of the incorporated association (in these rules called “the association”) is the NSW Workers’ Compensation Self-Insurers Association Incorporated.

### 2. Objectives

The objectives for which the association is established are to promote self-insurance, provide advice to prospective self-insurers and to provide, in respect of workers compensation, injury management and workplace occupational health and safety, for representatives of members of the association and their guests, the following:

- Education;
- Forum for discussion;
- Submissions to or representations in all discussions called by WorkCover NSW or other body, determined by the executive committee;
- Dissemination of information; and

any other thing necessary or incidental to the carrying out of those objectives.

### 3. Definitions

(1) In these rules:

**Commissioner** means the Commissioner of the Office of Fair Trading.

**Committee member** means a member of the executive committee who is not an office bearer of the association as referred to in rule 18(2)(b).

**Executive committee** means the office bearers and committee members as provided for by rule 18(2) and 18(3).

**Financial year** means the year ending on 30 September.

**Member** means either a full member, an associate member or a provisional member or an affiliate member as outlined in rule 4.

**Public officer** is the secretary of the association unless otherwise determined by the executive committee.

**the Act** means the Associations Incorporation Act 1984.

**the Regulation** means the Associations Incorporation Regulation 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, if the function is a duty, a reference to the performance of the 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 under the Act.

## **Part 2      Membership**

### **4.      Membership qualifications**

#### **Full members**

(1) An organisation is qualified to be a full member of the association if:

(a) The organisation was a full member of the association at the time of its incorporation under the Act and has not ceased to be a member of the association at any time after incorporation, and holds a current NSW Self Insurer licence; or

(b) In the case of new members:

- (i) The organisation holds a current NSW workers compensation self-insurers licence; and
- (ii) The organisation has applied for membership of the association as provided for in rule 6; and
- (iii) The organisation has been approved for full membership of the association by the executive committee of the association.

#### **Associate members**

(2) An organisation is qualified to be an associate member if:

(a) The organisation was an associate member of the association at the time of incorporation and has not ceased to be an associate member of the association at any time after incorporation of the association under the Act; or

(b) In the case of new associate members:

- (i) The organisation has applied for membership of the association as provided for in rule 6; and
- (ii)
  - a) The organisation holds a current specialised insurers licence and has been approved by the executive committee to be an associate member; or
  - b) The organisation does not hold a current specialised insurers licence but has otherwise been approved by the executive committee to be an associate member.

#### **Provisional members**

(3) An organisation is qualified to be a provisional member of the association if:

(a) The organisation was a provisional member (“non-member”) of the association at the time of incorporation and has not ceased to be a provisional member of the association at any time after incorporation of the association under the Act; or

(b) In the case of new provisional members:

- (i) The organisation has applied for provisional membership of the association as provided for in rule 6; and
- (ii)
  - a) The organisation is one which is currently investigating the benefits of self-insurance with the intent of obtaining a self-insurers licence in NSW; or
  - b) The organisation is self-insured elsewhere in Australia; or
  - c) The organisation has previously held a self-insurers licence in NSW and is currently managing claims incurred under that licence; and
- (iii) The organisation has been approved for provisional membership of the association by the executive committee of the association.

#### **Affiliate members**

(4) A person or an organisation is qualified to be a affiliate member of the association if:

- a) the person or organisation has been nominated for acceptance as an affiliate member and who is a person or organisation who provides or intends to provide services to an organisation who holds a self insurer's licence or to an organisation who holds a specialised insurer's licence; and
- b) the person or organisation has applied for affiliate membership of the association as provided for in Rule 6; and
- c) the person or organisation has been approved for affiliate membership of the association by the Executive Committee of the Association.
- d) the approval of a person or organisation for affiliate membership of the association by the executive committee is at the discretion of the executive committee.
- e) The person or organisation approved by the executive for affiliate membership is entitled to attend meetings of the Association, unless otherwise advised.

## **5. (a) The organisation was a provisional Independence of members**

Members shall be free to act as they see fit in furtherance of their own interests and membership of this association should not be construed in any way as limiting, restricting or fettering the right of each member to act independently of other members of the association.

## **6. Application for full, associate or provisional membership**

(1) Application for full, associate, provisional or affiliate membership:

- (a) Must be in writing in the form set out in Appendix 1 to these rules or as prescribed from time to time by the executive committee; and
- (b) Must be lodged with the secretary of the association.

(2) As soon as practicable after receiving an application for membership, the secretary must refer the nomination to the executive committee which is to determine whether to approve or to reject the application.

(3) As soon as practicable after the executive committee makes the determination, the secretary must:

- (a) Notify the applicant in writing, that the executive committee approved or rejected the application (whichever is applicable); and
- (b) If the executive committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.

(4) The secretary must, on payment by the applicant of the amounts referred to in para (3) (b) of this rule within the period referred to in that provision as may be extended by the executive committee in its discretion, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

## **7. Cessation of membership**

An organisation ceases to be a member of the association if the organisation:

- (a) Resigns membership; or
- (b) Is expelled from the association in accordance with these rules.

## **8. Membership entitlements**

(1) Each member may nominate up to two representatives to attend meetings of the association. Those persons must be authorised to speak on behalf of the organisation they represent.

Representatives of members do not vote but a member may appoint a representative in accordance with these rules as proxy for the member.

(2) A right, privilege or obligation which an organisation has by reason of being a member of the association:

- (a) Is not capable of being transferred or transmitted to another organisation or person; and
- (b) Terminates on cessation of the organisation's membership.

## **9. Resignation of membership**

(1) A member of the association is not entitled to resign that membership except in accordance with this rule.

(2) A member of the association who has paid all amounts in respect of their membership may resign membership of the association by first giving to the secretary written notice of at least one month of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member. The executive committee may approve a shorter period than one month.

(3) If a member of the association ceases to be a member under para (2) of this rule, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **10. Register of members**

(1) The secretary of the association must establish and maintain a register of members of the association specifying the name and address of each organisation who is a member of the association, its class of membership, together with the date on which the organisation became a member.

(2) The register of members must be kept at the principal place of administration of the association and must be open for inspection free of charge by any member of the association at a reasonable hour.

(3) A member of the association may obtain a copy of any part of the register by contacting the secretary of the association.

## **11. Fees and subscriptions**

(1) A member of the association must, on admission to membership, pay to the association a joining fee determined, for the applicable class of membership, by the executive committee from time to time.

(2) Prior to the end of each financial year, the executive committee must set annual membership fees for the following year for each class of membership.

(3) Annual membership fees become due on the first day of each financial year. Each member must pay the applicable annual membership fee within 3 months of the commencement of each financial year. Annual membership fees are non-refundable.

## **12. Members' 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 11.

## **13. Procedure for the resolution for disputes between members and the association**

(1) If a member has a grievance with the association, it may serve a grievance notice upon the secretary of the association setting out full details of the grievance.

(2) Within 14 days of receipt of the grievance notice, the secretary will convene a meeting of the executive committee.

(3) The secretary will give the aggrieved member notice of the executive committee meeting, such notice stating that the executive committee will:

- (a) Give the member an opportunity to be heard;
- (b) Give due consideration to any written statements submitted by the member; and
- (c) By resolution, determine any action to be taken in relation to the member's grievance.

(4) If the member is not satisfied with the resolution of the executive committee, then within 2 business days of the date of the executive committee meeting, the member may lodge with the secretary a notice to the effect that they wish to appeal to the association in a meeting of the association against the resolution.

(5) Where the secretary receives a notice mentioned in para (4) of this rule, the secretary must put the item on the agenda for the next bi-monthly meeting, unless the executive committee deems it appropriate to call a special meeting to discuss the issue.

(6) A member who has served a grievance notice may withdraw that notice at any time.

## **14. Procedure for the resolution of disputes between members**

(1) A member with a grievance against another member may give notice to the secretary setting out full details of the member's grievance and requesting the secretary convene an executive committee meeting to discuss and resolve the grievance.

(2) The secretary will give notice to all members party to the dispute and invite each of those members to give oral and/or written submissions at the executive committee meeting.

(3) After hearing both sides of the dispute, the executive committee will make a resolution on the grievance.

(4) If the member is not satisfied with the resolution of the executive committee, then within 2 business days of the date of the executive committee meeting, the member may lodge, with the secretary, a notice to the effect that they wish to appeal to a meeting of the association against the resolution.

(5) Where the secretary receives a notice mentioned in para. (4) of this rule, the secretary must put the item on the agenda for the next bi-monthly meeting, unless the executive committee deems it appropriate to call a special meeting to discuss the issue.

(6) A member who has served a grievance notice may withdraw that notice at any time.

### **15. *Disciplining of members***

(1) A complaint may be made to the executive committee in writing by any person, via the secretary, that a representative of a member or 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.

(2) On receiving such a complaint, the executive committee:

- (a) Must cause notice of the complaint to be served on the member or representative of the member concerned; and
- (b) Must give the member or representative at least 14 days from the time the notice is served within which to make submissions to the executive committee in connection with the complaint; and
- (c) Must take into consideration any submissions made by the member or representative in connection with the complaint.

(3) If, after considering the complaint and any submissions made in connection with the complaint, the executive committee is satisfied that the material facts alleged in the complaint have been proved, the executive committee may, by resolution:

- (a) Make a recommendation for expulsion under rule 44; or
- (b) Require the member to nominate a different representative,

And the executive committee may suspend a member from membership of the association pending the resolution of its recommendation or compliance with its requirements.

(4) If the executive committee resolves to take action under this rule, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member or representative of the action taken, of the reasons given by the executive committee for having taken that action and of the member's right of appeal under rule 16.

(5) Action resolved upon by the executive committee under this rule does not take effect:

- (a) Until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- (b) If within that period the member exercises the right of appeal, unless and until the association confirms the resolution, whichever is later.

### **16. *Right of appeal of disciplined member***

(1) A member may appeal to the association in special meeting or bi-monthly meeting against a resolution of the executive committee under rule 15, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.



(2) The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

## **Part 3 The Executive Committee**

### **17. Powers of the executive committee**

The executive committee, subject to the Act, the Regulation and these rules and to any resolution passed by the association in a meeting:

- (a) Is to control and manage the affairs of the association; and
- (b) May exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and
- (c) Has power to perform all such acts and do all such things as appear to the executive committee to be necessary or desirable for the proper management of the association.

### **18. Constitution and membership**

(1) To be eligible for a position on the executive committee, a person must be:

- (a) An employee of a full member; or
- (b) An employee of an associate member

(2) Subject, in the case of the members of the first executive committee, to section 21 of the Act, the executive committee is to consist of:

- (a) The office bearers of the association; and
- (b) Up to 6 committee members, no more than one of whom may be an employee of an associate member, each of whom is to be elected at the annual general meeting of the association under rule 19.

(3) The office bearers of the association are to be:

- (a) The chairman;
- (b) The vice chairman;
- (c) The treasurer; and
- (d) The secretary.

(4) To be eligible to be an office bearer, a person must be an employee of a full member.

(5) Each member of the executive committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(6) Subject to rule 22, in the event of a casual vacancy occurring in the membership of the executive committee, the executive committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **19. Election of executive committee members**

- (1) Nominations of candidates for election as office bearers of the association or as members of the executive committee:
  - (a) Must be made in writing, signed by 2 members of the association and the nominee; and
  - (b) Must be delivered to the secretary of the association at least 21 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the executive committee, the candidates nominated are taken to be elected.
- (3) If insufficient nominations are received, any vacant positions remaining on the executive committee are taken to be casual vacancies.
- (4) 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) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of the office bearers and committee members is to be conducted at the annual general meeting in accordance with Appendix 2.

## **20. Secretary**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) All appointments of office-bearers and members of the executive committee;
  - (b) The names of members of the executive committee present at an executive committee meeting; and
  - (c) All proceedings at executive committee meetings, annual general meeting, special and bi-monthly meetings.

## **21. Treasurer**

It is the duty of the treasurer of the association to ensure:

- (a) That all money due to the association is collected and received and that all payments authorised by the association are made; and
- (b) That 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.

## **22. Casual vacancies**

For the purposes of these rules, a casual vacancy in the office of a member of the executive committee become vacant if the executive committee member:

- (a) Ceases to be an employee of a member of the association; or
- (b) Resigns office by notice in writing given to the secretary; or
- (c) Is removed from office under rule 23; or
- (d) Is absent without the consent of the executive committee from all of the executive committee meetings held during a period of six months; or
- (e) Dies.

## **23. Removal of executive committee member**

(1) The association in special meeting may, by resolution, remove any member of the executive committee from the office of executive committee member before the expiration of the executive committee 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 executive committee member so removed.

(2) If a member of the executive committee to whom a proposed resolution referred to in para (1) of this rule relates, makes representations in writing to the secretary or chairman (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or chairman 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.

## **24. Meetings and quorum**

(1) The executive committee must meet at least five times in each period of 12 months at such place and time as the executive committee may determine.

(2) Additional meetings of the executive committee may be convened by the chairman or by any member of the executive committee with the approval of the chairman.

(3) Oral or written notice of a meeting of the executive committee must be given by the secretary to each member of the executive committee at least 7 days (or such other period as may be unanimously agreed on by the members of the executive committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under para (3) of this rule must specify the general nature of the business to be transacted at the meeting. Other business may be transacted at the discretion of the Chairman.

(5) If, at the time of the start of a meeting, not less than half the number of current executive members is present, that constitutes a quorum for the transaction of the business of a meeting of the executive committee.

(6) No business is to be transacted by the executive 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.

(7) 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.

- (8) At a meeting of the executive committee:
- (a) The chairman or, in the chairman's absence, the vice chairman is to preside; or
  - (b) If the chairman and the vice-chairman are absent, such one of the remaining members of the executive committee as may be agreed by the executive committee members present at the meeting is to preside.
  - (c) If the Chairman and Vice-chairman are unwilling to act, the secretary is to preside.

## **25. Delegation by executive committee to sub-committee**

(1) The executive committee may delegate to one or more sub-committees (consisting of such member or members of the association as the executive committee thinks fit) the exercise of such of the functions of the executive committee other than:

- (a) This power of delegation; and
- (b) A function, which is a duty, imposed on the executive committee 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 subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified by the executive committee.

(4) Despite any delegation under this rule, the executive committee may continue to exercise any function delegated.

(5) Any act of 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 executive committee.

(6) The executive committee may revoke wholly or in part any delegation under this rule.

(7) A sub-committee may meet and adjourn as it thinks appropriate.

## **26. Voting and decisions of executive committee**

(1) Questions arising at a meeting of the executive committee or of any sub-committee appointed by the executive committee are to be determined by a majority of votes of members of the executive committee or sub-committee present at the meeting.

(2) Each member present at a meeting of the executive committee or of any sub-committee appointed by the executive committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to rule 24 para (5), the executive committee may act despite any vacancy on the executive committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the executive committee or by a sub-committee appointed by the executive committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the executive committee or sub committee.

## **Part 4    General Meetings**

### **27.    Annual General Meetings – holding of**

(1) With the exception of the first annual general meeting of the association, the association must, 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 members.

(2) The association must hold its first annual general meeting:

- (a) Within the period of 18 months after its incorporation under the Act, and
- (b) Within the period of 6 months after the expiration of the first financial year of the association.

(3) Paragraphs (1) and (2) of this rule have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

### **28.    Annual General Meetings – calling of business at**

(1) The annual general meeting of the association is, subject to the Act and to rule 27, to be convened on such date and at such place and time as the executive committee 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 is to include the following:

- (a) To confirm the minutes of the last bi-monthly meeting and of any special general meeting held since that bi-monthly meeting;
- (b) To receive from the committee reports on the activities of the association during the last preceding financial year;
- (c) To elect office-bearers of the association and members of the executive committee;
- (d) To receive and consider the financial statement which is required to be submitted to members under section 26(6) of the Act.

(3) An annual general meeting must be specified as such in the notice convening it.

### **29.    Special meetings – calling of**

(1) The executive committee may, whenever it thinks fit, convene a special meeting of the association.

(2) The executive committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special meeting of the association.

(3) A requisition of members for a special meeting:

- (a) Must state the purpose or purposes of the meeting; and
- (b) Must be signed by the members making the requisition; and
- (c) Must be lodged with the secretary; and

- (d) May consist of several documents in similar form, each signed by one or more of the members making the requisition.

(4) If the executive committee fails to convene a special meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special meeting to be held not later than 3 months after that date.

(5) A special meeting convened by a member or members as referred to in para (4) of this rule must be convened as nearly as practicable, in the same manner as general meetings are convened by the executive committee.

### **30. *Bi-monthly meetings – holding of***

(1) The association shall hold no less than four bi-monthly meetings each calendar year. Bi-monthly meetings provide a forum in which the executive committee can consult with members about relevant issues, members can bring new matters to the attention of the executive committee and information can be shared and discussed. Bi-monthly meetings are not formal general meetings unless convened as such.

(2) Dates for the bi-monthly meetings shall be determined by the executive committee.

(3) Dates for each year's bi-monthly meetings shall be advised within three months of the commencement of each financial year.

(4) A member desiring to bring any business before a bi-monthly meeting may give notice in writing of that business to the secretary who must, unless otherwise agreed by the executive committee, include that business in the next notice calling a bi-monthly meeting. The chairman of the meeting has the discretion to allow the discussion of items raised at the meeting even though such items have not been notified in writing to the secretary.

### **31. *Notice***

(1) Except if the nature of the business proposed to be dealt with at a special meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the special meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a special meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the special meeting, cause notice to be given to each member specifying, in addition to the matter required under para (1) of this rule, the intention to propose the resolution as a special resolution.

### **32. *Quorum and Procedure***

(1) No item of business requiring a vote is to be transacted at a special meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) A quorum shall consist of a minimum of one third of the voting representatives of the financial members and shall include at least two executive committee members for the transaction of the business of a special meeting.

(3) If within half an hour after the appointed time for the commencement of a special meeting a quorum is not present, the vote is adjourned to a date to be determined by the executive committee.

(4) If, at the adjourned vote, a quorum is not present, the members present shall constitute a quorum.

### **33. Presiding member**

(1) The chairman or, in the chairman's absence, the vice-chairman, is to preside as chairman at each meeting of the association.

(2) If the chairman and the vice-chairman are absent the members present must elect one of the members present to preside as chairperson at the meeting.

(3) If the Chairman and Vice-chairman are unwilling to act, the secretary is to preside.

### **34. Adjournment**

(1) The chairman of a meeting of the association 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a meeting of the association is adjourned for 14 days or more, the secretary must give written or oral 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 paras (1) and (2) of this rule, notice of adjournment of a meeting of the association or of the business to be transacted at an adjourned meeting is not required to be given.

### **35. Making of decisions**

(1) A question arising at a meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded (para 2 of this rule), a declaration by the chairman 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 minutes, 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 meeting of the association, a poll may be demanded by the chairperson or by at least three members present in person or by proxy at the meeting.

(3) If a poll is demanded at a meeting, the poll must be taken:

(a) Immediately in the case of a poll which relates to the election of the 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 chairman directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on the matter.

### **36. Special resolution**

A resolution of the association is a special resolution:

- (a) If it is passed by a majority which comprises at least 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 meeting of which at least 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 practicable for the resolution to be passed in the manner specified in para (a) of this rule, if the resolution is passed in a manner specified by the Commissioner.

### **37. Voting**

- (1) On any question arising at a meeting of the association full and associate members each have one vote only. Provisional and affiliate members do not have the right to vote.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of votes on a question at a meeting, the chairman of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any meeting of the association unless all money due and payable by the member or proxy has been paid in accordance with rule 11.
- (5) The association will not make any resolution by postal vote.

### **38. Appointment of proxies**

- (1) Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 3 to these rules.

## **Part 5 Miscellaneous**

### **39. Executive Officer**

- (1) The executive committee may second an executive officer to assist the executive committee of the association. The executive officer may not necessarily be employed by a full or other member.
- (2) The executive committee may nominate the executive officer to represent the association on any advisory or other body, or otherwise as required from time to time. The executive committee may resolve to pay the executive officer his or her expenses or other remuneration as the executive committee may resolve. The executive officer is not entitled to vote as committee member.

### **40. Insurance**

The association may effect and maintain insurance.



#### **41. Funds – source**

- (1) The funds of the association are to be derived from entrance fees, annual subscriptions of members, education fees, donations and, subject to any resolution passed by the association in meeting, such other sources as the executive committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **42. Funds – management**

- (1) Subject to any resolution passed by the association in a meeting, the income and property of the association whencesoever derived shall be applied solely towards the promotion of the objectives of the association. No portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever 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 or to any member of the association in return for any services actually rendered to the association or reasonable and proper rent for premises let by any member of the association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed jointly by any two office bearers of the executive committee, being authorised to do so by the executive committee.

#### **43. Alteration of constitution and rules**

The constitution may be altered, rescinded or added to only by a special resolution of the association.

#### **44. Other matters requiring a special resolution**

Subject to rule 43, the following matter may only be decided by a special resolution:

- (a) The decision to expel any member,
- (b) The decision to remove any office bearer or other executive committee member.

#### **45. Common seal**

- (1) The common seal of the association must be kept in the custody of the secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the executive committee and the affixing of the common seal must be attested by the signatures of two office bearers of the executive committee ..

#### **46. Custody of books**

Except as otherwise provided by these rules, the secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

#### **47. Inspection of books**

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

#### **48. Services of notices**

(1) For the purpose of these rules, a notice may be served on or given to a person:

- (a) By delivering it to the person personally; or
- (b) By sending it by pre-paid post to the address of the person; or
- (c) By sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) In the case of a notice given or served personally, on the date in which it is received by the addressee; and
- (b) In the case of a notice sent by pre-paid post, on the date it would have been delivered in the ordinary course of post; and
- (c) In the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **49. Dissolution of the association**

The association shall not be dissolved except at a meeting of the association specially convened for the purpose and by a resolution carried by a majority or four-fifths of the votes recorded in respect of the same. If, upon the winding up or dissolution of the association, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the association but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the association and which shall also prohibit the distribution of its or their property among its or their members. Such institution or institutions is to be determined by the members of the association at or before the time of dissolution or in default thereof by the Director General or such court as may have or acquire jurisdiction in the matter.

#### **50. Indemnity to officers**

To the extent permitted by law, each officer of the association is hereby indemnified by the association for all claims, expenses, obligations, liabilities and other kinds of loss suffered or incurred in respect of the officer acting as such. However this indemnity does not apply in respect of any loss to the extent suffered or incurred as a result of the officer's dishonesty or bad faith.

## Appendix 1



The N.S.W. Workers' Compensation  
Self Insurers Association Incorporated Inc.

Employers Managing Their Own Risk

ABN 69 780 464 009

# APPLICATION FOR or RENEWAL OF EXISTING MEMBERSHIP

Tax Invoice (GST Exempt)

We	Company Name				
of	Street Address				
Suburb/City:		State:		Postcode:	

hereby renew our membership as a:

- Full Member** (Licensed NSW Self-Insurer)  
 **Associate Member** (Specialised NSW Insurer)  
 **Provisional Member** (an organisation currently investigating benefits of self-insurance or an organisation self-insured elsewhere in Australia or an organisation which has previously held a self-insurer licence and is currently managing claims incurred under that licence or an organisation which was already a "non-member" at the time of incorporation and has not ceased to be a member of this category)

of the **NSW Workers' Compensation Self Insurers Association Incorporated.**

### Fees

**Full Member:** as set by the Executive Committee  
**Associate Member:** as set by the Executive Committee  
**Provisional Member:** as set by the Executive Committee

### Contact Details

Postal Address: (or 'As Above'):

Address					
Suburb/City:		State:		Postcode:	
Fax Number:					

Please nominate up to two Company Representatives, and an additional Representative for OH&S matters.

Company representatives must be employees of the member.

**First Self Insurance Representative:**

<b>Name:</b>	<b>Job Title:</b>
<b>Tel/Mobile</b>	<b>Email:</b>

**Second Self Insurance Representative:**

<b>Name:</b>	<b>Job Title:</b>
<b>Tel/Moblile</b>	<b>Email:</b>

**OH&S Representative:**

<b>Name:</b>	<b>Job Title:</b>
<b>Tel/Mobile</b>	<b>Email:</b>

We would like our details to be kept confidential until further advised:  yes  no  
We have read and agree to be bound by the Association's rules.

Signed \_\_\_\_\_

Date \_\_\_\_\_

Duly authorised officer of the applicant

**Please Return, with payment to:**

**PAYMENT TO BE MADE BY: CHEQUE [ ] or EFT [ ] please tick appropriate box.**

## ***Appendix 2***

### **Procedure for Elections**

Subject to Parts 3 and 4 of the rules of the Association:

1. Persons seeking re-election to the executive committee must advise the association of their intention to stand for re-election at the last scheduled bi-monthly meeting prior to the Annual General Meeting at which the election is to take place.
2. All nominations must be delivered to the secretary at least 21 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
3. Proxy forms identifying candidates must be sent to all financial members 14 days prior to the Annual General Meeting and must be returned to the current secretary or chairman at least 24 hours before the scheduled commencement of the Annual General Meeting at which the election is to take place.
4. The executive committee shall put a procedure in place to ensure there is only one vote per voting member.
5. The executive committee members shall be responsible for issuing ballot papers to the proxy-holder voting on behalf of each member.
6. Candidates for the position of Chairman shall be required to make a timed speech of not more than five minutes duration.
7. Two independent scrutineers, with no links to any candidate, shall be called.
8. Matters relating to the election process, not dealt with by the rules of the Association including this procedure, and including any limitation on the number of employees of associate members that may be appointed to the executive committee, shall be dealt with by the Chairman of the meeting at his or her absolute discretion.

## Appendix 3

### Form for appointment of proxy

I, .....  
(full name)

of .....  
(address)

being a member of the NSW Workers' Compensation Self-Insurers Association

hereby appoint .....  
(name of proxy)

of .....  
(address of proxy)

being a representative of a full or associate member of the association, as my proxy to vote for me on my behalf at the meeting of the association (annual general meeting or special meeting or as the case may be) to be held on the ..... day of ..... and at any adjournment of that meeting.  
(month/year)

My proxy is authorised to vote as follows:

..... for/against  
(Insert resolution to be voted upon) (circle one)

..... for/against  
(Insert resolution to be voted upon) (circle one)

..... for/against  
(Insert resolution to be voted upon) (circle one)

.....  
(signature of member appointing proxy) (date)

Note: A proxy vote may not be given to a person who is not a full or associate member of the association