

NEWCASTLE MULTIPLE BIRTH CLUB INCORPORATED

Established September 1969 as “Newcastle Mothers of Twins Club”

CONSTITUTION

as from February 3rd, 2025

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Part 1: Preliminary

1. Definitions

In this constitution:

- i) “Club” means the “Newcastle Multiple Birth Club Incorporated”
- ii) “Board” means the governing administrative body of the Newcastle Multiple Birth Club Incorporated
- iii) “Member” means a financial member who receives all Club privileges
- iv) “Gemini News” means the official publication of the Club
- v) “AMBA” means the Australian Multiple Birth Association Incorporated
- vi) “Code of Ethics” means that document produced by AMBA to guide the responsible and ethical behaviour and practices of individual members, Member Clubs and all other levels of AMBA
- vii) “Officer” means an individual incumbent in a Board position as detailed in Parts 4 and 5 of this Constitution
- viii) “Procedure Manual” means the document to:
 - a. assist members of the Club in the performance of Board and non-Board roles
 - b. provide the mechanism for dealing with internal disputes, and discipline of members
 - c. provide the mechanism for dealing with complaints made by members of the public and grievances from employees
- ix) “Risk Management Policy” means the document that describes the identified risks to the Club and its members and strategies for the Board to follow to minimize the possible risks occurring
- x) “The Act” means the Associations Incorporation Act, 2009
- xi) “Assets Register” means the register of all assets and resources of the Club
- xii) “Rules of the Club” means the rules as shown in the Constitution, By-Laws, Procedure Manual, Job Descriptions, Risk Management Policy, Internet Protocol and Code of Ethics
- xiii) “Month” means a calendar month
- xiv) “Post” means any form of postage including but not limited to Prepaid Post, Parcel Post, Registered Mail, Courier, Business Post, Next Day Delivery
- xv) “Written” and “In Writing” includes all modes of representing or reproducing words in a visible form
- xvi) Words importing the singular number include the plural number and words importing the plural number include the singular number

- xvii) Words importing the feminine gender include the masculine gender
- xviii) Headings are for ease of reference and shall not affect in any way the interpretation or construction of the Clause or Clauses to which they refer

Part 2: Objects

2. Objects

The objects of the Newcastle Multiple Birth Club are:

- a. To provide a means of communication for sharing information on the care and raising of multiple birth children
- b. To provide social meetings and functions for its members
- c. To be a non-commercial, non-sectarian and non-profit organisation
- d. To co-operate with and actively participate in research projects on local, national or international level
- e. To increase the awareness of the individuality of twins, triplets, quadruplets and other multiples

Part 3: Membership

3. Qualifications

1. Members of this Club shall consist of parents, expectant parents and legal guardians of multiple birth children, classified as follows:
 - a. **Members:** They shall pay the required annual fees which include subscription to “Gemini News”. They shall receive all Club privileges.
 - b. **Honorary members:** Members exempted from paying annual membership fees and in accordance with Rule 3.3
 - c. **Life Members:** Honorary members who have been awarded Life Membership in accordance with Rule 3.4
2. Membership is open to all individuals who qualify under Rule 3.1 who accept the Objects and Rules of the Club
3. The Board may grant Honorary membership to any person for whatever reasons, and for whatever periods in individual cases it deems fit. Such membership may be reviewed from time to time by the Board or by subsequent Boards
4. The Board may from time to time select those members or past members who, in the opinion of the Board are worthy of Life Membership by reasons of their having rendered meritorious service to the Club, or upon whom the Board desires to confer

such distinction. A Life Member shall be entitled to all the privileges of membership without payment of the annual subscription

4. Procedure

1. Individuals wishing to become members of the Club shall make an application to the Board for membership via an online portal accessed from the club's website
2. The Board shall determine whether or not to accept an application for membership. The Board is not required to supply reasons for accepting or rejecting an application for membership
3. Membership shall cease upon death, resignation, expulsion, or failure to pay outstanding membership fees. Membership rights, privileges or obligations terminate upon cessation of the person's membership
4. A member who has let their membership expire will be notified via an automated email alert system and they may also be contacted by the Membership Secretary. Membership rights, privileges or obligations will cease from the date of expiry but may be reinstated upon renewal of membership and payment of annual fees

5. Register

1. The Board must establish and maintain a register of members of the association.
2. The register:
 - a. will be kept in electronic form, and
 - b. must include, for each member:
 - i. the member's full name, and
 - ii. a residential, postal or email address, and
 - iii. the date on which the person became a member, and
 - iv. if the person ceases to be a member - the date on which the person ceased to be a member, and
 - c. must be kept in New South Wales, and
 - d. must be available for inspection, free of charge, by members at a reasonable time, and
 - e. the electronic form must be able to be converted to a hard copy
3. As the register kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register
4. A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the committee, for each page copied
5. Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.

6. A member must not use information about a member obtained from the register to contact or send material to the member, unless:
 - a. the information is used to send the member:
 - i. a newsletter, or
 - ii. a notice for a meeting or other event relating to the association, or
 - iii. other material relating to the association, or
 - b. it is necessary to comply with a requirement of the Act or the Regulation.

6. Rights

Membership rights, privileges or obligations may not be transferred or transmitted to another person

7. Liability

The members of the Club shall have no liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the Club or the costs, charges and expenses of the winding up of the Club

8. Discipline

The procedure for disciplining members shall be determined by the Board and shall be recorded in the Club Procedure Manual. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next general meeting of the Club

9. Fees

1. Membership renewal fees shall be payable on the anniversary of the Member joining. Members can set their membership to automatically renew, or can renew manually through the online portal
2. The Board, at the time of the AGM, shall review the membership fees, and notify club members accordingly. Any fee adjustment would come into effect one month after such given notice.
3. Members will be automatically notified in regard to their membership expiration with details about how to renew.
4. Membership ceases upon expiration unless a Member renews by paying the annual fees on that date.
5. A previous Member can reinstate their membership after expiration by paying their annual fees. A Member's new expiration date will be on the anniversary of the date they renewed their membership.

6. There will be no refund of fees by reason of a member's resignation, death or expulsion
7. Life Members shall be exempt from paying annual fees and shall remain on the newsletter circulation list.

10. Newsletter

1. The Club news bulletin shall be known as "Gemini News". Issues shall be made regularly as determined by the board ex January
2. A copy of each issue of "Gemini News" shall be forwarded to members and subscribers as an electronic version to their email address.
3. "Gemini News" shall be sent to all financial members, all financial associate members, and to all Life Members, honorary patrons and any other current honorary members. Complimentary copies of the newsletter may be distributed at the discretion of the Membership Secretary or other authorised Board member

Part 4: Club Board

11. Powers

1. The Club shall have its affairs controlled and managed by the Office Bearers and other members known as the Board and, without in any way limiting the generality of such powers, shall have the power to control and manage:
 - a. the business, property and funds of the Club
 - b. members, including power to terminate membership
 - c. Club-appointed committees and their appointment
 - d. Life Members and their appointment
 - e. Honorary members and their appointment
 - f. Annual and Special General meetings
 - g. official publication of the Club
 - h. the carrying out of all objects of the Club
2. No member of the Board shall be appointed to any salaried office of the Club or any office of the Club paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Club to any members 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 Club's bankers for money lent to the Club
 - c. reasonable and proper rent for premises let to the Club

3. The Executive Officers shall consist of a President, 1st Vice-President, 2nd Vice-President, Secretary, and Treasurer. There shall be up to six (6) other members of the Board
4. The Executive Officers and other members of the Board shall be elected at the annual elections (refer Rule 12)
5. The Board may allocate any additional and/or temporary positions that from time to time are necessary and that are not already provided for in Rule 17
6. The Board shall have the power to temporarily override a clause of the club constitution, in order to facilitate a particular action that is required, provided that:
 - a. such action does not contravene the aims and objectives of the club
 - b. the period for which that clause is overridden is defined and does not exceed a period of 12 months and
 - c. it is clearly stated that the club shall abide by all other aspects of its constitution for that period
7. The Public Officer shall be an ex officio member of the Board

12. Elections

1. The annual elections shall be held at a Special General Meeting which shall be held at either the Annual General Meeting or at a previous meeting, as the Board determines
2. Nominations of candidates for election as Office Bearers or other Board members may be made at the Special General Meeting convened for that purpose or in such other way as may be determined by the Club Board at a general meeting
3. The member elected as President must preferably have served on the Club Board for at least one year
4. All Board members must be financial members who have attended meetings regularly or who intend to if elected.
5. If more than one valid nomination is received for a position, a ballot is to be held
6. If no valid nomination is received for the position of an Executive Officer, the incumbent Executive Officer shall be permitted to serve an additional term in the same office (refer Rule 14.2), or until such time as a replacement is co-opted or appointed

13. Vacancies

1. In the event of a casual vacancy in the office of President, the 1st Vice-President (or alternatively the 2nd Vice-President) shall be invited to assume the duties of the President until the next election

2. If, in the event of a vacancy in the office of President, when neither of the Vice-Presidents is willing to assume the duties of the President, the Board meetings shall be chaired by individual members of the Board on a rota basis
3. Any other casual vacancy occurring in the Board may be filled by a member appointed by the Board, or by the Board's determining the best possible means by which the duties relevant to that position may be continued
4. The office of a member of the Board shall become vacant if Club membership ceases and/or:
 - a. if the member becomes bankrupt or makes any arrangement or composition with the member's creditors generally
 - b. if the member becomes mentally ill or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health
 - c. if the member resigns the office by notice in writing to the Club
 - d. if the member is absent from three (3) successive Board meetings without approval by the Board
 - e. if the person holds any office of profit under the Club
 - f. if the person is directly or indirectly interested in any contract or proposed contract with the Club

14. Term

1. Term of office shall be one year or until successors are appointed or elected
2. Executive Officers may serve one additional consecutive term in the same office
3. Retiring Board members are eligible for re-election subject to Rules 13.3 and 12.2
4. Incoming Board members shall assume authority at the Changeover Board Meeting, the date of which shall be determined by the Board prior to the Annual General Meeting

15. Procedure and Quorum

1. Subject to clause 4.15.3 below, the Quorum for a Board meeting shall be one-third of the total number of Board members plus one (i.e. for a Board of 10-12 members, the quorum shall be five (5), for a Board of 7-9 members, the quorum shall be four (4), for a Board of 4-6 members, the quorum shall be (3))
2. If at any Board meeting a quorum is not or does not remain present, the meeting may:
 - a. be reconvened to another date; or
 - b. continue, but the chairperson shall declare (and the minutes shall show) that a quorum is not present. The decisions made at the meeting shall then carry the weight of recommendations to be ratified, either later during the

course of the meeting should the quorum be achieved, or at the next convened meeting where a quorum is present

3. The Board may function validly provided its number is not reduced below the quorum for a Board meeting. Should Board numbers fall below that quorum the remaining Board members may act only to appoint new Board members
4. Notice of Board meetings shall be given at the previous Board meeting or by such other means as the Board may decide upon
5. Each Board member shall be entitled to one vote, subject to Rules 15.6, 15.7 and 29
6. Questions arising at any meeting of the Board shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote
7. Floor members may attend Board meetings at the President's discretion, but only Board members may vote or move or second motions
8. All Board members shall be required to attend Board meetings, and each Board member shall submit a monthly report at the Board meeting and if unable to attend shall submit a written report on the activities of the portfolio to the President before the meeting
9. Each Board member shall keep an up-to-date copy of the Club Rules and the AMBA Code of Ethics and shall be responsible for ensuring that:
 - a. the Club operates in accordance with the Rules and the AMBA Code of Ethics
 - b. Club members are made familiar with the Rules and the AMBA Code of Ethics

Part 5: Administration

16. Chairperson

1. The President, or, in the President's absence, one of the Vice-Presidents, shall act as chairperson at each general meeting and Board meeting of the Club
2. If the President and Vice-Presidents are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson

17. Activities

The Board members shall assume responsibility for the following Club services:

- a. meeting programs

- b. social events
- c. membership
- d. fund-raising
- e. newsletter editing, production and circulation
- f. AMBA liaison
- g. Public Officer
- h. equipment service
- i. publicity
- j. expectancy program
- k. Privacy Officer
- l. Website administration
- m. any other services not covered by the above

18. Records

1. The Board shall ensure that records of the business of the Club are kept, including the constitution, by-laws, register of members, minutes of all general and Board meetings and a file of correspondence
2. The Treasurer shall ensure that correct books and accounts are kept, showing the financial affairs of the Club. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer
3. Except as otherwise provided for by these Rules, the Public Officer shall keep in custody or under control all records, books and other documents relating to the Club
4. The records, books and other documents of the Club shall be open to inspection, free of charge, by a member of the Club at any reasonable hour

19. Duties

Details of duties of Office Bearers and other Board members shall be kept on record in the Club procedure manual. This shall be readily accessible to all Board members.

Procedures shall be kept updated

20. Public Officer

1. The Board shall ensure that a person is appointed as a Public Officer
2. The Board may at any time remove the Public Officer and appoint a new Public Officer
3. The Public Officer shall be deemed to have vacated the position in the following circumstances:
 - a. death

- b. resignation
 - c. removal by the Board or at a general meeting
 - d. bankruptcy or financial insolvency
 - e. mental illness
 - f. residency outside New South Wales
4. The Public Officer may be an Office Bearer, Board member, or any other person regarded as suitable for the position by the Board

21. Club Property

Retiring Board members and non-Board members responsible for specific areas of Club activity shall return to the Club promptly all Club property including assets, records and the Procedure Manual, at the end of their term of office and/or period of responsibility

22. Procedure Manual

The Club shall maintain a Procedure Manual which shall contain up-to-date details of the following:

- a. Club Rules
- b. AMBA constitution and Code of Ethics
- c. duties of Club executive officers and other Board members
- d. guidance information for non-Board members currently responsible for specific Club activities
- e. Club assets register
- f. current information concerning the regulations governing incorporated and charitable organisations
- g. details of the mechanism for dealing with internal disputes and the discipline of members
- h. details of the mechanism for dealing with complaints made by members of the public and grievances from employees

23. Club Rules / By-Laws

The Board shall make such rules/by-laws as are required to conduct the business of the Club so long as these rules do not contravene the Constitution and that such rules are made by a simple majority vote at a Board meeting or at a Club meeting

Part 6: Meetings

24. Annual General

1. The Annual General Meeting of the Club shall be held in August or September of each year
2. At the Annual General Meeting the following business shall be transacted:
 1. confirmation of the minutes of the last Annual General Meeting and any recent Special General Meeting
 2. receipt of the Board's report upon the activities of the club in the last financial year
 3. confirmation of proposed Club fees for the current year
 4. receipts and consideration of a statement from the Board which is not misleading and gives a true and fair view for the last financial year of the Club's:
 - i. income and expenditure
 - ii. assets and liabilities
 - iii. mortgages, charges and other securities
 - iv. trust properties
 5. annual election of Board members (as required)
 6. appointment of honorary patrons and public officer

25. Board

The Board shall meet at least once a month (except January)

26. Place of Meeting

1. For the purposes of this Constitution, a Board Meeting may be held at two or more venues using any technology that gives members as a whole a reasonable opportunity to participate
2. Special Board meetings may be called at any time by any two (2) members of the Board

27. Club

Club meetings shall be held monthly (with the exception of January), and shall be arranged by the Board as required.

28. Quorum

The Quorum for a general club meeting shall be five (5) members

29. Voting

1. Each member family shall be entitled to a single vote
2. Only financial members and Life Members may vote at Club meetings
3. Voting shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three-quarter majority is required
4. All votes shall be given personally and there shall be no voting by proxy
5. In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote
6. 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

30. Special

The Board may, whenever it thinks fit, convene a Special General Meeting of the Club. A Special General Meeting must be convened by the Board within one month of receiving a written request to do so from at least five (5) per cent of the membership of the club

31. Notices

1. At least 48 hours' written notice of all general meetings shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the meeting shall be given to members at least twenty-one (21) days before the meeting
2. A notice may be given to any member either:
 - a. personally
 - b. by sending it by post to that member at the postal address registered with the Club or, if there is no registered address, to the place of abode of the member last known to the Board
 - c. by sending it electronically to that member at the electronic address registered with the Club
3. In exceptional circumstance notice may be served by advertisement in at least one daily national newspaper if such notice be intended for all members of the Club. Notices of meeting served by advertisement in newspapers shall contain details of the nature and purpose of the meeting

4. Any notice sent by post shall be deemed to have been served on the third working day following posting. Any notice sent electronically shall be deemed to have been received on the day of electronic transmission. Any notice given by advertisement shall be deemed to have been served on the day of issue of the newspaper in which the advertisement appears
5. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any member shall not invalidate the proceedings of a meeting held in pursuance of such notice

Part 7: Funds

32. Source

The funds of the Club shall be derived from entrance fees, membership fees, donations, grants and such other sources approved by the Club

33. Management

1. All money received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club's bank accounts. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the Board, or by electronic transfer to the payee's nominated banking account. Major or unusual expenditures shall be authorised in advance by the Board or a general meeting
2. The Club shall, as soon as practicable after receiving any money, issue an appropriate receipt
3. The Club banking accounts shall be operated upon as follow:
 - a. the general operating account by any two of five co-signatories, being the following: President, Secretary, Treasurer, and one other Executive Officer (i.e 1st Vice-President or 2nd Vice-President), and also the Public Officer
 - b. other specific purpose accounts by any two of four co-signatories decided by the Board, provided that one shall be either President, Secretary or Treasurer
4. The Club financial year shall run from July 1st to June 30th
5. No blank cheques may be issued
6. All expenses shall be presented to and approved by the Board and full details shall be recorded in the meeting minutes.
7. All payments made by the Club shall be paid by electronic funds transfer into the payee's nominated banking account

8. The Board shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Club
9. Registration and necessary functions costs of AMBA convention and seminar delegates shall be paid by the Club. Accommodation and travel expenses can be reimbursed at the Board's discretion

Part 8: Special Resolutions

34. Special Resolutions

35. A special resolution must be passed by a general meeting of the Club to effect the following changes:
 - a. a change of the Club's name
 - b. a change of the Club's constitution
 - c. a change of the Club's objects
 - d. an amalgamation with another Incorporated Association
 - e. to voluntarily wind up the club and distribute its property
36. Twenty-one (21) days' notice of proposed special resolutions must be given to Club members together with a supporting statement of reasons

Part 9: Miscellaneous

35. Delegates

1. Delegates (one official, one unofficial) to the annual A.M.B.A. conventions and seminars may be elected at a Club meeting prior to each convention or seminar
2. Delegates shall familiarise themselves with relevant agenda items and with the Club's wishes regarding the items
3. Delegates' seminar or convention expenses shall be reimbursed in accordance with Rule 33.9

36. Dissolution

1. The Club shall be dissolved in the event of membership less than five (5) persons or upon the vote of a three-quarter majority of members present at a Special General Meeting convened to consider such question
2. Upon a resolution being passed in accordance with Rule 36.1, all assets and funds of the Club on hand after the payment of all expenses and liabilities shall be handed

over to such registered or exempted charity or charities as a three-quarters majority of the members at the Special General Meeting so convened, or at a subsequent Special General Meeting, may decide, provided that:

- a. such institution or fund is approved under sub-section 78(1) (a) of the Income Tax Assessment Act
- b. such organisation shall have objects similar to those of the Club, which is also a non-profit organisation that has been granted exempt status by the Australian Taxation Office
- c. The Office of Fair Trading and the Minister of the Crown for the time being administering the Charitable Fundraising Act, 2009, shall be notified of any amendment to these Rules and such amendment will take effect upon acceptance by the Department and signed approval of the Minister

37. Compliance

The Club shall comply with such of the provisions of the Charitable Fundraising Act, 1991, and the Associations Incorporation Act 2009, and the regulations thereunder as are applicable to it.

Notes

CERTIFICATE OF INCORPORATION

Certificate, registered number Y 04527-36, was issued on and from the twenty-eight day of April, 1988, by the Corporate Affairs Commission of New South Wales, at Sydney. Certificate of Incorporation on Change of Name (to Newcastle Multiple Birth Club Inc.) was issued by the Department of Consumer Affairs on the twenty-fifth day of October, 1994.

CERTIFICATE OF CHARITY REGISTRATION

Certificate, registered number CC 27818, was issued on and from the twelfth day of December, 1981

TAX EXEMPTION

- | | |
|---------|----------------------------------------------------------------------------------------------------------------------------------|
| 5/11/90 | Confirmation by Australian Taxation Office of Income Tax exemption (originally granted conditional tax exempt status on 15/3/90) |
| 19/3/91 | Notification of exemption from sales tax of "Gemini News" |

AUSTRALIAN BUSINESS NUMBER

The club's ABN is 11 851 659 541

This constitution, originally adopted 7/12/87, and with amendments adopted 7/8/89, 6/8/90, 6/6/94, 8/9/14, 7/8/19, 2/9/2021, 5/8/2022, 5/08/2022, is an up-to date copy as at 3/2/2025