



**Workers
Insurance
Association**

WORKERS INSURANCE ASSOCIATION OF NEW SOUTH WALES CONSTITUTION



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Part 1 Preliminary

1 Name

- (1) The name of the incorporated association is the Workers Insurance Association of NSW (in this Constitution called '**WIA (NSW)**').

2 Objectives

- (1) The objectives for which WIA (NSW) is established are to promote and provide a consistent view of workers compensation, injury management and workplace occupational health and safety, for representatives of members of WIA (NSW) and their guests. These objectives include:
- (a) to promote the interests of the Members in the course of their business;
 - (b) to represent the Members and to negotiate on their behalf, collectively and individually as required, with any public or private body or government or semi government authority in relation to matter affecting the business of Members;
 - (c) engaging with the State Insurance Regulatory Authority (**SIRA**);
 - (d) to investigation and share with Members, any information that will assist them in promoting and effectively executing their business;
 - (e) to provide a mechanism of communication and forum for discussion between Members;
 - (f) to survey Members and otherwise conduct research, analysis and produce reports on financial, market, economic, legal, industrial, regulatory and other matters affecting Members;
 - (g) elevating our industry; and
 - (h) to do all things as are incidental or conducive to the attainment of the objective and the exercise of the powers of WIA (NSW).

3 Definitions

- (1) In this constitution:

Affiliate Member has the meaning given in clause 6.

Commissioner means the Commission of the Office of Fair Trading.

Committee Member means an office-bearer or ordinary committee member.

Executive Committee has the meaning given in clause 23.

Financial Year has the meaning given in clause 60.

Exercise a function includes perform a duty.

Function includes a power, authority or duty.

Government Agency has the meaning of any government agency undertaking workers compensation insurance in New South Wales.

Member means a person or organisation registered as a member in the Register of Members, and includes insurer, self insurer and Affiliate Members.

Member's Representative means a person authorised by a Member to act as its representative.

Office-Bearer means a committee member who is elected to an office referred to in clause 24(2)(a)(i) - (iv).

Ordinary Committee Member means a committee member who is not an office-bearer.

Public Officer is the Secretary of WIA (NSW) unless otherwise determined by the Executive Committee.

Register of Members means the register of members maintained under clause 14.

Secretary, of WIA (NSW), means:

- (a) the person holding office under this constitution as secretary, or
- (b) if no person holds that office -the public officer of WIA (NSW).

Specialised Insurer means an insurer licensed under the *Workers Compensation Act 1987* by SIRA to underwrite workers compensation risks for employers of a defined industry.

Self Insurer means an insurer licensed under the *Workers Compensation Act 1987* by SIRA to manage and administer their own workers compensation claims.

Special General Meeting, of WIA (NSW), means a general meeting of WIA (NSW) other than an annual general meeting.

Subcommittee means a subcommittee established under clause 31.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*.

- (2) The Interpretation Act 1987 applies to this constitution as if it were an instrument made under the Act.

Part 2 MEMBERSHIP

4 Class of Members

- (1) There will be three (3) classes of Members, as follows:
 - (a) Insurer Members
 - (b) Self insurer members
 - (c) Affiliate Members

5 Insurer Members

- (1) An organisation is qualified to be an insurer member of WIA (NSW) if:
 - (a) The organisation was a Member of WIA (NSW) at the time of its incorporation under the Act and has not ceased to be a Member of WIA (NSW) at any time after incorporation, and;
 - (b) holds a current NSW Specialised Insurance license or is a Government Agency; or
 - (c) In the case of new Members:
 - (i) the organisation holds a current NSW Workers Compensation

- Specialised Insurance license, or is a Government Agency; and
- (ii) the organisation has applied for insurer membership of WIA (NSW) as provided for in clause 8; and
- (iii) the organisation has been approved for insurer membership of WIA (NSW) by the Executive Committee of WIA (NSW).
- (iv) Is an organisation in good standing and compliant with WIA's Code of Conduct.

5A. Self Insurer Members

- (1) An organisation is qualified to be a self insurer member of WIA (NSW) if:
 - (d) The organisation was a self insurer member of WIA (NSW) at the time of its incorporation under the Act and has not ceased to be a Member of WIA (NSW) at any time after incorporation, and;
 - (e) holds a current NSW Workers' Compensation Self-insurance licence or
 - (f) In the case of new Members:
 - (i) the organisation holds a current NSW Workers' Compensation Self-insurance licence, and
 - (ii) the organisation has applied for membership of WIA (NSW) and
 - (iii) the organisation has been approved for self insurer membership of WIA (NSW) by the Executive Committee of WIA (NSW).
 - (iv) Is an organisation in good standing and compliant with WIA's Code of Conduct.

6 Affiliate Members

- (1) A person or organisation is qualified to be an Affiliate Member of WIA (NSW) 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 current NSW Workers Compensation Specialised Insurance license, NSW Workers Compensation Self Insurance license, and
 - (b) the person or organisation has applied for Affiliate Membership of the associate as provided for in clause 8; and
 - (c) the person or organisation has been approved for Affiliate Membership of WIA (NSW) by the Executive Committee of WIA (NSW).
- (2) The approval of the person or organisation for Affiliate Membership of WIA (NSW) by Executive Committee is at the discretion of the Executive Committee.
- (3) The person or organisation approved by the Executive Committee for Affiliate Membership will be able to attend meetings of WIA (NSW) on an invitation only basis.

7 Independence of Members

- (1) Each Member shall be free to act as they see fit in the furtherance of their own interests, and Membership of WIA (NSW) should not be construed in any way as limiting, restricting, or fettering the right of each Member to act independently of other Members of WIA (NSW).

8 Membership applications

- (1) An application by a person or organisation for full, associate, provisional or affiliate membership of WIA (NSW) must be:
 - (a) made in writing; and
 - (b) in the form determined by the committee; and
 - (c) lodged with the Secretary of WIA (NSW).
- (2) Application may be made or lodged by email or other electronic means.
- (3) The Secretary must refer an application to the Executive Committee as soon as practicable after receiving the application.
- (4) The Executive Committee must approve or reject the application.
- (5) As soon as practicable after the Executive Committee has decided the application, the Secretary must:
 - (a) give the applicant written notice of the decision, whether approval or rejection; and
- (6) if the application is approved the Secretary must inform the applicant that the applicant, (if applicable) is required to pay the entrance fee and annual subscription fee payable under clause 15 within 28 days of the day the applicant received the notice unless otherwise agreed. Notice of the decision may be provided by email or other electronic means.
- (7) The Secretary must enter the applicant's name in the Register of Members as soon as practicable after the applicant pays the entrance fee and annual subscription fee in accordance with clause 8 (5)(b).
- (8) The applicant becomes a Member once the applicant's name is entered in the Register of Members.

9 Cessation of Membership

- (1) An organisation or person ceases to be a Member of WIA (NSW):
 - (a) if the Member is a person, the death, bankruptcy or retirement of such Member, or if the Member is a body corporate, bankruptcy or dissolution of such Member;
 - (b) by voluntary resignation of its membership;
 - (c) by expulsion from WIA (NSW) in accordance with clause 19(4); or
 - (d) failure to pay the annual membership fee payable under clause 15 within three (3) months of the due date unless otherwise agreed.

10 Resignation of Membership

- (1) A Member of WIA (NSW) is not entitled to resign their Membership except in accordance with this clause 10.
- (2) A Member of WIA (NSW) who has paid all amounts in respect of their Membership may resign their membership of WIA (NSW) by:
 - (a) first giving written notice to the Secretary of at least one (1) month of the Members intention to resign in another period determined by the Executive Committee; and

- (b) on the expiration of the period of notice, the Member ceases to be a Member of WIA (NSW);
- (3) The Executive Committee may approve a shorter period at their discretion.
- (4) If a Member of WIA (NSW) ceases to be a Member under clause 10(2), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry into the Register of Members recording the date on which the Member ceased to be a Member.

11 Membership entitlements

- (1) A right, privilege, or obligation which an organisation has by reason of being a Member of WIA (NSW):
 - (a) is not capable of being transferred or transmitted to another organisation or person; and
 - (b) terminates on cessation of the organisation or person's Membership.

12 Members Rights

- (1) Subject to the provisions of the Constitution, insurer and self insurer members have:
 - (a) the right to nominate one (1) representative to sit on the Executive Committee. That representative must be authorised to speak on behalf of the organisation they represent;
 - (b) the right to have their representative be a proxy for the Member and vote on the Member's behalf;
 - (c) the right to receive notice of all meetings of Members and to attend, vote at, those meetings; and
 - (d) the right to access WIA (NSW)'s Member website and other relevant communications.
- (2) Subject to the provisions of the Constitution, an Affiliate Member has:
 - (a) the right to receive notice of all meetings of Members but no right to attend such meetings unless advised by the Executive Committee and no right to vote at any meeting of Members; and
 - (b) the right to access WIA's (NSW) Member website and other relevant communications.
- (3) All Members will be subject to the obligations and duties applicable to their membership of WIA (NSW) and without limiting the generality of the foregoing, will be bound by the Constitution and any other rights and obligations imposed from time to time by the Board.

13 Further Classes of Members

- (1) The Executive Committee may create and establish further classes of Members from time to time and prescribe such qualifications, conditions, rights and obligation to them as it considers appropriate provided that the rights of existing

Members are not adversely affected and subject to the proportional voting limitations in clause 47A.

14 Register of members

- (1) The Secretary must establish and maintain a Register of Members of WIA (NSW) in accordance with this clause 14.
- (2) The Register of Members:
 - (a) may be in written or electronic form, and
 - (b) must include, for each Member:
 - (i) the Member's organisation name; and
 - (ii) its Registered Office if an organisation, or residential address if a person; and
 - (iii) postal address; and
 - (iv) email address; and
 - (v) the date on which the organisation or person became a Member; and
 - (vi) if the organization or person ceases to be a Member - the date on which the person ceased to be a member; and
 - (vii) the class of Membership; and
 - (c) must be kept in New South Wales:
 - (i) at WIA (NSW)'s main premises, or
 - (ii) if WIA (NSW) has no premises - at WIA (NSW)'s official address; and
 - (d) must be available for inspection, free of charge, by Members at a reasonable time; and
 - (e) if kept in electronic form the Member Register must be able to be converted to hard copy.
- (3) If the Member Register is kept in electronic form, the requirements in subclauses (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 Executive 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 WIA (NSW), or

- (iii) other material relating to WIA (NSW), or
- (b) it is necessary to comply with a requirement of the Act or the Regulation.

15 Fees and subscriptions

- (1) A Member of WIA (NSW) must, on admission, pay to WIA (NSW) a joining fee. The joining fee will be determined by the Executive Committee for each applicable class of Membership from time to time.
- (2) A Member must pay to WIA (NSW) an annual membership due on the first day of each Financial Year. Each Member must pay the annual membership fee within three (3) months of the commencement of the Financial Year. The annual membership fee will be determined by the Executive Committee for each applicable class of Membership from time to time.
- (3) The Executive Committee may determine another amount for the annual membership fee if:
 - (a) the Member becomes a Member of WIA (NSW) on or after the first day of the Financial Year of WIA (NSW) in a calendar year; or
 - (b) otherwise before the first day of the financial year of WIA (NSW) in each calendar year.
- (4) Prior to the end of year Financial Year, the Executive Committee must set the annual membership fees for the following Financial Year for each class of membership.

16 Members' liabilities

- (1) The liability of a Member of WIA (NSW) is limited to the amount of any outstanding fees for the Member under clause 15.

17 Grievances against WIA (NSW)

- (1) If a Member has a grievance with WIA (NSW), it may serve a grievance notice upon the Secretary of WIA (NSW) in writing. The grievance notice may be served via email or other electronic means. The grievance notice must include:
 - (a) the nature of the grievance;
 - (b) the issues for determination;
 - (c) a statement of the areas the Member considers are required to resolve the grievance;
 - (d) any additional concerns that need to be addressed; and
 - (e) any comment on the relief or outcome sought.
- (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 meeting and 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 aggrieved

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 seven (7) days of the date of the Executive Committee meeting, the Member may lodge with the Secretary a notice indicating they wish to appeal the resolution of the Executive Committee to WIA (NSW).
- (5) Where the Secretary receives a notice to appeal as outlined in clause 17(4), the Secretary must put the appeal as an item on the next Executive Committee meeting, unless the Executive Committee deems it appropriate to call a special general meeting.
- (6) If the Member is not satisfied with the outcome of the resolution in clause 17(5), then within seven (7) days of the date of the Executive Committee meeting, the Member may seek resolution pursuant to clause 21.
- (7) A Member who has served a grievance notice may withdraw the notice at any time.

18 Resolution of disputes between Members

- (1) A Member with a grievance against another Member may give notice to the Secretary in writing and request the Secretary to convene an Executive Committee meeting to discuss and resolve the grievance. The grievance notice may be served via email or other electronic means. The grievance notice must include:
 - (a) the nature of the grievance;
 - (b) the issues for determination;
 - (c) a statement of the areas the Member considers are required to resolve the grievance;
 - (d) any additional concerns that need to be addressed; and
 - (e) any comment on the relief or outcome sought.
- (2) Within seven (7) days of receiving the notice, the Secretary will give notice to all Members party to the grievance and invite those Members to provide a written submission.
- (3) Within seven (7) days of receiving notice of the grievance from the Secretary, the other Member shall respond to the Secretary in writing stating their position in relation to the grievance. The response may be served via email or other electronic means. The response must include:
 - (a) a statement of the areas it considers are required to resolve the grievance;
 - (b) any additional concerns that need to be addressed; and
 - (c) any comment on the relief or outcome sought.

- (4) Upon receiving the response from the other Member, the Secretary will invite all parties to grievance to give oral and/or written submissions at the Executive Committee meeting.
- (5) After hearing both sides of the dispute, the Executive Committee will make a resolution on the grievance.
- (6) If either Member party to the grievance is not satisfied with the resolution of the Executive Committee, then within seven (7) days of the date of the Executive Committee, then either Member may lodge with the Secretary a notice they wish to appeal the resolution of the Executive Committee to WIA (NSW).
- (7) Where the Secretary receives a notice to appeal as outlined in clause 17(6), the Secretary must put the appeal as an item on the next Executive Committee meeting, unless the Executive Committee deems it appropriate to call a special general meeting.
- (8) If the Member is not satisfied with the outcome of the resolution in clause 17(7), then within seven (7) days of the date of the Executive Committee meeting, the Member may seek resolution pursuant to clause 20.
- (9) A Member who has served a grievance notice may withdraw that notice at any time.

19 Disciplinary action against members

- (1) A complaint may be made to the Executive Committee in writing by any person, organisation or Member, via the Secretary, that a Member or a representative of a Member of WIA (NSW):
 - (a) has persistently refused, neglected, or failed to comply with a provision of this constitution; or
 - (b) has persistently and wilfully acted in a way prejudicial to the interests of WIA (NSW).
- (2) The complaint may be made via email or other electronic means.
- (3) On receiving such a complaint, the Executive Committee:
 - (a) may refuse to deal with a complaint if the Executive Committee considers the complaint is trivial or vexatious. If the Executive Committee considers the complaint is trivial or vexatious, they will provide written notice of their reasons to the complainant;
 - (b) if the Executive Committee decides to deal with the complaint, the Executive Committee must:
 - (i) serve notice of the complaint on the Member or representative of a Member; and
 - (ii) give the Member or Representative of a Member at least 14 days from the day the notice is served on the Member or Representative of a Member to make submissions to the Executive Committee about the complaint; and
 - (iii) consider any submission made by the Member or the Representative of a Member.
- (4) The Executive Committee may after considering the complaint and any submissions made in connection with the complaint, may:

- (a) by resolution, expel the Member from WIA (NSW) or suspend the Member's membership if, after considering the complaint, the Executive Committee is satisfied that:
 - (i) the facts alleged in the complaint have been proved, and
 - (ii) the expulsion or suspension is warranted.
 - (b) by resolution, require the Member to nominate a different representative if, after considering the complaint the Executive Committee is satisfied that the facts alleged in the complaint have been proved.
- (5) If the Executive Committee resolves to expel or suspend the Member, the Secretary of WIA (NSW) must, within seven (7) days of that action being taken, give the Member written notice of:
 - (a) the action taken; and
 - (b) the reasons given by the Executive Committee for taking the action; and the Member's right of appeal under clause 20
- (6) If the Executive Committee resolves for a Member to nominate a different representative, the Secretary must, within seven (7) days of that action being taken, give the Member and their representative notice of:
 - (a) the action taken; and;
 - (b) the reasons given by the Executive Committee for taking the action; and
 - (c) the Member and/or their representative's right of appeal under clause 20.
- (7) The expulsion or suspension does not take effect until the later of the following:
 - (a) 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 WIA (NSW) confirms the resolution under clause 20.
- (8) The requirement for a Member to nominate a new representative does not take effect until the later of the following:
 - (a) 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 WIA (NSW) confirms the resolution under clause 20.

20 Right of appeal against disciplinary action

- (1) A Member may appeal against a resolution of the Executive Committee under clauses 17 – 19 by lodging a notice of appeal in writing with the Secretary within seven (7) days of being served notice of the resolution. The notice of appeal may be lodged via email or other electronic means.
- (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.
- (3) The Secretary must notify the Executive Committee that the Secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the Executive Committee must call a general meeting of WIA (NSW) to be held within 28 days of the day the notice was received.

- (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 Executive Committee must be given the opportunity to state the Executive 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.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

21 Resolution of internal disputes

- (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 two (2) or more Members of WIA (NSW), but only if the dispute is between the Members in their capacity as Members; or
 - (b) a dispute between one (1) or more Members and WIA (NSW).
- (2) Parties to the mediation must attempt to resolve the dispute in good faith.
- (3) If the dispute is not resolved by mediation within three (3) months of being referred to the Community Justice Centre, unless extended by agreement, the dispute must be referred to arbitration.
- (4) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.
- (5) Unless the parties agree upon an arbitrator, either party may request a nomination from the President of the New South Wales Law Society.
- (6) Where the President of the New South Wales Law Society is requested to nominate in accordance with clause 21(5), the parties shall accept such nomination and appoint the arbitrator. If any conflict arises out of such appointment, the conflicted party will advise the other party. A new nomination will then be made under clause 21(1) and the process will continue until neither party is conflicted by such appointment.
- (7) The arbitrator shall not be the same person as the mediator unless the parties' consent in writing to the arbitrator so acting.

22 Membership entitlements not transferable

- (1) A right, privilege, or obligation that a person or organisation has because the person or organisation is a Member of WIA (NSW):
 - (a) cannot be transferred to another person or organisation; and
 - (b) terminates once the person or organisation ceases to be a Member of WIA (NSW).

Part 3 EXECUTIVE COMMITTEE

Division 1 Constitution

23 Functions of Executive Committee

- (1) The Executive Committee, subject to the Act, the Regulations, this Constitution, and any resolution passed by WIA (NSW) in a general meeting of the Members, the Executive Committee:
 - (a) is to control and manage the affairs of WIA (NSW); and
 - (b) may exercise all the functions that may be exercised by WIA (NSW), other than a function that is required to be exercised by WIA (NSW) in general meeting of the members; and
 - (c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of WIA (NSW).

24 Composition of committee

- (1) To be eligible for a position on the Executive Committee, a person must be:
 - (a) an employee of the eligible member; and
 - (b) over the age of 18 years.
- (2) The Executive Committee must have at least five (5) members, as elected in accordance with clause 25, consisting of:
 - (a) the following Office-Bearers:
 - (i) the Chair;
 - (ii) the Vice-Chair;
 - (iii) the Secretary; and
 - (iv) the Treasurer; and
 - (b) at least one (1) ordinary committee member.
- (3) To be eligible to be an Office-Bearer, a person must be an appointed representative of an insurer or self insurer Member.
- (4) Nominations for election to the Executive Committee must be:
 - (a) made in writing;
 - (b) signed by at least two (2) Members of WIA (NSW), not including the nominee, with at least one nominator being an Insurer Member; and
 - (c) accompanied by the written consent of the nominee.
- (5) Each member of the Executive Committee is subject to the Constitution 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 clause 30, in the event of a casual vacancy occurring in the Executive Committee, the Executive Committee may appoint a representative of a Member of WIA (NSW) to fill the vacancy and the member so appointed is to hold office, subject to the Constitution until the conclusion of the annual general meeting following the date of appointment.
- (7) At least 50% of Executive Committee members must be Insurer Members.

25 Election of committee members

- (1) Any representative of an insurer or self insurer Member of WIA (NSW) may be nominated as a candidate for election as an office-bearer or ordinary committee member.

- (2) The nomination must be:
 - (a) made in writing; and
 - (b) signed by at least two (2) members of WIA (NSW), not including the nominee and
 - (c) accompanied by the written consent of the nominee; and
 - (d) given to the Secretary at least 21 days before the date fixed for the Annual General Meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies:
 - (a) the nominees are taken to be elected; and
 - (b) if any vacant positions remain are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (5) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the Executive Committee.
- (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 the directions of the Executive Committee.
- (7) Each member of the Executive Committee must have an alternate.

26 Terms of office

- (1) Subject to this Constitution, a committee member holds office from the day the member is elected until immediately before the first annual general meeting.
- (2) The committee member elected at the first annual general meeting or any subsequent annual general meeting shall hold office for a three (3) year term, provided that the member retains its eligibility and qualification required to continue holding office.
- (3) A member is eligible, if otherwise qualified, for re-election.
- (4) There is no limit on the number of consecutive terms for which a committee member may hold office.

27 Vacancies in office

- (1) A casual vacancy in the office of an Executive Committee member arises if the member:
 - (a) dies; or
 - (b) is no longer an employee of a Member of WIA (NSW); or
 - (c) ceases to be a representative of a Member of WIA (NSW); or
 - (d) resigns from office by written notice given to the Secretary; or
 - (e) is removed from office by WIA (NSW) as described in this Constitution ; or
 - (f) is absent from three (3) consecutive meetings of the Executive Committee without the consent of the Executive Committee; or
 - (g) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
 - (h) is prohibited from being a director of a company under the *Corporations Act*

2001 of the Commonwealth; Part 2D.6; or

- (i) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least three (3) months; or
 - (j) becomes a mentally incapacitated person.
- (2) WIA (NSW) in a general meeting may, by resolution:
- (a) remove an Executive Committee member from office at any time; and
 - (b) appoint another representative of an insurer or self insurer Member of WIA (NSW) to hold office for the balance of the committee member's term of office.
- (3) An Executive Committee member to whom a proposed resolution referred to in subclause (2) relates may:
- (a) give a written statement, of a reasonable length, to the Chairman or Secretary; and
 - (b) request that the Executive Committee send a copy of the statement to each Member of WIA (NSW) at least seven (7) days before the general meeting at which the proposed resolution will be considered.
- (4) If the Executive Committee fails to send a copy of a statement received under subclause (3)(a) to each Member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the Member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The Executive Committee may appoint a Member of WIA (NSW) to fill a casual vacancy other than a vacancy arising from the removal from office of an Executive Committee member.
- (6) Subject to this Constitution, a Member appointed to fill a casual vacancy holds office until the next annual general meeting.

28 Secretary

- (1) As soon as practicable after being elected as Secretary of WIA (NSW), the Secretary must lodge a notice with WIA (NSW) specifying the Secretary's address.
- (2) The Secretary of WIA (NSW) must keep minutes of:
 - (a) all elections of the Executive Committee office-bearers and ordinary committee members; and
 - (b) the names of Executive Committee members present at a meeting of the committee or a general meeting; and
 - (c) all proceedings at Executive Committee meetings and general meetings, special general meetings and any other meeting as required.
- (3) The minutes must be:
 - (a) kept in written or electronic form; and
 - (b) for minutes of proceedings at a meeting – signed, in writing or by electronic means, by:
 - (i) the member who presided at the meeting; or
 - (ii) the member presiding at the subsequent meeting.

29 Treasurer

- (1) The Treasurer of WIA (NSW) must ensure:

- (a) all money owed to WIA (NSW) is collected; and
- (b) all payments authorised by WIA (NSW) are made; and
- (c) correct books and accounts are kept showing the financial affairs of WIA (NSW), including full details of receipts and expenditure relating to WIA (NSW)'s activities.

30 Removal of an Executive Committee member

- (1) Members of WIA (NSW) may in a special general meeting, by resolution remove any member of the Executive Committee 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 per clause 30(1) relates to, may
 - (a) make representations in writing to the Chairman or Secretary of a reasonable length; and
 - (b) request that the Chairman or Secretary send a copy of the representations to each Member of WIA (NSW) at least seven (7) days before the special general meeting at which the proposed resolution will be considered.
- (3) If the Chairman or Secretary fails to send a copy of the representation received under subclause (2)(a) to each Member with a request made under subclause (2)(b), the representation must be read aloud by the Member presiding at the special general meeting at which the proposed resolution will be considered.

31 Delegation to Subcommittees

- (1) The Executive Committee may:
 - (a) establish one (1) or more Subcommittees to assist the Executive Committee to exercise its functions; and
 - (b) appoint one (1) or more Members of WIA (NSW) to be the members of the Subcommittee as it sees fit.
- (2) The Executive Committee may delegate to the Subcommittee the exercise of its functions specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a duty imposed on the committee by the Act or another law.
- (3) A function, the exercise of which has been delegated to a Subcommittee under this clause, while the delegation remains unrevoked, be exercised from time to time by the Subcommittee in accordance with its terms of delegation.
- (4) 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.
- (5) Despite any delegation under this clause, the Executive Committee may continue to exercise any function delegated.
- (6) Any act or thing done or suffered by a Subcommittee acting in the exercise of a delegation under this clause has the same effect as if it would have been done or suffered by the Executive Committee.
- (7) The executive Committee may revoke wholly or in part any delegation under this clause.

- (8) A Subcommittee will continue until:
 - (a) its function or purpose has been complete; or
 - (b) the Executive committee revoke its delegation under subclause (7); or
 - (c) the Executive Committee disbands the Subcommittee at its discretion.
- (9) A Subcommittee may meet and adjourn as it thinks appropriate.

32 Remuneration of Executive Committee

- (1) Members of the Executive Committee whether as an officer-bearer or ordinary member, will not be entitled to remuneration for their services as a member of the Executive Committee or to reimbursement of their expenses incurred in travelling to or from, or attending at, meetings of the Executive Committee, without the unanimous approval of the Executive Committee.
- (2) If a member of the Executive Committee is required to perform services for WIA (NSW) which in the opinion of the Executive Committee are outside the scope of the ordinary duties of a member of the Executive Committee, WIA (NSW) may pay the member of the Executive Committee a fixed sum as determined by the Executive Committee.

Division 2 Procedure

33 Executive Committee meetings

- (1) The Executive Committee must meet at least three (3) times in each 12-month period at the place and time determined by the Executive Committee.
- (2) Additional meetings of the Executive Committee may be called by any Executive Committee member with the approval of the Chairman.
- (3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

Note: The Act, section 30(1) provides that committee meetings may be held as and when WIA (NSW)'s constitution requires.

34 Notice of committee meeting

- (1) The Secretary must give each Executive Committee member oral or written notice of a meeting of the Executive Committee of at least seven (7) days, or another period on which the Executive Committee members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
 - (a) the business described in the notice;
 - (b) business that the committee members present at the meeting unanimously agree is urgent business; and
 - (c) business at the discretion of the Chairman.

35 Quorum

- (1) The quorum for a meeting of the Executive Committee is three (3) committee members.
- (2) No business may be transacted by the committee unless a quorum is present.

- (3) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

36 Presiding committee member

- (1) The following committee member presides at a meeting of the Executive Committee:
 - (a) the Chairman;
 - (b) if the Chairman is absent - the Vice-Chairman;
 - (c) if both the Chairman and Vice-Chairman is absent, one (1) of the members present at the meeting, as elected by the other members; or
 - (d) if the Chairman or Vice-Chairman are unwilling to act, the Secretary is to preside.

37 Voting

- (1) A decision supported by a majority of the votes cast at a meeting of the Executive Committee or a subcommittee at which a quorum is present is the decision of the Executive Committee or subcommittee.
- (2) Each member present at a meeting of the executive Committee or subcommittee is entitled to one vote.
- (3) The member presiding at the meeting has:
 - (a) a deliberative vote; and
 - (b) in the event of an equality of votes a second casting vote.

38 Acts valid despite vacancies or defects

- (1) Subject to clause 35(1), the Executive Committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by the Executive Committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the Executive Committee or subcommittee.

39 Transaction of business outside meetings or by telephone or other means

- (1) The Executive Committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the Executive Committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the Executive Committee. A resolution of circulation of papers may be completed electronically.
- (3) The Executive Committee may transact its business at a meeting at which one (1) or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
 - (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

Part 4 GENERAL MEETINGS OF WIA (NSW)

40 Annual General Meetings

- (1) WIA (NSW) must hold WIA (NSW)'s first annual general meeting of its Members within 18 months of the day WIA (NSW) was registered under the Act.
- (2) WIA (NSW) must hold subsequent annual general meetings of its Members within:
 - (a) six (6) months of the last day of WIA (NSW)'s Financial Year; or
 - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- (3) Subject to the Act and subclauses (1) and (2), the annual general meeting is to be held at the place and time determined by the Executive Committee.
- (4) The business that may be transacted at an annual general meeting includes the following:
 - (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting;
 - (b) receiving reports from the Executive Committee on WIA (NSW)'s activities during the previous Financial Year;
 - (c) electing and/or re-electing office-bearers and ordinary committee members;
 - (d) receiving and considering financial statements or reports required to be submitted to members of WIA (NSW) under the Act; and
 - (e) any other business as determined by the Executive Committee.

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held.

41 Special general meetings

- (1) The Executive Committee may call a special general meeting whenever the Executive Committee thinks fit.
- (2) The Executive Committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- (3) The request of members to call a special general meeting:
 - (a) must be in writing; and
 - (b) must state the purpose of the meeting; and
 - (c) must be signed by the members making the request; and
 - (d) may consist of more than one (1) document in a similar form signed by one (1) or more members; and
 - (e) must be lodged with the Secretary; and
 - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the Executive Committee fails to call a special general meeting within one (1) month of the request being lodged, one (1) or more of the Members who made the request may call a special general meeting to be held within three (3) months of the date the request was lodged.

- (5) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the Executive Committee.

42 Additional meetings

- (1) WIA (NSW) may hold additional meetings. These 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. These meetings are not formal general meetings unless convened as such.
- (2) Dates for these meetings shall be determined by the Executive Committee. Dates for each these meeting shall be advised within three (3) months of the commencement of each Financial Year.
- (3) A Member desiring to bring any business before these meetings may give notice in writing via email or other electronic mean to the Secretary of WIA (NSW) who must, unless otherwise agreed by the Executive Committee, include that business in the next notice of 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.

43 Notice of general meeting

- (1) The Secretary must give each Member notice of a general meeting:
 - (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting; or
 - (b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
 - (a) the place and time at which the meeting will be held; and
 - (b) the nature of the business to be transacted at the meeting; and
 - (c) if a matter to be determined at the meeting requires a special resolution; that a special resolution will be proposed; and
 - (d) for an annual general meeting - that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:
 - (a) the business specified in the notice; and
 - (b) for an annual general meeting - business referred to in clause 40(4).
- (4) A Member may give written notice to the Secretary of business the Member wishes to raise at a general meeting.
- (5) If the Secretary receives a notice under subclause (4), the Secretary must specify the nature of the business in the next notice calling a general meeting.

44 Quorum

- (1) The quorum for a general meeting is 5 Members of WIA (NSW) entitled to vote

under this Constitution.

- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - (a) if called on the request of members - is dissolved; or
 - (b) otherwise is adjourned:
 - (i) to the same time of the same day in the following week; and
- (4) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least one (1) day before the adjourned meeting. If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least three (3) members present, the members present constitute a quorum.

45 Adjourned meetings

- (1) The Member presiding at a general meeting may, with the consent of the majority of the Members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the Secretary must give each Member oral or written notice, at least one (1) day before the adjourned meeting, of:
 - (a) the time and place at which the adjourned meeting will be held; and
 - (b) the nature of the business to be transacted at the adjourned meeting.

46 Presiding member

- (1) The following Member presides at a general meeting:
 - (a) the Chairman;
 - (b) if the Chairman is absent - the Vice-Chairman;
 - (c) if both the Chairman and Vice-Chairman are absent, one (1) of the Members present at the meeting, as elected by the other Members; and
 - (d) if the Chairman and Vice-Chairman are unwilling to act, the Secretary is to preside.
- (2) The member presiding at the meeting has:
 - (a) a deliberative vote; and
 - (b) in the event of an equality of votes - a second or casting vote.

47 Voting

- (1) A Member is not entitled to vote at a general meeting unless the member:
 - (a) is at least 18 years of age; and
 - (b) has paid all money owed by the Member to WIA (NSW).

- (2) All votes must be given personally or by proxy.
- (3) Each Member has one (1) vote, except as provided by clause 37(3)(b) and 47A.
- (4) A question raised at the meeting must be decided by:
 - (a) a show of hands; or
 - (b) if clause 50 applies - an appropriate method as determined by the Executive Committee; or
 - (c) a written ballot, but only if:
 - (i) the Member presiding at the meeting moves that the question be decided by ballot; or
 - (ii) at least five (5) Members agree the question should be determined by ballot.
- (5) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
 - (a) a declaration by the Member presiding at the meeting; or
 - (b) an entry in WIA (NSW)'s minute book.
- (6) A written ballot must be conducted in accordance with the directions of the member presiding.

47A. Proportional Voting at General Meetings and AGMs

- (1) At any general meeting or annual general meeting, votes cast by Self insurer Members must not exceed 50% of the total votes cast. If votes from Self insurer Members exceed this threshold, their votes are proportionally scaled so that their collective voting power equals exactly 50% of the total.
- (2) The chair must tally votes by category (Insurer Member and Self insurer Member) before declaring the outcome of any vote decided on a show of hands or poll.
- (3) In postal or electronic ballots, votes are weighted or adjusted so that the total votes counted from Self insurer Members are capped at 50% of the overall votes cast.

48 Postal or electronic ballots

- (1) WIA (NSW) may hold a postal or electronic ballot, as determined by the Executive Committee, to decide any matter other than an appeal under clause 20.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

49 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 of appointing the proxy is to be in the form set by the WIA (NSW).

50 Transaction of business outside meetings or by telephone or other means

- (1) WIA (NSW) may transact its business by the circulation of papers, including by electronic means, among all members of WIA (NSW).

- (2) If WIA (NSW) transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Members, is taken to be a decision of WIA (NSW) made at a general meeting.
- (3) WIA (NSW) may transact its business at a general meeting at which one (1) or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of WIA (NSW) for the purposes of:
 - (a) the approval of a resolution under subclause (2); or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of WIA (NSW).

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

PART 5 ADMINISTRATION

51 Change of name, objects

- (1) An application for registration of a change in WIA (NSW)'s name made under the Act, section 10 must be made by:
 - (a) the public officer; or
 - (b) an Executive Committee member.

52 Alteration of the Constitution or objects

- (1) The Constitution or objects may be altered, rescinded or added to only by a special resolution of WIA (NSW).

53 Executive Office

- (1) The Executive Committee may nominate an Executive Officer to assist the Executive Committee of WIA (NSW). The Executive Officer may not necessarily be employed by a Member.
- (2) The Executive Committee may nominate the Executive Officer to:
 - (a) represent WIA (NSW) on any advisory or other body; or
 - (b) otherwise as required by the Executive Committee from time to time.
- (3) The Executive Committee may resolve to remunerate the Executive Officer for their services as Executive Officer and/or reimburse their expenses.
- (4) The Executive Officer is not entitled to vote as a committee member.

54 Funds

- (1) Subject to a resolution passed by WIA (NSW), WIA (NSW)'s funds may be derived from the following sources only:

- (a) the joining fees and annual membership fees payable by Members;
 - (b) donations; and/or
 - (c) other sources as determined by the Executive Committee.
- (2) Subject to a resolution passed by WIA (NSW), WIA (NSW)'s funds and assets must be used to pursue WIA (NSW)'s objects in the way that the Executive Committee determines. 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 WIA (NSW) provided that nothing herein shall prevent payment in good faith of remuneration of any officer or servant of WIA (NSW) or to any Member of WIA (NSW) in return for any service actually rendered to WIA (NSW) or reasonable and proper rent for premises let by any Member of WIA (NSW).
- (3) As soon as practicable after receiving money, WIA (NSW) must:
- (a) deposit the money, without deduction, to the credit of WIA (NSW)'s authorised deposit-taking institution account;
 - (b) and issue a receipt for the amount of money received to the person from whom the money was received.
- (4) A cheque or other negotiable instrument must be signed by two (2) authorised signatories.

Note: The Act, section 36 provides for the appointment of authorised signatories.

55 Insurance

- (1) WIA (NSW) may take out and maintain insurances as it deems appropriate, from time to time, including but not limited for the following;
- (a) the assets and liabilities of WIA (NSW); and
 - (b) the directors and office bearers of WIA (NSW), covering their potential liabilities arising from their roles within WIA (NSW).

56 Non-profit status

- (1) Subject to the Act and the Regulation, WIA (NSW) must not conduct WIA (NSW)'s affairs in a way that provides a direct pecuniary gain for a Member.

Note: See the Act, section 40.

57 Service of notices

- (1) For the purposes of this Constitution, a notice may be given to or served on a person or organisation:
- (a) by delivering the notice to the person personally; or
 - (b) by sending the notice by pre-paid post to the address of the person; or
 - (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person or organisation, unless the contrary is proved:
- (a) for a notice given or served personally - on the date on which the notice is received by the person; or
 - (b) for a notice sent by pre-paid post - on the date on which the notice would have

- been delivered in the ordinary course of post; or
- (c) for a notice sent by electronic transmission:
 - (i) on the date the notice was sent; or
 - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

58 Custody of records and books

- (1) Except as otherwise provided by this Constitution, all records, books and other documents relating to WIA (NSW) must be kept in New South Wales:
 - (a) at WIA (NSW)'s main premises, in the custody of either of the following persons, as determined by the Executive Committee:
 - (i) the public officer;
 - (ii) a Member of WIA (NSW); or
 - (b) if WIA (NSW) has no premises - at WIA (NSW)'s official address, in the custody of the public officer.

59 Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by Members of WIA (NSW) at a reasonable time:
 - (a) this Constitution;
 - (b) minutes of the Executive Committee meetings and general meetings of WIA (NSW); and
 - (c) records, books and other documents relating to WIA (NSW).
- (2) A Member may inspect a document referred to in subclause (1):
 - (a) in hard copy; or
 - (b) in electronic form, if available.
- (3) A Member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the Executive Committee, for each page copied.
- (4) The Executive Committee may refuse to allow a Member to inspect or obtain a copy of a document under this clause:
 - (a) that relates to confidential, personal, commercial, employment or legal matters; or
 - (b) if the Executive Committee considers it would be prejudicial to the interests of WIA (NSW) for the member to do so.

60 Financial Year

- (1) WIA (NSW)'s Financial Year is:
 - (a) the period commencing on the date of incorporation of WIA (NSW) and ending on the following 30 June, and
 - (b) each period of twelve (12) months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.

Note: The Regulation, section 21 contains a substitute clause 60 for certain associations incorporated under the Associations Incorporation Act 1984.

61 Common Seal

- (1) The common seal of WIA (NSW) must be kept in the custody of the Secretary of WIA (NSW).
- (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 (2) office-bearers of the Executive Committee.

62 Dissolution of WIA (NSW)

- (1) WIA (NSW) shall not be dissolved except at a meeting of WIA (NSW) specially convened for the purpose and by resolution carried by a majority of four-fifths of the voters recorded in respect of the same.
- (2) The common seal of WIA (NSW) must be kept in the custody of the Secretary of WIA (NSW).
- (3) convened for the purpose and by resolution carried by a majority of four-fifths of the voters recorded in respect of the same.

2 Indemnity to Officers

- (1) To the extent permitted by law, each officer of WIA (NSW) is hereby indemnified by WIA (NSW) for all claims, expenses, obligations, liabilities, and other kinds of loss suffered or incurred in respect of the officer acting as such.
- (2) 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.

3 Distribution of property on winding up

- (1) Subject to the Act and the Regulation, in a winding up of WIA (NSW), the surplus property of WIA (NSW) must be transferred to another organisation:
 - (a) with similar objects; and
 - (b) which is not carried on for the profit or gain of the organisation's Members.
- (2) In this clause:
 - (a) **surplus property** has the same meaning as in the Act, section 65.