

FIRST PRINT

**FEDERATION OF NEW SOUTH WALES POLICE-CITIZENS
YOUTH CLUBS (RECONSTITUTION) BILL 1989**

NEW SOUTH WALES



EXPLANATORY NOTE

(This Explanatory Note relates to this Bill as introduced into Parliament)

The object of this Bill is to enable the reconstitution of the Federation of New South Wales Police-Citizens Youth Clubs.

Clause 1 specifies the short title of the proposed Act.

Clause 2 provides for the proposed Act to commence on a day or days to be proclaimed.

Clause 3 contains definitions for the purposes of the proposed Act.

Clause 4 provides for the termination of office of the existing directors of the Federation and for the constitution of an interim Board of Directors in their place.

Clause 5 provides that the interim Board is to comprise 9 persons, 7 of whom are to be appointed by the Minister and 2 of whom are to be ex officio members, being a Deputy Commissioner of Police nominated by the Commissioner of Police and the chief executive officer of the Federation.

Clause 6 specifies the term of office of members of the interim Board. Their term is to cease on a day appointed for the dissolution of the interim Board by the Minister under clause 11.

Clause 7 specifies the circumstances in which a casual vacancy occurs in the office of a member of the interim Board.

Clause 8 requires the interim Board to prepare a new or amended memorandum and articles of association of the Federation and specifies some of the matters which may be included in the new or amended memorandum and articles. They are required to contain a provision to the effect that the Board of Directors is to comprise 9

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directors, not less than 2 of whom are to be elected to represent the members of the Federation and a provision to the effect that the approval of the Minister must be obtained before any proposed alteration, amendment or substitution of the memorandum or articles of association of the Federation can come into force.

Clause 9 provides that a member of the interim Board is a director of the Federation for the purpose of any law relating to companies and that the interim Board and a member of the interim Board are to have the same functions as the Board of Directors and a member of the Board have under the memorandum and articles of association of the Federation as in force from time to time.

Clause 10 provides that during the term of office of the interim Board, the memorandum and articles of association of the Federation do not operate so as to enable changes to be made in respect of the directors of the Federation.

Clause 11 provides for the dissolution of the interim Board on a day appointed for the purpose by the Minister.

Clause 12 provides that the chief executive officer of the Federation must lodge with the Corporate Affairs Commission a proposed memorandum and articles of association of the Federation that have been approved by the Minister.

Clause 13 provides that, on and from a day appointed by the Minister for the purpose, the memorandum and articles of association of the Federation are to be those lodged in accordance with clause 12, as amended from time to time.

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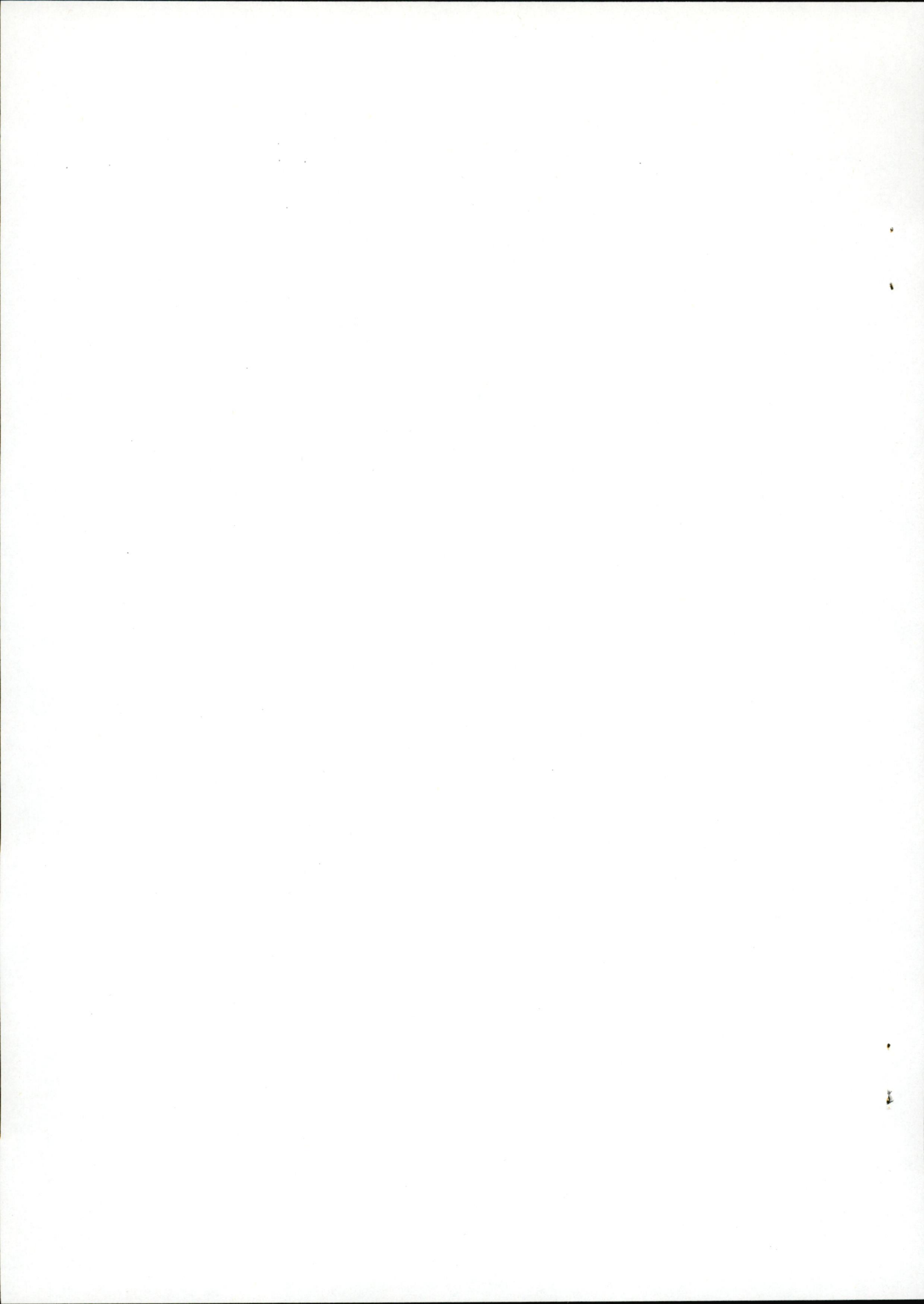
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NEW SOUTH WALES



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**FEDERATION OF NEW SOUTH WALES POLICE-CITIZENS
YOUTH CLUBS (RECONSTITUTION) BILL 1989**

NEW SOUTH WALES



No. , 1989

A BILL FOR

**An Act to enable the reconstitution of the Federation of New South
Wales Police-Citizens Youth Clubs.**

The Legislature of New South Wales enacts:

Short title

1. This Act may be cited as the Federation of New South Wales Police-Citizens Youth Clubs (Reconstitution) Act 1989.

Commencement

2. This Act commences on a day or days to be appointed by proclamation.

Definitions

3. (1) In this Act:

"Board of Directors" means the Board of Directors of the Federation;

"director" means a member of the Board of Directors;

"interim Board of Directors" means the interim Board of Directors of the Federation;

"the Federation" means the Federation of New South Wales Police-Citizens Youth Clubs.

(2) In this Act:

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

Termination of office of existing directors

4. (1) On the day on which this section commences:

(a) each person holding office as a director ceases to hold that office; and

(b) an interim Board of Directors is constituted in accordance with section 5.

(2) A person who ceases to hold office as a director by virtue of this section is not entitled to any remuneration or compensation because of the loss of that office.

(3) For the purposes of section 5 (1) (h) of the Charitable Collections Act 1934:

- (a) a person who ceases to hold office as a director by virtue of this section is to be taken to have retired from that office; and
- (b) the members of the interim Board of Directors are to be taken to be the successors in office to the persons who cease to hold office as directors by virtue of this section.

Constitution of interim Board of Directors

5. The interim Board of Directors is to comprise:
- (a) a person appointed by the Minister as the Chairperson of the interim Board; and
 - (b) a Deputy Commissioner of Police nominated by the Commissioner of Police; and
 - (c) the chief executive officer of the Federation; and
 - (d) 6 persons appointed by the Minister, of whom:
 - (i) 2 persons are to be persons who, in the opinion of the Minister, represent the members of the branches of the Federation and other members of the Federation; and
 - (ii) 1 person is to be a person nominated by the Minister for Education and Youth Affairs; and
 - (iii) 1 person is to be a person nominated by the Minister for Sport and Recreation.

Term of office of members of interim Board

6. Subject to this Act, a member of the interim Board of Directors holds office from the date of commencement of section 5 until the day appointed for the purposes of section 11.

Vacancy in office of member of interim Board

7. (1) The office (not being an ex officio office) of a member of the interim Board of Directors becomes vacant if the member:
- (a) dies; or
 - (b) resigns the office by instrument in writing addressed to the Minister; or
 - (c) is removed from office by the Minister under this section; or
 - (d) is absent from 3 consecutive meetings of the interim Board of Directors of which reasonable notice has been given to the member personally or in the ordinary course of post, except on

leave granted by the Minister or unless, before the expiration of 4 weeks after the last of those meetings, the member is excused by the Minister from having been absent from those meetings; or

- (e) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit; or
- (f) becomes a temporary patient or a continued treatment patient within the meaning of the Mental Health Act 1958, a forensic patient within the meaning of the Mental Health Act 1983 or a protected person within the meaning of the Protected Estates Act 1983; or
- (g) is convicted in New South Wales of an offence that is punishable by penal servitude or imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable.

(2) The Minister may remove a member of the interim Board of Directors (not being an ex officio member) from office at any time.

(3) If the office of a member of the interim Board of Directors becomes vacant, a person is, subject to this Act, to be appointed to fill the vacancy.

Functions of interim Board of Directors - preparation of proposed memorandum and articles of association of the Federation

8. (1) The interim Board of Directors is to prepare, for the approval of the Minister, a proposed memorandum and articles of association of the Federation to be lodged under section 12.

(2) Without limiting the provisions that may be contained in the proposed memorandum and articles of association of the Federation, they may include provisions relating to the following:

- (a) the specification of the principal object of the Federation as being to provide a means for the community to assist in the delivery of policing services to young people;
- (b) the establishment, membership and functions of a Federation Advisory Council and other bodies;

- (c) the appointment of certain directors by the Minister;
 - (d) the functions of the Board of Directors, including:
 - (i) the development of a corporate plan and the implementation of long term strategies; and
 - (ii) the management of the finances of the Federation; and
 - (iii) the administration of the assets of the Federation; and
 - (iv) the undertaking of major fund raising on behalf of the Federation;
 - (e) the vacation or abolition of offices and positions under the existing memorandum and articles of association of the Federation;
 - (f) savings and transitional provisions consequent on the substitution of the existing memorandum and articles of association of the Federation with the proposed memorandum and articles of association.
- (3) The proposed memorandum and articles of association must contain:
- (a) a provision to the effect that the Board of Directors is to comprise 9 directors, not less than 2 of whom are to be elected to represent the members of the branches of the Federation and other members of the Federation; and
 - (b) a provision to the effect that the approval of the Minister must be obtained before any proposed alteration, amendment or substitution of the memorandum or articles of association of the Federation can come into force.
- (4) For the purposes of this Act, a proposed memorandum and articles of association of the Federation may take the form of alterations or amendments to the existing memorandum and articles of association of the Federation or the substitution of either or both of the existing memorandum of the Federation and the existing articles of association of the Federation.

Other functions of interim Board of Directors

9. Except as provided by this Act:
- (a) a member of the interim Board of Directors is a director of the Federation for the purposes of any law relating to companies; and

- (b) the provisions of the memorandum and articles of association of the Federation, whether as in force immediately before the commencement of this section or as in force in accordance with section 13, apply to the interim Board of Directors and a member of the interim Board in the same way as they apply to the Board of Directors and a member of that Board.

Suspension of certain provisions of the articles of association of the Federation relating to directors

10. Between the date of commencement of section 5 and the day appointed for the purposes of section 11, the articles of association of the Federation do not operate so as to enable:

- (a) the election of a director to be held; or
- (b) the number of directors to be increased or reduced; or
- (c) a director to be removed from office.

Dissolution of interim Board of Directors

11. (1) On the day appointed by the Minister for the purposes of this section and notified by publication in the Gazette, the interim Board of Directors of the Federation is dissolved and a member of the interim Board ceases to hold office as such a member.

(2) A person who ceases to hold office as a member of the interim Board by virtue of this section is not entitled to any remuneration or compensation because of the loss of that office.

Substitution or amendment of the memorandum and articles of association of the Federation

12. (1) The chief executive officer of the Federation must lodge with the Corporate Affairs Commission a proposed memorandum and articles of association of the Federation that have been approved by the Minister.

(2) The Corporate Affairs Commission is required to accept the proposed memorandum and articles of association of the Federation lodged in accordance with this section.

(3) Section 5 (1) (g) of the Charitable Collections Act 1934 does not apply to or in respect of the proposed memorandum and articles of association of the Federation lodged in accordance with this section.

(4) The proposed memorandum and articles of association of the Federation lodged in accordance with this section are to be taken to have been approved under section 5B of the Charitable Collections Act 1934 by the Minister administering that Act.

Operation of substituted or amended memorandum and articles of association of the Federation

13. (1) On and from the day appointed by the Minister for the purposes of this section and notified by publication in the Gazette, the memorandum and articles of association of the Federation are to comprise:

- (a) those lodged in accordance with section 12; or
- (b) if the proposed memorandum and articles of association of the Federation lodged in accordance with section 12 have been prepared in the form of alterations or amendments to the existing memorandum and articles of association of the Federation, the existing memorandum and articles, as so altered or amended,

and are to be taken for the purposes of the Companies (New South Wales) Code to be the registered memorandum and articles of association of the Federation.

(2) The memorandum and articles of association of the Federation comprised as referred to in subsection (1) may be altered or added to from time to time in accordance with:

- (a) the provisions of the memorandum and articles of association of the Federation; and
- (b) the Companies (New South Wales) Code and the provisions applying as regulations made under that Code because of section 7 of the Companies (Application of Laws) Act 1981 applying to memoranda and articles of association; and
- (c) section 5B of the Charitable Collections Act 1934.

