

CONSTITUTION

Incorporating alterations and additions adopted at:

Special Meeting of members held on 30 November 1987

Special Meeting of members held on 9 March 1990

Annual Meeting of members held on 30 July 1990

Special Meeting of members held on 23 April 1992

Annual Meeting of members held on 23 July 1993

Annual Meeting of members held on 16 October 1998

Annual Meeting of members held on 15 October 1999

Special Meeting of members held on 25 August 2000

Annual Meeting of members held on 27 October 2000

Annual Meeting of members held on 19 October 2001

Annual Meeting of members held on 27 October 2006

Annual Meeting of members held on 26 October 2007

Annual Meeting of members held on 24 October 2008

Special Meeting of members held on 23 April 2010

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1. NAME AND TITLE

1.1 The organisation shall be known as AGED & COMMUNITY SERVICES SA&NT INCORPORATED.

1.2 The address shall be as decided by the Board from time to time.

2. DEFINITIONS

For the purposes of this Constitution:

2.1 'Act' means the Associations Incorporation Act, 1985 as amended, modified or replaced from time to time and includes all Regulations thereunder.

2.2 'Annual Meeting' means the Annual General Meeting of the Association.

2.3 'Associate Member' means a member of the Association under rule 5A.

2.4 'Association' means Aged and Community Services SA&NT Incorporated.

2.5 'Board' means the Board of the Association.

2.6 'Chief Executive' means the person employed or otherwise engaged as the senior executive of the Association.

2.7 'Member' means a member of the Association other than an Associate Member.

2.8 'Metropolitan Area' means an area defined as such from time to time by resolution of the Board.

2.9 'Metropolitan Area Member' means a Member the head or principal office of which is located within the Metropolitan Area.

2.10 'North Region' means an area defined as such from time to time by resolution of the Board.

2.11 'North Region Member' means a Member the head or principal office of which is located within the North Region.

2.12 'Prescribed Associate Membership Fee' means the associate membership fee determined from time to time by the Board under rule 10.

2.13 'Prescribed Membership Fee' means the membership fee determined from time to time by the Board under rule 10.

2.14 'South Region' means an area defined as such from time to time by resolution of the Board.

2.15 'South Region Member' means a Member the head or principal office of which is located within the South Region.

2.16 'Special Meeting' means a meeting of the Association convened pursuant to rule 12.

2.17 'Supported Persons' means persons who by reason of needs arising from age or other circumstance (including disability) are or are capable of becoming the subject of accommodation or services offered by Members.

3. OBJECTS

The Object of the Association is to act as a peak body to church, charitable and community bodies primarily engaged in providing accommodation and services to the ageing and the aged and for the purpose of achieving that objective it will:

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- 3.1** Promote the interests of Members.
- 3.2** Encourage co-operation and understanding between Members.
- 3.3** Give assistance, advice and support to Members.
- 3.4** Promote the provision of appropriate care for Supported Persons and their carers through its Members.
- 3.5** Promote awareness of the needs of Supported Persons.
- 3.6** Promote community awareness of the work, aims and needs of Members.
- 3.7** Obtain and distribute information to Members.
- 3.8** Influence and develop philosophies, policies and programmes for the care and well-being of Supported Persons.
- 3.9** Make representations and submissions to governments, courts, boards, commissions, committees or any other body or tribunal on matters affecting the interests of Members or their client groups.
- 3.10** Make public statements and issue publications (in any form whatsoever) on any matters relating to provision of accommodation, care or support of Supported Persons.
- 3.11** Promote, encourage and engage in research and investigation into the general provision of all types of accommodation, care or support and the general welfare and advancement of Supported Persons.
- 3.12** Encourage and assist with the development and provision of educational programs aimed at improving standards for care of Supported Persons.
- 3.13** Carry out such other activities which are incidental to, or consistent with these objectives.
- 3.14** Facilitate alliances for Members that do not involve services to the aged.

4. POWERS

The Association may, in addition to the powers conferred by the provisions of the Act, exercise all or any of the following powers, namely, it may take such steps and do such things (including the acquisition and disposal of property, both real and personal) as are necessary or desirable for, or incidental to, the full attainment of all or any of the objects set out in rule 3 , and without limiting the generality of this rule, it may:

- 4.1** Subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, the objects of which are altogether or in part similar to those of the Association.
- 4.2** Buy, sell or deal with all or any real and personal property.
- 4.3** Enter into any arrangements with any government or instrumentality of government that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
- 4.4** Appoint, employ, remunerate, remove or suspend such persons as may be necessary or convenient for the purposes of the Association.
- 4.5** Construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the interests of the Association.
- 4.6** Invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.

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- 4.7** Take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- 4.8** Borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise and represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, or by mortgage, charge lien or other security upon the whole or any part of the property or assets of the Association present or future and purchase, redeem or pay-off any such securities.
- 4.9** Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 4.10** Sell, improve, manage, develop, exchange, lease, sublease, dispose of, turn to account or otherwise deal with all or any part of the real or personal property and rights of the Association.
- 4.11** Take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the property of the Association of whatsoever kind sold by the Association, or any monies due to the Association from purchasers or others.
- 4.12** Take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association from any other association, club or organisation, whether incorporated or not, the objects of which are altogether or in part similar to those of the Association.
- 4.13** Take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, whether as donations, annual subscriptions or otherwise.
- 4.14** Print and publish any newsletters, periodicals, books or leaflets or occasional papers that the Association may think desirable for the promotion of its objects.
- 4.15** Amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association.
- 4.16** Purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 4.17** Transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 4.18** Do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

5. MEMBERSHIP

- 5.1** Membership of the Association shall, upon payment of the Prescribed Membership Fee, be open:
 - a. To a benevolent association or organisation, as may be determined by the Board, receiving or entitled to receive assistance pursuant to any statute through which subsidies are payable to benevolent associations or organisations which provide or intend to provide residential care, community services or both for Supported Persons and their carers in the State of South Australia, the Northern Territory or both, of Australia.
 - b. To a benevolent association or organisation as may be determined by the Board which provides retirement housing (with or without care services) primarily for retired persons in the State of South Australia, the Northern Territory or both, of Australia.

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- c. To such other associations, organisations or entities of any type (including a council or council subsidiary under the *Local Government Act, 1999*) and whether benevolent or not, as may be determined by the Board other than Excluded Entities. In making a determination pursuant to this rule, the Board shall have regard to the mutuality of interest between such association, organisation or entity and the Association.

For the purposes of this rule, "Excluded Entity" means an association, organisation or entity:

- (a) a primary or subsidiary object of which is to secure pecuniary profit for its members; or
- (b) which is, or which is an instrumentality of, the Commonwealth of Australia or a State or Territory of the Commonwealth of Australia.

5.2 A Member may by written notice to the Chief Executive resign from membership of the Association which shall become effective from the commencement of the next financial year.

5.3 Each Member shall authorise not more than two (2) representatives who shall be either a senior manager of the Member or a member of the governing board of the Member who may act and vote on its behalf at any meeting including the Annual Meeting of the Association and for the election of members of the Board and any reference in this Constitution to a Member being present at an Annual Meeting or Special Meeting shall be construed as being present by one or more such representatives.

5A. ASSOCIATE MEMBERSHIP

5A.1 Associate Membership of the Association shall, upon payment of the Prescribed Associate Membership Fee and subject to rule 5A.2, be open:

- a. to an entity (including a Minister of the Crown, government corporation, government controlled entity or any department or instrumentality of government in any form) or any body corporate, association or other entity as may be determined by the Board, the activities of which are wholly or predominantly to provide:
 - i. residential care, community services or both for Supported Persons and their carers in the State of South Australia, the Northern Territory or both, of Australia;
 - ii. residential housing (with or without care services) primarily for retired persons in the State of South Australia, the Northern Territory or both, of Australia;
- b. to an entity (including a Minister of the Crown, government corporation, government controlled entity or any department or instrumentality of government in any form) or any body corporate, association or other entity, as may be determined by the Board which is engaged in research, promotion, advocacy or other activity which is reasonably intended to advance the objects of the Association.

5A.2 An application for Associate Membership will not be accepted if such membership would cause the total number of Associate Memberships to exceed 25% of the then total membership of the Association.

5A.3 An Associate Member may by written notice to the Chief Executive resign from Associate Membership of the Association which shall become effective from the commencement of the next financial year.

5A.4 Associate Members shall have the same rights, privileges and obligations as Members other than the right to vote at Annual or Special Meetings of the Association.

5A.5 Each Associate Member shall authorise not more than two (2) representatives who shall be either a senior manager of the Associate Member or a member of the governing board of the Associate Member (if applicable) who may exercise the rights and privileges of the Associate Member and each of whom (subject to clause 6.2) shall be eligible for appointment to the Board as a co-optee under clause 6.4 a. (but only under that clause).

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6. BOARD

- 6.1** The control and management of the Association shall be vested in the Board.
- 6.2** Not more than one (1) representative of any Member or Associate Member shall be eligible for election, appointment or co-option (as the case may be) to the Board absolutely.
- 6.3** The Board shall consist of up to eight (8) persons each of whom are elected by the Members in accordance with rule 6.5 with effect from the Annual Meeting at which the provisions of this clause first take effect, of whom:
- a. six (6) will be persons each of whom is a representative of a Metropolitan Area Member;
 - b. one (1) will be a person who is a representative of a North Region Member;
 - c. one (1) will be a person who is a representative of a South Region Member;
- together with up to three (3) persons co-opted by the Board under rule 6.4 a.
- 6.4**
- a. For the purposes of adding skills and experience to the Board but subject to rule 6.2, the Board may co-opt as members of the Board up to three (3) persons from time to time each of whom will have full voting rights as a member of the Board and whose term of office will be as determined by resolution of the Board.
 - b. The Board shall have the right to invite other persons to attend meetings as it deems necessary, desirable or both, however such additional persons shall not have voting rights.
- 6.5** Elections for the Board shall be conducted by a postal or electronic mail vote process to be held within the six (6) week period immediately preceding the Annual Meeting. The results of such vote shall be announced at the Annual Meeting.
- 6.6** The office bearers (specified in rule 7.1) shall be elected by the Board at the next Board meeting (to be held as soon as practicable) after the Annual Meeting in each year.
- 6.7** Subject to such arrangements as the Board may determine to accommodate changes from time to time to the terms of office prescribed by this Constitution, the terms of office of the elected members of the Board (which will in any event not exceed 3 years) will be split so that in each year there will be one third (or so near thereto as practicable) of the members elected.
- 6.8** Every elected member of the Board shall be eligible for re-election after their term of office expires subject to the qualification that a person cannot serve as a member of the Board for more than nine (9) consecutive years.
- 6.9** Except for members co-opted under rule 6.4 a. members of the Board shall hold office only while they maintain their status as a representative of a Member.
- 6.10** The Board may, unless otherwise directed by the Members at a duly convened Annual Meeting or a Special Meeting of the Association, exercise all or any of the powers referred to in rule 4 and may delegate the same subject to any qualifications or conditions it deems fit.
- 6.11** The Board may fill a casual vacancy of members elected to the Board (with the appointee serving the remaining term of office relating to the vacancy filled) making sure that in doing so rule 6.2 is not breached and that the casual vacancy is filled by a representative of a Member of the same area or region (that is a Metropolitan Area, North Region or South Region Member) as that to which the vacancy relates.
- 6.12** Any member of the Board who fails to attend more than three (3) consecutive meetings, without prior approval of leave of absence, shall cease to be a member of the Board and a casual vacancy will be deemed to have arisen.

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6.13 Subject to rule 6.7 each person appointed to the Board shall hold office for a three-year period from the period commencing immediately after the completion of the Annual Meeting at which their election is announced and concluding at the completion of the Annual Meeting held in the third year of their term of office.

6.14 A member of the Board may resign from the Board at any time by giving notice in writing to the Chairman.

7. OFFICE BEARERS

7.1 The office bearers of the Association, each of whom shall be members of the Board, shall be the Chairman, Deputy Chairman and such other office bearers as may be determined by the Board. Election of office bearers shall be undertaken in the manner provided for in rule 6.6.

7.2 The Board may, from time to time, delegate to the office bearers such powers, duties or functions as it thinks fit.

7.3 At every meeting of the Board the Chairman (or, in his absence, the Deputy Chairman or, in the absence of both the Chairman and the Deputy Chairman, a member of the Board elected by those present) shall preside and shall have a deliberative vote as well as a casting vote.

7.4 The Chief Executive shall be the Public Officer of the Association.

7.5 The term of office of office bearers will be a one-year term, from the Board meeting next held after the Annual Meeting until the completion of the next following Annual Meeting.

8. MEETINGS

8.1 Minutes of Annual Meetings and Special Meetings are to be circulated to Members and Associate Members as soon as practicable after the relevant meeting.

8.2 Regular meetings of the Board shall be held on dates approved by the Board. Additional meetings may be determined by the Chairman or at the request of any two (2) members of the Board.

8.3 Members of the Board shall be notified of Board meetings and normally be provided with an Agenda for the meetings prior to such meetings being held. Non receipt of such notice shall not invalidate the proceedings and actions thereat.

8.4 Meetings of the Board may be held in person or by telephone or other instantaneous means of conferring (or by any combination of those means) provided in the case of meetings to be held by telephone or other instantaneous means of conferring that 24 hours notice has been given to each Board member, and each member attending a meeting by any permitted means shall be entitled to vote thereat.

8.5 A quorum for meetings of the Board shall be more than one half of the then number of members .

8.6 Minutes of meetings of the Board are to be circulated to members of the Board as soon as practicable after the relevant meeting.

8.7 Such a number of Members as determined by the Board from time to time, present personally, shall constitute a quorum for the transaction of business at any Annual Meeting or Special Meeting.

8.8 If within thirty (30) minutes after the time appointed for the meeting a quorum of Members is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the Members present shall form a quorum.

8.9 Subject to rule 8.10, the Chairman shall preside as Chairman at each Annual Meeting and Special Meeting of the Association.

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- 8.10** If the Chairman is not present within five (5) minutes after the time appointed for holding an Annual Meeting or Special Meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Board member or, if no Board member is present and willing to take the chair, one of their own number to be the Chairman of that meeting.
- 8.11** Subject to these rules, every Member of the Association has only one (1) vote at a meeting of the Association.
- 9. AUDITOR**
- 9.1** An auditor, who may be honorary, shall be appointed by each Annual Meeting and shall be a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants, in public practice.
- 10. MEMBERSHIP FEES**
- 10.1** The Board shall determine membership fees, provided that at least two thirds of voting members of the Board are present at the meeting which considers the matter.
- 10.2** Membership fees payable by Members and Associate Members for the following financial year shall be notified to Members and Associate Members by the end of June.
- 11. ANNUAL MEETINGS**
- 11.1** The Annual Meeting of the Association shall be held by the 31st October of each year.
- 11.2** The Board shall cause the Chief Executive to give written notice of the time and place of the Annual Meeting to each Member at least ten (10) clear days prior to such meeting.
- 11.3** The order of the business for an Annual Meeting shall be:
- a. confirmation of the minutes of the previous Annual Meeting and of any Special Meeting held since that Meeting;
 - b. consideration of the accounts and reports of the Board and the auditor's report;
 - c. announcement of results for election of members of the Board;
 - d. appointment of auditors;
 - e. any other business requiring consideration by the Association at the Annual Meeting.
- 12. SPECIAL MEETINGS**
- 12.1** The Board may convene a Special Meeting at any time.
- 12.2** Any seven (7) of the authorised representatives of Members may request the Board to call a Special Meeting of the Association, and upon receipt of such request, the Board shall convene a Special Meeting to be held not later than twenty-eight (28) days from the receipt of such request.
- 12.3** Subject to rule 16.1 the Board shall give each Member at least seven (7) clear days notice of the time and place of such Special Meeting and the business to be conducted thereat.
- 13. INCOME AND PROPERTY**
- 13.1** The income and property of the Association, from whatsoever source derived, shall only be used for purposes consistent with the objects of the Association, specified in rule 3.

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- 13.2** No portion of the income or assets of the Association may be transferred either directly or indirectly by any means whatsoever to any Member or Associate Member except by way of payment for bona fide services rendered or expenses incurred on behalf of the Association.
- 13.3** The funds of the Association shall not be expended without the approval of the Board.
- 13.4** The Board shall ensure that accounts are kept of the receipts and payments of the Association and the matter in respect of which such receipts and expenditure takes place and a Board member or the Chief Executive, as determined by the Board, shall make a report to each and every meeting of the Association.
- 13.5** The financial year shall be to the 30th June.
- 13.6** At the Annual Meeting a Board member or the Chief Executive, as determined by the Board, shall present audited Statements for the year ended 30th June immediately prior to the meeting. Such Statements shall include a Statement of Income and Expenditure and a Balance Sheet as at 30th June.
- 13.7** Annual membership fees shall become due and payable in advance on 1st July each year.
- 14. COMMON SEAL**
- 14.1** The Association shall have a Common Seal which shall not be used unless a resolution of the Board, authorising such use, has been passed.
- 14.2** The Chairman, Deputy Chairman and any other members of the Board appointed for the purpose by the Board shall be the sealholders of the Association.
- 14.3** The Common Seal shall not be used other than in the presence of at least two (2) sealholders.
- 15. WINDING UP**
- The Association may be wound up in the manner provided for in the Act. Upon winding up or dissolution of the Association, if there remains after payment and discharge of just debts and liabilities any money whatsoever, the same shall be applied to or distributed amongst such organisations which qualify under any of the provisions of Section 30-45 of the Income Tax Assessment Act, 1997 (or any substitute thereof) and which have objects similar to the objects of this Association.
- 16. VARIATION AND INTERPRETATION OF THESE RULES**
- 16.1** No alteration or addition shall be made to these rules except by a majority of the Members present at the Annual Meeting, or any adjournment thereof, or at a Special Meeting called for the purpose, provided that these rules shall not be added to or altered at a Special Meeting unless written notice of the time and place of the Special Meeting and of the proposed alteration and addition has been given to each Member at least ten (10) clear days prior to the Special Meeting.
- 16.2** The Board shall be the sole authority of the interpretation of these rules, and the decision of the Board upon any question of interpretation of these rules shall be final and conclusive.
- 16.3** Where the Board resolves any question of interpretation of these rules, it shall note such resolution and interpretation in the minutes of the Board.
- 17. BY LAWS**
- The Board may make By Laws consistent with this Constitution.