



*The Constitution of
Carers and Disability Link
Incorporated*

2019 Draft

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1. NAME

The name of the Association shall be Carers and Disability Link Incorporated, hereinafter called the "Association".

The Association is a non-profit Association, Incorporated as described under the Associations Incorporation Act of 1985 (SA).

2. DEFINITIONS

In this Constitution:

- **Annual General Meeting:** means the Annual General Meeting of members held in accordance with this Constitution.
- **The Act:** means the Associations Incorporation Act 1985 (SA).
- **The Association:** means Carers and Disability Link Incorporated.
- **Board:** means the elected Board of the Association.
- **Carer:** is a person living in our communities who currently cares for, or previously cared for a friend or family member who is living with a mental health condition, disability, is aged, living with dementia or other impairment or need.
- **CEO:** means the Chief Executive Officer of the Association appointed by the Board.
- **Client:** is a person who is receiving services or support from the Association.
- **Member:** means a full member of the Association.
- **Objects:** means the purpose for which the Association is established and maintained.
- **Suspension:** generally refers to a period where a member cannot exercise any of their membership rights (i.e. voting) pending an investigation of their suspension.
- **Termination:** means membership in the Association ceases.

3. OBJECTS

- 3.1 The Association is underpinned by Community Development principles and operates as an inclusive community driven organisation with the aim to advance the welfare, care and support of, (but is not limited to) Carers and Clients.**

The objects of the Association are to:

- 3.1.1** Provide a range of quality services, supports and advocacy for and on behalf of carers and clients.
- 3.1.2** Be responsive to individual differences, cultural diversity and preferences.
- 3.1.3** Promote, assist, empower and enhance the needs of carers and those they care for.
- 3.1.4** Preserve the rights of carers and clients and work in partnership with them to exercise choice and control.
- 3.1.5** Strengthen access options to external services.

- 3.1.6** Raise the profile of carers and clients roles and their contributions within our communities.
- 3.1.7** Encourage carers to identify themselves as carers, to understand their needs, and to have these needs recognised by the Association.
- 3.1.8** Promote the Association as the preferred provider.
- 3.1.9** Identify service gaps and advocate for additional services to meet the perceived need.
- 3.1.10** Advocate for services to improve access and equity.
- 3.1.11** Support people with disabilities to pursue their goals and maximise their independence.
- 3.1.12** Communicate and promote accessible and relevant information.

4. MEMBERSHIP

4.1 Eligibility

- 4.1.1** Membership is open to any client, carer or other person who in the opinion of the board supports the objects of the Association in accordance with any criteria for membership set by the Board.
- 4.1.2** An application for membership must be in writing and in form determined by the Board.
- 4.1.3** The Board determines whether the applicant becomes a member no later than (28) twenty eight days prior to the Annual General Meeting.
- 4.1.4** Any person may be accepted or refused as a member at the absolute discretion of the Board, providing however, that the Board in exercising its power shall not unreasonably withhold its approval of the application of membership. Persons shall be eligible regardless of sex, age, race, physical or intellectual impairment or cultural difference.
- 4.1.5** In the event of an application for membership being refused notice of the refusal shall be given in writing to the applicant.

4.2 Subscription

- 4.2.1** The subscription is determined by the Board and reviewed from time to time.
- 4.2.2** The annual subscription is payable annually on 1 July or at a time that the Board determines.
- 4.2.3** The Board may waive the subscription in a particular case or group of members.
- 4.2.4** Membership will cease if the subscription is outstanding for more than 28 days after the due date and the person will have to re-apply for membership.

4.3 Resignation

- 4.3.1** A member may resign their membership by giving written notice to the Association.
- 4.3.2** Membership shall cease when the member dies.

4.4 Suspension and or termination

- 4.4.1** Suspension or termination of membership may be resulted by not less than two thirds majority vote at a Board meeting. The decision should not be taken until the member has been advised in writing, which will occur within ten (10) working days of the decision being made.
- 4.4.2** The member must be advised of the reason for this action and will be given a genuine opportunity and timeframe to respond.
- 4.4.3** A member shall be entitled to representation upon suspension or termination of membership, at their own expense.
- 4.4.4** Any suspended or terminated member may on not less than two weeks (2) written notice require the suspension or termination to be reconsidered at one subsequent Board Meeting. At this meeting the member has the right to present their case.
- 4.4.5** Membership renewal will occur only after the matter has been finalised and within a timeframe determined between the parties.
- 4.4.6** Members may not be suspended or terminated on the grounds of their sex, age, race, physical or intellectual impairment or cultural difference.

4.5 Register

- 4.5.1** A register of members must be kept and contain:
 - the names and addresses of all persons who have been admitted to membership
 - the date on which each member was admitted to the Association
 - if applicable, the date and reason(s) for termination of membership.

5. BOARD

5.1 Roles and Responsibilities

- 5.1.1** The overall strategic direction, planning and financial direction is the responsibility of the Board and shall be overseen by the Board. In addition to any powers and authorities conferred by this Constitution, the Board may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by this Constitution required to be done by the Association in General Meetings.
- 5.1.2** The Board has the management and control of the funds and other property of the Association.
- 5.1.3** The Board has the authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Association on which these rules are silent.
- 5.1.4** The Board appoints the CEO for the period and term that the Board sees fit.
- 5.1.5** The CEO shall be tasked with the day to day management and operations of the Association. The CEO shall report and make recommendations to the Board with respect to policy matters and the organisation of the Association.

5.2 Appointment

- 5.2.1** The Board shall consist of no less than eight (8) and no more than twelve (12) members. The Board will comprise of a majority representation of carers and clients and will be committed to the inclusion of regional representation.
- 5.2.2** One half of the first elected Board members shall be chosen by consensus or by lot, to retire or to seek re-election, aligned with the Constitutions rules, at the first Annual General Meeting following their election, and thereafter the position of each elected Board member shall fall vacant on completion of a term of two (2) years.
- 5.2.3** No Board member shall hold a specific office for more than four (4) consecutive years.
- 5.2.4** Notice of all persons seeking election to the Board shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- 5.2.5** The Executive of the Board shall consist of the Chairperson, Vice-Chairperson and one other Board member as nominated by the Board.
- 5.2.6** The Executive of the Board will be chosen by the Board from its members at a Board meeting held within one month following the Annual General Meeting.
- 5.2.7** The Executive of the Board shall each be elected for a term of two (2) years to retire or seek re-election for a second term of two (2) years.
- 5.2.8** A minute Secretary shall be seconded at the Board's discretion for minute taking purposes only.

5.3 Office bearers

Office bearers will be the:

5.3.1 Chairperson

- 5.3.1.1** The Chairperson shall chair Executive, Board and General Meetings except that in the absence of the Chairperson or at the request of the Chairperson or a majority of a meeting, another person may be elected as Chairperson for that meeting.
- 5.3.1.2** The Chairperson at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.
- 5.3.1.3** Two members of the Executive Board are responsible for preparing the Agenda for the Board meeting and the AGM.
- 5.3.1.4** The Chairperson of a meeting shall encourage full balanced participation by all members and shall decide on matters of order.

5.3.2 Deputy Chairperson

- 5.3.2.1** The Deputy Chairperson will hold office in support of the Chairperson and will take responsibility for the Chairpersons duties in the absence of the chair.

5.3.3 Treasurer

- 5.3.3.1** The Board may at its discretion appoint a Treasurer. The Treasurer understands financial accounting for non-profit organisations.

5.4 Meetings of the Board

- 5.4.1** The Board shall meet as often as required to conduct the business of the Association and not less than eight (8) times in each calendar year.
- 5.4.2** The quorum shall be half plus one of the existing members, and consisting of at least one but preferably two Executive Board members.
- 5.4.3** A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Board and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Association.
- 5.4.4** The Chairperson or two (2) other members of the Board will have power to call a meeting of the Board.
- 5.4.5** Notice of meetings shall be given at the previous Board meeting or by seven (7) days written notice distributed to all Board members or, in an emergency, by such notice as shall be ratified by the Board.
- 5.4.6** Other persons may be invited by the Chairperson of the Board to attend Board meetings from time to time but shall have no vote.
- 5.4.7** The CEO shall attend Board meetings unless directed to leave or stay away by the Chairperson. The CEO shall have no vote.

5.5 Office of a member of the Board

A member of the Board will cease to hold office upon:

- 5.5.1** Withdrawal by resignation in writing
- 5.5.2** Suspension or termination as a member of the Association
- 5.5.3** Disqualification by the Act
- 5.5.4** Permanent incapacity
- 5.5.5** Absence without leave of absence for three (3) successive Board meetings within a financial year without explanation acceptable to the Board.

5.6 Vacancies

- 5.6.1** Vacancies unfilled or arising in the Board membership may be filled by the Board by co-opting members for the unexpired remainder of the term.
- 5.6.2** The Board may function validly notwithstanding any vacancies so long as its number is not reduced below eight.

5.7 Board Committees

The Board may appoint sub-committees, chaired by a member of the Board, or a nominee of the Board for specific purposes who shall meet as they see fit or as directed by the Board and who shall report to the Board.

5.8 The Public Officer

5.8.1 The Board shall appoint a Public Officer as required by the Act.

5.8.2 The Chief Executive Officer may be the Public Officer and shall be responsible for carrying out all duties of a Public Officer according to the Act.

5.8.3 Notification of a change of the Public Officer must be forwarded to the Office of the Consumer and Business Services within one month after the change.

5.9 The Returning Officer

5.9.1 The Board shall appoint a Returning Officer who shall conduct the election of Board members at each Annual General Meeting in accordance with accepted procedures.

6. POWERS

6.1 The powers of the Association shall be the power contained in the Associations Incorporations Act 1985 (SA) and without limiting those powers, the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contract including a contract of employment.

6.2 The Board shall be entitled to exercise the full powers of the Association, and without limiting those powers shall have the management and control of the funds and other property of the Association.

7. GENERAL MEETINGS

7.1 Annual General Meeting

7.1.1 The Annual General Meeting shall be held at least once in each calendar year, not more than five (5) months after the close of the financial year which shall be the Thirtieth (30th) of June and start on the First (1st) of July unless altered at an Annual General Meeting.

The Business of the Annual General Meeting shall be to:

- 7.1.2** Confirm the minutes of the preceding Annual General Meeting or any Special General Meeting held since that meeting.
- 7.1.3** Receive the Chairperson's report for the previous financial year.
- 7.1.4** Receive the financial report and the audited financial statements for the previous financial year.
- 7.1.5** Elect or re-elect the Board members who must consent to their nomination in writing to be provided to the Returning Officer twenty eight (28) days prior to the Annual General Meeting.
- 7.1.6** Conduct any other business placed on the agenda before the commencement of the meeting.
- 7.1.7** Appoint an auditor for the ensuing year.
- 7.1.8** Consider any other special matter which the Board may desire to bring before the members and receive suggestions from the members for consideration by the new Board at the next Board meeting.

7.2 Special General Meeting

- 7.2.1** A Special General Meeting shall be called by the Public Officer within twenty-eight (28) days of receipt of a directive of the Board or a written request of three (3) Board members or six (6) members of the Association specifying the business to be conducted at the meeting.
- 7.2.2** At any such Special General Meeting, no business other than that of which notice has been given shall be brought before the members.

7.3 Notice

- 7.3.1** The organisation must provide public notification of the intention to conduct any General Meeting no more than twenty eight (28) days and no less than fourteen (14) days prior to the date of the meeting. The advertisement must be placed in local papers, the newsletter, or by other means where there is community or member interest.
- 7.3.2** A notice may be given by the Association to members by post or email to the address stated in the register of members.

7.4 Voting at General Meetings

- 7.4.1** Members shall each be entitled to one vote per person at any General Meeting at which they are present or represented by their proxy.
- 7.4.2** The age of voting shall be no less than 18 years. No person younger than this age has the authority to lodge a vote.
- 7.4.3** A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy and attend and vote at any General Meeting of the

Association. The proxy form must be deposited at an office of the Association at least 48 hours before a meeting.

- 7.4.4** The proxy vote is valid if it is in the form determined by the Board and signed by the member making the appointment.
- 7.4.5** A quorum of any General Meeting shall be twenty (20) members or two-thirds of the members, whichever is less.
- 7.4.6** If at any General Meeting (including the Annual General Meeting) there is no quorum within thirty (30) minutes of the time appointed for the meeting then a majority of members present may decide to adjourn the meeting for a period not exceeding fourteen (14) days. The quorum for such adjourned meeting will be reduced to ten (10) failing which the meeting will lapse altogether.
- 7.4.7** Voting will be by show of hands unless a secret ballot is demanded by a majority of members present.
- 7.4.8** Any contested election at an Annual General Meeting shall be by secret ballot.
- 7.4.9** Persons with special interest or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chairperson but such persons may not vote.

8. COMMON SEAL

- 8.1** The Association shall have a Common Seal on which the name of the Association shall be legibly written.
- 8.2** The Public Officer shall retain the Seal and use the Seal with the authorisation of the Board.
- 8.3** The Public Officer shall keep a record of all documents to which the Seal is affixed.

9. FINANCE

9.1 Financial year

The financial year of the Association shall be from the first (1st) day of July in one year to the Thirtieth (30th) day of June in the next.

9.2 Accounts

The Board shall ensure that proper financial records of the Associations affairs are kept by the Association. The accounts and auditor's report on the accounts and the Board's statement and report are presented to the Annual General Meeting for adoption or otherwise.

9.3 Auditors

The Annual General Meeting shall appoint one or more auditors of the Association who shall hold office until the next Annual General meeting. The auditor shall hold the qualifications as required by the Act. It shall be the function of the auditor to certify the annual financial statements of the Association to be correct or otherwise and to produce such reports and offer such advice to the Board in relation to the financial affairs of the Association, as the Board shall require.

9.4 Liability

Persons who by authority, accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.

9.5 Prohibition against securing profits

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividends, bonus, or otherwise to the members or relatives of members of the Association except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

10. WINDING UP

If upon wind-up or dissolution of the Association there remains after the satisfaction of all debts, which includes any unallocated grants or property from the State or Commonwealth Government Departments which will be returned to these Departments for and on behalf of the Crown. Any remaining surplus funds or assets are given to a company, association and/or institution that is endorsed as a deductible gift recipient under Division 30 of the Income Tax Assessment Act 1997.

i. Providing that:

The association shall not be voluntarily dissolved except by approval of the majority of, and not less than three quarters of members, voting either in person or by proxy at a meeting called for that purpose of which not less than one (1) calendar months written notice including notice of the proposed dissolution has been distributed to all members and twenty one (21) days of notice of date, place and purpose of the meeting has been given by public notice.

11. AMENDMENTS OF THE CONSTITUTION AND RULES

11.1 This Constitution may be repealed or amended by resolution of two-thirds of members present and voting at a General Meeting of which not less than seven (7) days' notice of the proposed repeal or amendment has been distributed to all members.

11.2 The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission within one month.

11.3 The registered Constitution shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

11.4 Rules for the proper administration of meetings or business may be made, repealed or amended by the Board.