

# **RULES OF ASSOCIATION**

**Connecting Foster Carers – SA Inc**

ABN 20 480 116 610

**2017**

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## 1. Name

The name of the incorporated association is Connecting Foster Carers - SA Inc, referred to herein as 'the Association'.

## 2. Definitions

Terms or phrases used in your Rules and the meaning for each.

- 'Act' means the *Associations Incorporation Act 1985* (SA)
- 'Business Day' means the days between and including Monday to Friday and do not include public holidays and weekends
- 'Carer' means Foster and/or Kinship Carers
- 'Committee' means the committee of management of the Association
- 'General Meeting' means a general meeting of Members of the Association convened in accordance with these Rules
- 'Member' means a full member of the Association and an associate member unless defined separately
- 'Month' shall mean a calendar month
- 'Objects' means the purpose for which the Association is established and maintained
- 'Rules' means these rules of association
- 'Special Resolution' means a special resolution as defined in the Act

## 3. Objects or purposes of the Association

The Objects of the Association are:

- i. To promote Carers and foster and kinship care in South Australia;
- ii. To support and inform Carers;
- iii. To advocate on behalf of Carers;
- iv. To provide without discrimination or the purpose of profit or gain assistance to those members of the public who are disadvantaged by being in need of relief of poverty sickness suffering distress misfortune or helplessness;
- v. To establish and maintain a Charitable Trust Fund or Funds which shall be kept separate from all other funds established and maintained by the Association. The proceeds of such Charitable Trust Fund or Funds shall only be available for the use by the Association to carry out those objects of the Association for purposes approved by the Commissioner of Taxation or a Deputy Commissioner for the

purposes of any sub-paragraphs of Section 78(1)(a) of the *Income Tax Assessment Act*; and

- vi. To do all things that are reasonably necessary and incidental to or conducive to attaining any of the said Objects.

## 4. Powers of the Association

The Association shall have all the powers conferred by section 25 of the Act.

## 5. Membership

### 5.1 Types

- i. Full member is open to any person who is or has been a registered Carer and is accepted by the Association.
- ii. Associate member is open to any person, firm, company or organisation with an interest in the Objects of the Association.

Upon acceptance of the membership application, and the payment of any membership subscription which may be determined from time to time by the Committee, the applicant shall be a Member of the Association.

### 5.2 Resignations

A Member may resign from membership of the Association by giving written notice to the secretary or executive officer of the Association.

### 5.3 Expulsion of a Member

- i. Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- ii. Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Committee at which the matter will be determined.
- iii. The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination the Member shall (subject to clause 5.3iv

below) cease to be a Member 14 days after the Committee has communicated its determination to the Member.

- iv. It shall be open to a Member to appeal the expulsion from the Association at a General Meeting. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Committee has been communicated to the Member.
- v. In the event of an appeal under clause 5.3iv above, the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the Member is upheld by the Members of the Association at a General Meeting after the appellant has been heard by the Members of the Association, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

## 5.4 Register of Members

A register of Members must be kept and contain:

- i. The name and address of each Member;
- ii. The date on which each Member was admitted to the Association;
- iii. If applicable, the date of and reason(s) for termination of membership; and
- iv. The onus is on the Member to ensure the register of Members contains the Member's correct information about that Member.

## 6. The Committee

### 6.1 Powers and duties

- i. The affairs of the Association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the Objects and are not by the Act or by these Rules required to be done by the Association at a General Meeting.
- ii. The Committee has the management and control of the funds and other property of the Association.
- iii. The Committee shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules are silent.
- iv. The Committee shall appoint a public officer as required by the Act.

- v. Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change with Consumer and Business Services.

## 6.2 Appointment

- i. The Committee shall be comprised of no fewer than five and no more than nine Members.
- ii. A committee member shall be a natural person, and a Member of the Association.
- iii. Members of the Committee shall be elected for staggered three-year terms and shall be eligible for re-election. Members of the Committee may serve a maximum of three terms.
- iv. The office bearers of the Association shall be the chairperson, vice-chairperson, secretary and treasurer. They shall be elected by the Committee.
- v. All persons appointed to the Committee agree to abide by any policies and procedures established pursuant to clause 11 in these Rules.
- vi. The Committee must develop a selection policy and procedure that ensures that the appointment of Committee members is based on skill, knowledge and the best interests of the Association.
- vii. The Committee may appoint a person to fill a casual vacancy, and such a person shall hold office until the next annual General Meeting of the Association and shall be eligible for re-election to the Committee.
- viii. Committee members shall be appointed pursuant to the selection policy developed pursuant to clause 6.2vi.

## 6.3 Proceedings of Committee

- i. The Committee will aim to meet together for the dispatch of business at least 10 times per calendar year.
- ii. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- iii. A quorum for a meeting of the Committee shall be one half of the members of the Committee.
- iv. A member of the Committee 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 Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Committee must

disclose the nature and extent of his or her interest in the contract at the next annual General Meeting of the Association.

- v. A member of the Committee having a direct interest in a matter that may be a conflict with a matter concerning the Association must disclose the nature and extent of that interest to the Committee, and may be excluded from voting on that matter, subject to a majority of votes.

## 6.4 Disqualification of Committee members

The office of a Committee member shall become vacant if a Committee member is:

- Disqualified from being a committee member by the Act.
- Expelled as a Member under these Rules.
- Permanently incapacitated by ill health.
- Absent without written apology, which must be accepted by one half of the Committee members, from more than four meetings in a financial year.
- No longer the duly appointed representative of a corporate member.

## 6.5 Sub-committees

The Committee may appoint sub-committees for any particular purpose on terms and conditions as the Committee considers appropriate. The members of such sub-committees need not be a Member of the Association.

## 7. The seal

The Association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed the chairperson and/or the secretary.

## 8. General Meetings

### 8.1 Annual General Meetings

- i. The Committee shall call an Annual General Meeting in accordance with the Act and these Rules.



- ii. Annual General Meetings must be held within five months after the end of its financial year.
- iii. The order of the business at the meeting shall be:
  - a. The confirmation of the minutes of the previous Annual General Meeting and of any special General Meeting held since that meeting;
  - b. The consideration of the accounts and reports of the Committee and the auditor's report;
  - c. The notification of election of Committee members;
  - d. The appointment of auditors; and
  - e. Any other business requiring consideration by the Association at a General Meeting.

## 8.2 Special General Meeting

- i. The Committee may call a special General Meeting of the Association at any time.
- ii. Upon a requisition in writing of not less than 10% of the total number of Members of the Association, the Committee shall, within one month of the receipt of the requisition, convene a special General Meeting for the purpose specified in the requisition.
- iii. Every requisition for a special General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting.
- iv. If a special General Meeting is not convened within one month, as required by 8.2ii above, the requisitionists, or at least 50% of their number, may convene a special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

## 8.3 Notice of General Meetings

- i. Subject to 8.3ii, at least 14 days notice of any General Meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- ii. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

- iii. A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by email or by post to the address appearing in the register of Members (see rule 5.4).

#### 8.4 Proceedings at General Meetings

- i. Either ten Members of the Association or ten per cent (%) of Members, whichever is less, present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting.
- ii. If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, 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 30 minutes of the time appointed for the meeting the Members present shall form a quorum.
- iii. Subject to 8.4iv, the chairperson shall preside as chairperson at a General Meeting of the Association.
- iv. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Committee member or one of their own number to be the chairperson of that meeting.

#### 8.5 Voting at General Meetings

- i. Subject to these Rules, every Member of the Association has only one vote at a meeting of the Association.
- ii. Subject to these Rules, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of Members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- iii. Unless a poll is demanded by at least a majority of Members present, a question for decision at a General Meeting must be determined by a show of hands.

#### 8.6 Poll at General Meetings

- i. If a poll is demanded by a majority of Members present, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- ii. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## 8.7 Special and ordinary resolutions

- i. A special resolution is as defined in the Act.
- ii. An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

## 8.8 Proxies

A Member shall be entitled to appoint in writing a natural person who is also a Member to be their proxy, and attend and vote at any General Meeting of the Association.

## 9. Minutes

- i. Proper minutes of all proceedings of General Meetings of the Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- ii. The minutes kept pursuant to this rule must be confirmed by the Members of the Association or the members of the Committee (as relevant) at a subsequent meeting.
- iii. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- iv. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## 10. Dispute resolution

- i. The dispute resolution procedure set out in this rule applies to disputes under these Rules between –
  - a. A Member and another Member; and/or
  - b. A Member and the Association.
- ii. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- iii. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

- iv. In this rule 'Member' includes any person who was a Member not more than six months before the dispute occurred.

## 11. By Laws and Policies

The Committee may enact by-laws and adopt policies and procedures concerning such matters as it deems fit. Such by-laws, policies and procedures are binding upon and must be complied with by all Members.

## 12. Financial reporting

### 12.1 Financial year

The financial year shall end on 30 June of each year.

### 12.2 Accounts to be kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

### 12.3 Accounts and reports to be laid before Members

The accounts, together with the auditor's report on the accounts, the Committee's statement and the Committee's report, shall be laid before Members at the annual General Meeting.

Refer to section 35(6) of the Act.

### 12.4 Annual returns

If required by the Act, the annual return shall be lodged with Consumer and Business Services or the relevant body within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Committee's statement, and the Committee's report.

Refer to section 36(1) of the Act.

### 12.5 Appointment of auditor

- i. At each annual General Meeting, the Members shall appoint a person to be auditor of the Association. Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.

- ii. The auditor shall hold office until the next annual General Meeting and is eligible for re-appointment.
- iii. If an appointment is not made at an annual General Meeting, the Committee shall appoint an auditor for the current financial year.

### 13. Prohibition against securing profits for Members

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.

### 14. Winding up

The Association may be wound up in the manner provided for in the Act.

### 15. Revocation

If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- i. gifts of money or property for the principal purpose of the organisation.
- ii. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation.
- iii. money received by the organisation because of such gifts and contributions.

### 16. Application of surplus assets

- i. If after the winding up and the satisfaction of all debts and liabilities of the Association there remains 'surplus assets' as defined in the Act, such surplus assets that remain shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its Members.
- ii. Such organisation or organisations shall be identified and determined by a resolution of Members at a General Meeting.

## 17. Rules

These Rules may be altered (including an alteration to the Association's name) by special resolution of the Members of the Association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, or the relevant body, as required by the Act.

The registered Rules 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 of the provisions thereof.

Subject to any provision in the Rules or a resolution to the contrary, an alteration to the Rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the Association which does not come into force until registered by Consumer and Business Services, Corporate Services Commission or the relevant body.