

CONSTITUTION

AS AMENDED MAY 2007

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1. NAME

The name of the Association shall be:

OFFENDERS AID AND REHABILITATION SERVICES OF SOUTH AUSTRALIA INCORPORATED

2. OBJECTS

The objects of the Association shall be:

- a. To work towards the prevention of social disadvantage, social exclusion and crime.
- b. To provide direct relief to persons suffering poverty, distress, misfortune helplessness, social disadvantage or social exclusion.
- c. To work towards the rehabilitation and social inclusion of offenders and others in the Australian community.
- d. To ascertain the needs of offenders, their dependants and their families, and to endeavor to meet them in every way possible, provided that their best interests will be served and the public interest warrants it.
- e. To co-operate with any sympathetic agency in such a manner as will best serve offenders, others and their dependants.
- f. To educate the general public towards an appreciation of the objects of the Association, and to advocate for change in social policy and legislation.
- g. To establish Committees, Branches and Sub-Committees from time to time as may appear necessary or desirable to facilitate and achieve the above objects.
- h. To conduct its work without being aligned with any political, religious or sectarian organisation or group.
- i. To do all such acts and things as are incidental or subsidiary to the attainment of all or any of the above.

3. POWERS

The powers of the Association are:

- a. to seek or receive grants, membership fees, donations, gifts, sponsorships, bequests and property of any kind
- b. to deliver services or programs relating to the objects of the Association

- c. to publish periodicals, reports or other documents to further the objects and activities of the Association
- d. to provide education and disseminate literature relating to the Association or its objects
- e. to assist in setting up any body having similar or related objects
- f. to join or co-operate with any other body in order to further any objects of the Association
- g. to contribute to any body, or support any body, with purposes of a social, educational, benevolent or charitable nature
- h. to deal with property of all kinds and in any manner
- i. to enter into any arrangement
- j. to invest any property of the Association in any manner
- k. to borrow money on any terms, operate bank accounts and give any security
- l. to carry on any business or legal proceedings
- m. to pay any expense
- n. to engage and dismiss workers
- o. to administer any property held on trust
- p. to establish and operate funds and administer any property held in such funds
- q. to do all such other acts and things to further the purposes of the Association as the Association or the Board thinks fit
- r. to do anything else that the Association or the Board decides

4. PROPERTY OF ASSOCIATION

- a. The Association is a non-profit organisation and in particular the assets and income of the Association shall be applied solely in furtherance of its above objects and no portion shall be distributed directly or indirectly to its members except as approved bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- b. However, this does not restrict the payment in good faith of:
 - i. reasonable remuneration to any officer or member of the Association for services actually rendered or expenses actually incurred

- ii. reasonable rental for property let or hired to the Association by a member; or
- iii. any payment incidental to the Association's activities provided it is consistent with the Association's objects.

5. MEMBERS

- a. Any person shall be a member of the Association if the Board accepts him or her as a member and upon payment of an annual subscription. The Annual subscription is waived for Life Members. All other rights and responsibilities attributed to members will also apply to Life Members.
- b. In this Constitution a Life Member means any member who has rendered distinguished service to the Association. Any such person who has been proposed by one member, and seconded by another member of the Association, may be elected a Life Member at an Annual General Meeting of the Association. Such election shall be by a two-thirds majority vote of the members present and voting, or by proxy in accordance with clause 12.k. in this Constitution.
- c. A member or Life Member may resign at any time by notice in writing to the Board. No part of the annual subscription is refundable upon resignation.
- d. The Board may, once it has given the member at least 10 days written notice of its intention to do so :
 - i. Reprimand a member
 - ii. Suspend the membership of a member, or
 - iii. Cancel the membership of a member

The Board must also give the member a reasonable opportunity to make submissions to the Board before it votes on such a motion.

- e. Membership does not give any right or interest in the property of the Association.
- f. No member is liable to contribute to any liabilities of the Association, or any costs of winding it up.

6. SUBSCRIPTIONS

- a. The amount of the subscription payable to the Association shall be as determined by a General Meeting of the Association.
- b. Provision shall be made for individual membership and youth, student and pensioner membership at fees determined by a General Meeting of the Association.

- c. The annual subscription shall operate for a period of 12 months from the 1st July each year.

7. PATRON

- a. There shall be a Patron of the Association appointed by the Board, whose role shall be to promote the Association and assist where possible to facilitate community understanding of the objects of the Association.
- b. The Patron should be a person of high standing in the community and of impeccable repute.

8. OFFICERS

- a. There shall be the following Officers of the Association:
 - i. Chair
 - ii. Deputy Chair
- b. The Chair is the chair of all meetings of the Association and the Board.
- c. In the absence of the Chair, the Deputy Chair is the chair.
- d. The Chair's ruling on any matter of meeting procedure is final and binding on the meeting.

9. BOARD

- a. The Management of the Association shall be vested in the Board, consisting of the Officers of the Association (as detailed in clause 8.a.), and not more than 5 additional members of the Association. The CEO may be appointed as another additional member of the Board at its sole discretion. The Board shall comprise a maximum of 8 persons.
- b. The Board shall arrange and control all the affairs of the Association except for matters which under this Constitution must be dealt with at a General Meeting.
- c. The Board shall invest the property of the Association or change such investments in such manner as the Board may from time to time determine.
- d. The Board must also carry out any decisions of a General Meeting.
- e. The Public Officer of the Association will be appointed by the Board.
- f. The Board may co-opt other members for specific purposes and periods of time as it wishes in order to delegate any power or duty of the Board.

- g. The Board may from time to time appoint Committees and may delegate to any such Committees any power or duty of the Board.
- h. The Board shall where possible meet monthly.
- i. If 3 Board members call a meeting, the Board must meet as soon as practicable.
- j. Three clear business days notice of a Board meeting must be given at a previous meeting, or by facsimile transmission or post, or by telephone or email or other personal notification. Any notice by post is deemed to given the day after posting.
- k. The quorum shall be 4 Board members.
- l. A Board meeting is convened for any period when a quorum of Board members is actually in touch with each other by telephone or video-conference facility.
- m. Each Board member present has 1 vote on any motion or matter for decision. In the case of equality of votes the Chairperson does have a casting vote.
- n. Minutes of all Board Meetings will be kept.
- o. Any motion, including, but not limited to, a resolution set out in a document signed by all Board members is deemed to have been passed at a duly convened meeting. Such a document may be signed in counterparts (ie separate copies).
- p. A Board member must disclose any financial interest in any contract or proposed contract with the Association.
- q. No Board member may take part in any decision about any contract or proposed contract in which they have a financial interest.
- r. The Board may, by Special Resolution, remove any Board member who has:
 - (a) contravened this Constitution or
 - (b) neglected to carry out to his or her duties under this Constitution or
 - (c) been absent for two consecutive Board meetings without the consent of the Board or without rendering an apology or
 - (d) committed an act of bankruptcy as described in the Bankruptcy Act.
- s. A removed Board member may appeal to a general meeting of the Association.

10. CHIEF EXECUTIVE OFFICER

- a. The Board shall appoint and determine the conditions of employment of the CEO. The CEO, subject to the directions of the Board, shall manage the affairs of the Association.
- b. The CEO must ensure that :-
 - i. all secretarial functions of the Association are carried out
 - ii. all notices that may be required under this Constitution are given
 - iii. all directions of the Board are carried into effect
 - iv. all of the funds and assets of the Association are controlled
 - v. all funds are received into an Association bank account as soon as practicable after receiving them
 - vi. all of the Association's debts are paid as they become due.
- c. The CEO must keep, or arrange to be kept, accurate records of all financial affairs, money matters and fund raising activities of the Association.
- d. The CEO must ensure that gifts to the gift fund of the Association are kept in a separate bank account from any other funds of the Association and that all accounts and records in respect of the fund are sufficient to explain the transactions and financial position of the fund and to enable them to be conveniently audited.
- e. Upon winding up the gift fund the CEO must ensure that any surplus money or other assets of the fund are transferred to another gift deductible fund maintained by a deductible gift recipient as defined under Income Tax legislation.
- f. All Association cheques must be signed by the CEO or some other employee or member of the Association to whom the CEO delegates this authority.
- g. The CEO must submit to the Board regular statements of the financial position of the Association.
- h. The CEO must provide a Board Governance Framework document in a format agreed by the Board for approval prior to the beginning of each financial year or at any other time requested by the Board.
- i. The CEO must present the Association's financial statements to the AGM.

11. ELECTIONS

- a. The Officers and Board members shall all retire during each Annual General Meeting of the Association, but each shall be eligible for re-election or appointment as applicable.
- b. Every person elected at an Annual General Meeting shall be proposed and seconded. Nominations shall be in such form as the Board shall prescribe and shall be in the hands of the Chief Executive Officer not later than 1 week prior to the Annual General Meeting. If the number of nominations in any election exceeds the number of positions to be filled, then an election by secret ballot shall be held.
- c. The Auditor will be nominated by the Board and a motion to approve that nomination will be tabled at the AGM.

12. GENERAL MEETINGS

- a. The Annual General Meeting of the Association shall be held before the 30th day of November each year and at least 21 days notice of such meeting shall be given to all members of the Association.
- b. The Annual General Meeting must deal with the following matters (and no other matters):
 - i. Receive apologies
 - ii. Confirm the minutes of the previous AGM, and any intervening special general meetings
 - iii. Receive and, if approved, accept from the Board a report and a statement of accounts duly audited for the preceding financial year ended 30th June.
 - iv. Elect or appoint Officers and Board members and the Auditor in accordance with Section 11.
 - v. Conduct such other business as notified in the notice of meeting.
- c. Notice of any general meeting may be given to the members and the Life Members:
 - i. In any Association newsletter
 - ii. by individual written notice posted to each member
 - iii. by notice put up at any premises used or occupied by the Association or
 - iv. in any other manner fixed by the Board.
- d. Notice given by post is deemed given the day after posting.

- e. This provisions of clause 12c need not be complied with if the CEO signs a declaration that he or she believes that by the time for the scheduled commencement of the meeting at least 90% of the members and Life Members are aware of the fact, date, time and place of the meeting.
- f. A Special General Meeting of the Association shall be convened by the Chief Executive Officer at any time by the direction of the Board or within 21 days after the receipt of a requisition in writing signed by not less than 10 members who in their application shall clearly state the object of and business to be dealt with at such Special General Meeting, and no other business shall be brought forward, or discussed, except that for which purpose such meeting shall have been convened.
- g. All members shall be given at least 21 days notice of all Special General Meetings, together with an Agenda Paper of the business to be brought forward.
- h. Subject to the next clause, the quorum for a general meeting is not less than 15 members, or one third of the members, whichever is less.
- i. If a quorum is not present at any meeting within 30 minutes of the commencement time, the Chair must adjourn the meeting for not less than 7 days. Those members and Life Members present at the adjourned meeting time constitute a quorum.
- j. The Chair, or in the absence of the Chair, the Deputy Chair, shall preside at all General Meetings, and shall have a casting vote in addition to a deliberative vote.
- k. Proxy votes will be allowed but a proxy must be appointed in writing and such form must be in the hands of the CEO 48 hours prior to the meeting at which the proxy is purportedly exercised. Proxy voting forms will be available from the CEO. The document appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.
- l. Voting at any General Meeting will be by a show of hands. However, if the Chair or 5 or more members require it, the vote will be by poll.
- m. Each member or Life Member (whether given personally or by proxy) has 1 vote on any motion or matter for decision.

13. BRANCHES

a. NAME

There may be Branches of the Association which may be formed anywhere in South Australia which shall each be known by the name of the city, town or region in which it is formed, followed by the words "Branch of Offenders Aid and Rehabilitation

Services of South Australia Incorporated". The formation of a Branch must be approved by the Board.

b. RESPONSIBILITY

The Branches shall at all times be responsible to, and subject to the direction and control of the Board of the Association.

c. OBJECTS

The objects of the Branches shall be identical with the objects set out in Paragraph 2, sub-paragraphs (a), (b), (c), (d), (e), (g) (h) and (i) of this Constitution.

d. BRANCH MEMBERS

Any person approved by a majority of the officers of the Branch (as detailed in clause 13 e) may become a member of the Branch upon payment of the annual subscription to the Association. Any person so admitted to membership will be a member of the Association and will acquire all the rights and responsibilities of ordinary membership of the Association.

e. OFFICERS

There shall be the following officers of each Branch:

- i. Chair
- ii. Honorary Secretary
- iii. Honorary Treasurer

All officers shall be elected annually at the Annual General Meeting of each Branch, shall hold office until the next Annual General Meeting of the Branch, and shall be eligible for re-election. Each officer shall be proposed and seconded. If any casual vacancy shall occur in the officers of any Branch the Committee of such Branch may appoint a member to fill such vacancy.

f. ADMINISTRATION

The administration and management of such Branch shall be vested in a Committee consisting of the officers (as detailed in clause 13 e) and 1 other member who shall be so elected to the Committee at the Annual General Meeting. The Committee of each Branch shall submit to the Board an annual report and such other reports as the Board of the Association shall request. Members of the Board of the Association

shall be ex-officio members of each Branch and shall be entitled to attend meetings of a Branch.

g. FINANCE

- i. All monies received by each Branch shall be accounted for by the Honorary Treasurer of the Branch, who shall forthwith issue a receipt for the same and bank it in the bank account of the Branch to be held on behalf of the Association. An audited quarterly statement of income and expenditure shall be forwarded to the CEO of the Association not later than 1 calendar month after the end of March, June, September and December.
- ii. The Branch bank account shall be operated by any 2 of the following, namely, Chair, Honorary Secretary or Honorary Treasurer.

h. MEETINGS

- i. Each Branch shall meet as often as the Committee of that Branch shall deem necessary but the Committee of each Branch shall meet at least once per quarter. An Annual General Meeting of each Branch shall be held in July of each year.
- ii. A quorum is not less than:
 - For the Branch – 4 members
 - For the Committee of the Branch – 2 membersor one third of the members of the Branch or the members of the Committee (as appropriate), whichever is less.
- iii. The Annual General Meeting of each Branch must deal with the following matters (and no other matters):
 - Receive apologies
 - To confirm the minutes of the previous AGM and any intervening general meeting
 - Receive, and if approved, accept an audited financial report from its Honorary Treasurer to be forwarded to the Board of the Association.
 - Elect or appoint Officers and the Auditor
 - Conduct such other business notified in the notice of meeting.
- iv. Notice of any general meeting may be given to the members of the Branch:

- In any Association newsletter
 - by individual written notice posted to each member
 - by notice put up at any premises used or occupied by the Association or
 - in any other manner fixed by the Committee.
- v. Notice given by post is deemed given the day after posting.
- vi. The provisions of clause 13 h. iv need not be complied with if the Chair of the Branch signs a declaration that he or she believes that by the time for the scheduled commencement of the meeting at least 90% of the members of the Branch are aware of the fact, date, time and place of the meeting.

i. PROPERTY

A Branch shall not be entitled to purchase or dispose of any property, deal with land, or become party to any contract or document whatsoever without the prior written consent of the CEO of the Association. All documents must be signed in accordance with clause 14 of this Constitution. Any asset acquired by the Branch is the property of the Association.

j. DISSOLUTION

Any Branch may be dissolved or wound-up by a resolution at any General Meeting of the Branch of which at least 21 days notice in writing shall have been given to all members of the intention to propose such resolution. No such resolution can be passed except by a majority of not less than least three quarters of the members present and voting thereon. If such resolution is passed all assets acquired by the Branch on behalf of the Association will remain the property of the Association and if legal title is held in the name of a person or persons other than the Association that person or persons must forthwith transfer those assets to the Association.

The Board of the Association may dissolve any Branch at its sole discretion by :

- a). giving 21 days notice of its intention to the Committee if it exists, or
- b). giving 21 days notice of its intention to Branch Members if they exist or
- c). in the absence of any members or a Committee dissolve the Branch forthwith.

14. SEAL HOLDERS & AUTHORISED SIGNATORIES

- a. A document may be signed on behalf of the Association under its Common Seal or by any person acting under the Association's express authority.
- b. There shall be a Common Seal of the Association and such Seal shall be kept at the Association's premises or at such other place as the Board shall time to time appoint.
- c. The Seal shall be under the control of the Board and shall not be affixed to any document except by resolution of a General Meeting of the Association or the Board, nor except in the presence of at least 2 Seal-Holders who shall both counter-sign any document to which the Seal may be affixed.
- d. There shall be 3 Seal Holders appointed by the Board as often as is necessary. The Board may remove any Seal-Holder and appoint another Seal-Holder in their stead. The CEO may be a Seal Holder if appointed to the Board in accordance with Clause 9 a).
- e. There shall be at least 1 person other than the CEO authorised by the Board to sign documents on behalf of the Association.

15. FINANCIAL YEAR

The financial year of the Association shall end on the 30th day of June in each year.

16. AUDIT

- a. The accounts of the Association must be audited by a licensed auditor appointed at the Annual General Meeting.
- b. The auditors have the power to call for any Association books or records at any time.

17. DISSOLUTION

- a. The Association may be dissolved or wound-up by a resolution at any General Meeting of which at least 21 days notice in writing shall have been given to all members of the intention to propose such resolution, provided that no such resolution shall be deemed to have been passed unless it is carried by a majority of not less than three quarters of such members of the Association as, being entitled to do so, vote in person or by proxy at that meeting.
- b. In the event of the organisation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Board in accordance with its powers to any fund, institution, authority or organisation with similar purposes which is not carried on for the profit or gain of its individual members.

18. ALTERATIONS TO CONSTITUTION

This Constitution may be added to, repealed or amended by resolution at any Annual General Meeting or Special General Meeting at which at least 21 days notice in writing shall have been given to all members of the Association of intention to propose such resolution provided that no such resolution shall be deemed to have been passed unless it is carried by a majority of at least two thirds of the members present and voting, or voting by proxy thereon.

19. INDEMNITY

Each Board member is indemnified by the Association against all loss, damages and expenses paid or incurred by him or her as a Board member in the proper exercise of his or her proper duties.

20. NO LIABILITY

No member or Board member is liable for:

- a. the errors or defaults of any other member or Board member
- b. any defect of title to any property acquired by or on behalf of the Association
- c. any loss or damage arising from the insolvency or tortuous act of any person controlling any property of the Association or
- d. any other loss or damage to the Association unless due the fault of the member or Board member.

21. INTERPRETATION

- a. "Special resolution" means a motion supported by three quarters of those present at the meeting.