

Independent Advocacy SA Inc.

Constitution

Adopted 23 September 2003

1 NAME

The name of the association is Independent Advocacy SA Incorporated referred to herein as "the association".

2 DEFINITIONS

In these Rules, except in so far as the context or subject matter otherwise indicates or requires:-

i) "advocacy" means functioning (speaking, acting, writing) with minimum conflict of interest on behalf of the *sincerely perceived interests* of a person or group, in order to promote, protect and defend the welfare of, and justice for, either individuals or groups. Advocacy strives to be emphatic and vigorous, and/or is actually, or likely to be, costly for the advocate.

"intellectual disability" refers to a condition appearing in the developmental period (0-18years) with concurrent learning differences and the need for more support in everyday skills, that can become the focus of systematic social exclusion

ii) "committee" means the committee of management of the association

"Committee's statement and committee report" means a summary of the year' activity by the Co-ordinator, Chairperson and Treasurer

"term" (of office) means the period between Annual General Meetings

"executive" means a sub-committee of the committee consisting of the Chairperson, Treasurer and Secretary

"Co-ordinator" means the employed executive officer of the association

"the Act" means the Associations Incorporation Act 1985.

3 OBJECTS OF THE ASSOCIATION

The objects of the association are:

- i) To advocate with and for individuals who have an intellectual disability or who are labelled or treated as having an intellectual disability.
- ii) To assert at all times, the status and rights of people with intellectual disability.
- iii) To turn a positive and determined face to the challenges of such advocacy.
- iv) To raise community awareness and understanding of the need for advocacy for people with intellectual disability.
- v) To work in solidarity with other advocacy efforts and like-minded social justice groups.
- vi) To acknowledge the community in which we work.
- vii) To be accountable in all aspects of our work.
- viii) To do all such things as may be incidental to the attainment of such objects.

4 POWERS OF THE ASSOCIATION

The powers of the Association shall be the powers contained in the Associations Incorporation Act 1985 Section 25 and excluding subsection (e): borrowing money upon such terms and conditions as the association thinks fit.

5 MEMBERSHIP

5.1 A person is qualified to be a member of the association if, but only if:-

- a) the person is a natural person who:-
 - (i) supports the objects of the association
 - (ii) agrees to be bound by its rules
 - (iii) has applied in writing for membership
 - (ii) has been proposed and seconded by two members of the association by signature

5.2 Membership shall be renewed on the 31st October each year by completing a membership renewal form. There will be no subscription for membership.

5.3 RESIGNATIONS

A member may resign from membership of the association by giving written notice thereof to the secretary or public officer of the association.

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; and
- iii) if applicable, the date of, and reason(s) for termination of membership.

6 THE COMMITTEE

6.1 POWERS AND DUTIES

- a. 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 of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b. The committee has the management and control of the funds and other property of the association.
- c. 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.
- d. The committee shall appoint a public officer as required by the Act.
- e. The Co-ordinator shall be an ex-officio of the committee.
- f. A member of the executive or the Co-ordinator may act as a spokesperson for the Association. Another committee member may be appointed by prior permission from a majority of the committee. A spokesperson for the Association may only be:
 - a member of the executive
 - the Co-ordinator
 - an ordinary member appointed by prior permission from a majority of committee members

6.2 APPOINTMENT

- a. The committee shall comprise of a chairperson, secretary, treasurer and not less than four and not more than seven committee members.
- b. A committee member must be a member of the association.
- c. All committee positions shall be subject to election at each Annual General Meeting.
- d. A person shall be eligible to stand for election via nomination by a member of the association. The nomination shall be in writing and be signed by the proposer and by the nominee.
- e. Notice of all persons seeking election to the committee shall be given to all members of the association at the Annual General Meeting
- f. Vacancies unfilled or arising of any office bearers or other committee members may be filled by the committee by co-opting members for the unexpired remainder of the term.

6.3 PROCEEDINGS OF COMMITTEE

- a. The committee shall meet together for the dispatch of business at least six times per year.
- b. 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.
- c. A quorum for a meeting of the committee shall be four committee members including at least one executive member.
- d. 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.

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;
- permanently incapacitated by ill health;
- absent without apology from three consecutive meetings in a financial year.

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 minutes of the Association. The affixing of the seal shall be witnessed by the Chairperson and the Treasurer.

8 GENERAL MEETINGS

8.1 ANNUAL GENERAL MEETINGS

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The order of business at the meeting shall be:
 - i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting

- ii) the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
- iii) the election of committee members
- iv) the appointment of auditors (if required - see rule 11.5)
- v) any other business requiring consideration by the association in general meeting.

8.2 SPECIAL GENERAL MEETING

- a. The committee may call a special general meeting of the association at any time.
- b. Upon a requisition in writing of not less than 5% of the total number of members, or five members, of the association which ever is the greater, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by 8.2.b above, the requisitionists, or at least five or 50%, whichever is greater, 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

- a. Subject to 8.3b, 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.
- b. 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.
- c. A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members. (see rule 5.5)
- d. Where a notice is sent by post:
 - i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - ii) unless the contrary is proved, service will be taken to have been affected at the time the letter or packet is posted.

8.4 PROCEEDINGS AT GENERAL MEETINGS

- a. Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b. 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.
- c. Subject to 8.4.d, the chairperson shall preside as chairperson at a general meeting of the association.

- d. 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

- a. Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b. 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, by proxy, at that meeting.
- c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

8.6 POLL AT GENERAL MEETINGS

- a. If a poll is demanded by at least five members, 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.
- b. 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

- a. A special resolution is a special resolution as defined in the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 PROXIES

- a. 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.

9 MINUTES

- a. Proper minutes of all proceeding 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.
- b. 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.
- c. 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.
- d. 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

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between -

- (i) a member and another member
 - (ii) a member and the association and/or its employees
- b. 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.
- c. 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.
- d. If the person raising a dispute ceases to be a member they must raise the dispute within six months.

11. FINANCIAL REPORTING

11.1 FINANCIAL YEAR

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 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.

11.3 ACCOUNTS AND REPORT 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.

11.4 APPOINTMENT OF AUDITOR

- a. At each annual general meeting, the members shall appoint a person to be auditor of the association.
- b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c. If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

12 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.

13 WINDING UP

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

14 APPLICATION OF SURPLUS ASSETS

- a. If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

15 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 the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, 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.