



Constitution

Incorporated under the Associations Incorporation Reform Act 2012 (Vic) (**the Act**)

1. The Association's name

The name of the Association is Grampians disAbility Advocacy Association Incorporated.

2. The Association's purposes

To support and empower people with a disability across the Central Highlands, Grampians and Wimmera regions to maximise independence, quality of life and meaningful participation in community life.

To listen to, take direction from and stand beside people with a disability to enact their rights and receive fair and equitable treatment as valued members of the community.

3. The Association's powers

The Association has the legal capacity of an incorporated body.

The Association has power to do anything incidental or conducive to achieve its purposes.

The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

4. Use of the Association's income and assets

The Association must not distribute any surplus, income or assets directly or indirectly to its members.

This rule does not prevent the Association from paying its members the following:

- reimbursement for expenses properly incurred by them, and
- for goods supplied and services provided by them,

if this is done in good faith on terms no more favourable than if the member were not a member.

5. Financial year

The Financial Year of the Association starts on July 1 of each year and runs for a period of 12 months.

6. Members

The Association must have at least five members.

Anyone who supports the purposes of the Association can apply to join the Association as a member.

Membership applications

- A person may apply to join the Association as a member by completing a GdA membership application form. There is no fee to join and no annual subscription fees to be paid.
- The Board must consider applications for membership and notify the applicant of its decision as soon as practicable. The Board can approve or reject a membership application. If the Board rejects an application it is not required to give reasons for that decision.
- A person becomes a member when the Secretary adds the person's name and address to the members' register.
- The Association must inform the person when their membership has started.

7. Membership Fees

At the date of this Constitution there is no joining fee or annual subscription fees to be paid by members.

The Board can set or change joining fees and annual subscription fees for members.

8. Members' rights, obligations and liabilities

Members have rights, obligations and liabilities as set out in the Act and in these Rules.

A full member of the Association who is entitled to vote has the right to:

- receive notice of general meetings and of proposed special resolutions as set out in these rules;
- submit items of business for consideration at a general meeting;
- attend and be heard at general meetings;
- vote at general meetings;
- have access to the minutes of general meetings and other documents of the Association as set out in these rules; and
- inspect the register of members.

The rights of a member are not transferable and end when membership stops.

9. Associate Members

Organisations, Groups, Businesses, persons under the age of 15 or other parties who support the purposes of the Association are eligible to become an Associate Member.

- An associate member does not have the right to vote or be on the Board;
- application for Associate Membership must follow the same procedure as for Membership Applications as outlined in Rule 6. A register of Associate Members must be kept.
- there is no fee payable to be an Associate Member and terms for ending Associate Membership must follow Rule 10.

10. Ending membership

A member stops being a member if:

- the member resigns in accordance with these rules;

- the member gives notice in writing to the Association; writing includes email and other correspondence in electronic form.
- the member is expelled in accordance with the disciplinary procedures set out in these rules (if any);
- the member dies;
- or:
 - the Association has made a written request to the member to confirm they wish to remain a member; and
 - the member has not, within three months after receiving that request, confirmed that they wish to remain a member; or
 - there has been no contact from or with the member within 12 months of the contact details of that member becoming out of date or defunct, despite all reasonable efforts made by the Association to contact the member.
- The Association will not institute disciplinary action against its members; the Association will utilize dispute resolution procedures when required (Rule 27).

Once a member stops being a member, their information must be removed from the register of members within 14 days in accordance with the Act.

11. The Board and Board Responsibilities

The Association is governed by a Board of Governance (the Board) that is made up of Board members elected in accordance with these rules.

The Board is responsible for governance of the Association and can exercise all powers and functions of the Association (consistent with these rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these rules or the Act).

The Board can delegate any of its powers and functions to a Board member, a sub-committee, a staff member or a member, other than the power of delegation or a duty imposed on the Board by the Act or under any other law.

The delegation must be in writing, may be subject to any conditions or limitations that the Board considers appropriate and can be revoked in whole or in part by the Board in writing.

Among its other responsibilities, the Board is responsible for making sure:

- accurate minutes of general meetings and Board meetings of the Association are made and kept;
- any material personal interest disclosed at a Board meeting is recorded in the minutes of that Board meeting; and
- all records, securities and relevant documents (as defined in the Act) of the Association are kept properly and in accordance with these rules.

12. The Board Members

The Board is made up of the following Board members:

- the Chairperson, the Deputy Chairperson, the Treasurer, the Secretary (**the Office Bearers**); and
- up to five ordinary Board members
- at least 50% of the Board is made up of people with a disability and/or family members, carers or significant others (as nominated by the person with a disability) who are regularly involved in the care and/or support of the person with a disability;
- where possible, members who reflect the diversity of the GdA region and the people who reside in it.

Board members are elected by members of the Association at each Annual General Meeting (**AGM**) and may be elected at a Special General Meeting (**SGM**) in accordance with these rules.

A person is eligible to be elected or appointed as a Board member if the person:

- is at least 18 years of age; and
- is a Member of the Association

The Chairperson's Role

- Prepare the Board meeting agenda in collaboration with the Executive Officer.
- Prioritise agenda items and, if necessary, set time limits.
- Lead the meeting through the agenda, keeping discussion relevant and decision making clear, and encourage broad participation.
- Sign official documents, submissions, and the minutes after they have been confirmed as an accurate record of the previous meeting.
- Ensure meetings are run in accordance with the organisation's Constitution or rules, e.g. check that there is a quorum present, complete the conflict of interest register.
- Delegate to other Board members responsibilities as may be appropriate within a given portfolio or for an approaching event or task.
- Assist with and/or approve documents being released to funding bodies and government departments.
- Represent the organisation as required, and assist the Executive Officer in presenting the public face of GdA
- Write and present a report for the Annual General Meeting.
- Provide a point of contact when a complaint about the organisation's management arises

13. Election of the Board

- The AGM or Special General Meeting must by resolution decide how many ordinary Board members (if any) it wishes to elect.
- Each of the office bearer positions must be elected separately.
- Ordinary Board positions must be elected together.

Nominations

- Nominations for each position can be made by completing a Board nomination form and submitting this up to 48 hours before the meeting.
- Candidates may nominate themselves. Candidates may be nominated by another member if they consent.
- If the number of candidates for a position is fewer than the number to be elected:

- the Chair of the meeting must declare elected those candidates who have been nominated; and
- the Board may fill the remaining vacancies in accordance with Rule 18
- If the number of candidates for a position is equal to the number to be elected, the Chair of the meeting must declare those candidates elected.

If there are more candidates for a position than the number to be elected, a ballot must be held as set out below.

- The Chair of the meeting must appoint a returning officer to conduct the ballot (who may be the Chair of the meeting).
- The candidates may each make a short speech in support of their election.
- An election is usually conducted by show of hands but can be held by secret ballot if requested by a member or the Chair.
- In the case of a secret ballot, the returning officer must give each member present in person or by representative, and each proxy appointed by a member, a blank piece of paper for each ballot (or, for those present using technology, an equivalent means of registering their vote).

For each ballot, voters must:

- indicate the candidate or candidates they wish to vote for; and
- not write down the names of more candidates than the number to be elected in that ballot.

Ballot papers that do not comply with these requirements are not valid.

Each formal ballot paper where the name of a candidate has been written down counts as one vote for that candidate.

The returning officer must declare elected those who receive the most votes, subject to the requirement below.

If two or more candidates receive the same number of votes, and not all those candidates are to be elected, the returning officer must decide by lot which is to be elected.

Writing includes email and other correspondence in electronic form.

14. General duties of Board Members

As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these rules and the Act.

The Board is collectively responsible for ensuring that the Association complies with the Act.

Board members must exercise their powers and discharge their duties:

- with reasonable care and diligence;
- in good faith in the best interests of the Association; and
- for a proper purpose.

Board members and former Board members must not make improper use of:

- their position; or
- information acquired by virtue of holding their position,

to gain an advantage for themselves or any other person or to cause detriment to the Association.

In addition to any duties imposed by these rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

15. Conflict of interest

A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.

The Board member:

- must not be present while the matter is being considered at the meeting; and
- must not vote on the matter.

Note: Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

This rule does not apply to a material personal interest:

- that exists only because the Board member belongs to a class of persons for whose benefit the Association is established; or
- that the Board member has in common with all, or a substantial proportion of, the members of the Association.

Further conflict of interest guidelines are set out in the GdA Policy Manual.

16. Term of office

Subject to these rules:

- the minimum term for Board members is 3 years, the maximum is 4 years;
- the minimum term for Board office positions (Chairperson, Vice Chairperson, Secretary and Treasurer) is 2 years and maximum is 4 years;
- other than a Board member appointed to fill a vacancy, a Board member's term of office starts at the end of the AGM at which they are elected, and ends at the end of the AGM at which they retire;
- a Board member who retires after 4 years under this rule may nominate for re-election;
- Board members can be re-elected for a maximum overall period of 12 consecutive years; a Board member may take a year off after 12 years and then re-nominate.
- where possible, no more than one-third of the Board members should retire at
- the same time to ensure continuity of knowledge and experience.

17. The Secretary

The Secretary must be at least 18 years of age, be a resident of Australia and consent to being appointed as Secretary.

The Secretary must perform any duty or function required under the Act or these rules to be performed by the Secretary.

Some secretarial tasks may be performed by the Executive Officer or a GdA admin officer with the consent of the Board.

18. Board member resignations, removal and casual vacancies

A Board member stops being on the Board if they:

- stop being a member of the Association;
- fail to attend three consecutive Board meetings (other than special or urgent Board meetings) without leave of absence granted by the Board;
- resign in writing to the Board or the Secretary or by declaration at a Board meeting; writing includes email and other correspondence in electronic form.
- are removed by a special resolution of members of the Association;
- become insolvent under administration (as the term is defined in section 38 of the *Interpretation of Legislation Act 1984*);
- become a represented person (under the *Guardianship and Administration Act 2019*);
- die;
- otherwise stop being a Board member by operation of section 78 of the Act; or
- in the case of the Secretary, if the Secretary stops residing in Australia.

If a Board member stops being on the Board before the end of their term in accordance with these rules, the Board can appoint a member of the Association to fill the vacancy

on the Board until the next AGM. If the position of Secretary is vacant for any reason, the Board must appoint a new Secretary within 14 days.

The Board may act despite any vacancy in its membership.

19. Calling Board meetings

- The Board must meet at least 4 times in each calendar year.
- A special Board meeting may be convened by the Chairperson or by a majority of Board members.
- Seven days' written notice of a Board meeting must be given to Board members unless the meeting is an urgent meeting.

- An urgent meeting can be called provided Board members are notified by phone and email as soon as practicable. Only the business for which the meeting was called may be conducted. No business may be conducted at a Board meeting unless a quorum is present.

The quorum for a Board meeting is the presence (in person or as allowed under rule 62) of a majority of the Board members holding office.

- If a decision is urgent, a circular resolution may be administered by the Chairperson or their delegate, via email, to progress the matter. All available Board members (i.e. those not on formal leave from Board duties) must respond with their decision for the circular resolution to be completed. The voting process must follow the same voting process as at Board meetings and an absolute majority is necessary for the resolution to pass.
- Writing includes email and other correspondence in electronic form.

20. Board meeting procedure

- As long as everyone can hear and communicate clearly at the same time, Board meetings may be held at more than one place using technology (such as telephone or video conferencing).

- If the Chairperson is not present, or does not wish to chair the meeting, the Deputy Chairperson is entitled to chair. The Board must elect another Board member to chair if neither the Chairperson or Deputy Chairperson are present.
- Each Board member has one vote. There is no voting by proxy.
- If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting has a casting vote.
- Subject to these rules, the procedure to be followed at a Board meeting must be determined from time to time by the Board.
- Usual order of business is Welcome, Acknowledgement of Country, Present and Apologies, Confirmation of Previous Minutes, Business Arising, Correspondence, Reports, General Business, Any Other Business
- Minutes of the meeting are to be taken by the Secretary or their delegate; an outline of Board and sub-committee discussions, movers and seconders and decisions made are to be recorded in the minutes; any Board member can request that votes for and against a motion are recorded.

Quorum

No business may be conducted at a Board meeting unless a quorum is present.

A majority of Board office bearers must be present (either in person or through the use of technology) to form a quorum.

If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:

- in the case of a special meeting, the meeting lapses;
- in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with these rules.

21. General meetings

- The Association must hold an Annual General Meeting within five months of the end of the Association's Financial Year or such other time as permitted by law.
- The Board determines the date, time and place of the AGM.
- The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive and consider reports and statements on the previous Financial Year, and elect Board members.
- The AGM may also conduct any other business of which notice has been given in accordance with these rules.

22. Calling a Special General Meeting

The Board must convene a Special General Meeting (SGM) if a request to do so is made in accordance with this rule by at least 10% of the total number of members.

This request for a SGM must:

- be in writing;
- state the business to be considered at the meeting and any resolutions to be proposed;
- include the names and signatures of the members requesting the meeting; and
- be given to the Secretary.

A SGM convened by members must:

- be held within three months of the date on which the original request was made; and
- only consider the business stated in that request.

The Association must reimburse all reasonable expenses incurred by the members convening a SGM.

Writing includes email and other correspondence in electronic form.

23. Notice of general meetings (including special resolutions)

Notice of the date, time and place of a general meeting must be provided to members at least 14 days (or 21 days if a special resolution is proposed) before the meeting in writing to each member's postal or email address listed on the members' register.

Notices of general meetings must include all proposed matters to be dealt with at that meeting.

If a special resolution is proposed, the notice must also include:

- the full proposed resolution and a statement of the intention to propose the resolution as a special resolution.

Writing includes email and other correspondence in electronic form.

24. General meetings procedure

- If the Chairperson is not present, or does not wish to chair the meeting, the Deputy Chairperson is entitled to chair. If neither the Chairperson nor the Deputy Chairperson is present, the meeting must elect another member to chair. The stand-in chair of the meeting does not have a casting vote.
- A member not physically present at a general meeting may be permitted to be present, participate and vote in the meeting using technology. This technology must allow that member and the members present at the meeting to communicate with each other clearly and simultaneously.
- For a general meeting to be held a quorum must be present. A quorum comprises 10% of the members entitled to vote.
- No business may be conducted at a general meeting unless a quorum is present. The chair may adjourn the meeting if a quorum is not reached within 30 minutes of the meeting start time, or if there is not enough time at a meeting to address all business. Notice of the date, time and place of the adjourned meeting must be sent to members as soon as practicable after the meeting. The adjourned meeting must be held less than 21 days after the original meeting date. No business may be conducted at an adjourned meeting, other than the business that remained unfinished when the meeting was adjourned.

- Votes must be held by a show of hands or written ballot, or another method determined by the chair that is fair and reasonable in the circumstances. Any member may request a vote be held by written ballot. A ballot must be conducted in accordance with the procedure determined by the chair.
- Subject to the Act and these rules, each member has one vote on any question arising at the meeting.
- Decisions at a general meeting must be made by majority vote (subject to the provisions in these rules regarding special resolutions).
- A special resolution is passed if at least 75% of the members voting at a general meeting vote in favour of the resolution.
- Members may vote by proxy at general meetings.
- Proxy forms must be received by the Secretary (in the form approved by the Board, if any) at least 2 day(s) before a meeting.

25. Custody of documents and members' access to documents

- The Executive Officer will hold the Association's essential documents in a central filing system at head office as authorised by the Board, and has authorized access to them.
- The Treasurer must ensure the financial records of the Association for the current Financial Year and any other financial records as authorised by the Board are safely kept and maintained by the Association.
- The Secretary must ensure the safe custody of all books, documents and securities of the Association (other than the financial records referred to above).
- The Secretary and/or admin staff must keep and maintain a register of members in accordance with the Act.
- The Secretary and/or admin staff must ensure the preparation and secure custody of accurate minutes of any general meetings of the Association and

any meetings of the Board or other body responsible for the management of the Association.

- A member is entitled to, subject to certain restrictions found in the rules, inspect the rules, general meeting minutes, relevant documents and the members' register at a reasonable time. 'Relevant documents' includes documents such as financial records, contracts and asset records of the Association.
- If a member asks to inspect the register of members, the Association must allow this in a reasonable time. Note that, in certain circumstances, the Association may withhold personal member information.
- A member can write to the Secretary asking for copies of documents (with the exception of the members' register). The Association must provide copies of records of the Association (other than the members' register) if a member requests copies in accordance with these rules (and unless the Association is permitted to refuse the request in accordance with these rules). The Association can charge a reasonable fee for providing copies.
- Subject to the Act, the Association can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal information, or if granting the request would breach a law or may cause damage or harm to the Association.
- Subject to the Act, members cannot inspect or get copies of Board meeting minutes or parts of the minutes, unless the Board specifically allows it.
- Members can write to the Secretary to ask that the Secretary restrict access to their details on the members' register if they have special circumstances. The Secretary will decide if there are special circumstances and must write to the member outlining their decision.
- Writing includes email and other correspondence in electronic form.

26. Disciplining members

This Association will not institute disciplinary action against its members.

27. Resolving disputes

If there is a dispute between a member and another member, a member and the Association, or a member and the Board, the parties involved must first attempt to resolve the dispute between themselves for a minimum of 14 days from the date the dispute is known to all parties involved (**Negotiation Period**).

If the dispute can't be resolved between the people involved within the Negotiation Period, the following grievance procedure must be followed:

- the party with a grievance must, within 14 days after the Negotiation Period, write to the Board and any other people affected, and explain their grievance (**Grievance Notice**); writing includes email and other correspondence in electronic form
- the Board must, within 14 days after receipt of a Grievance Notice, appoint an unbiased mediator to hear from all the parties involved and try to find a solution;
- the Board must give the people involved reasonable notice of the time and place of the mediation, which must be held as soon as practicable after the appointment of the mediator;
- at the mediation conference, each party must have an opportunity to be heard; and
- each party must do their best to resolve the dispute.

If the grievance procedure does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

28. Funds

The Association may derive or generate funds from joining fees and annual subscription fees, donations, grants, fundraising, interest, and any other sources approved by the Board.

Financial delegations for the Association are approved by the Board. All financial transactions must be approved as set out in the Instrument of Financial Delegation.

- The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- Subject to any restrictions imposed by a general meeting of the Association, the Board and its delegate may approve expenditure on behalf of the Association.
- The Board may authorise the expenditure of funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by two signatories registered with the relevant financial institution.
- All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- With the approval of the Board, a cash float may be maintained, provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

Financial records must be maintained according to relevant legislation and kept securely and stored for seven years.

29. Changing the rules

Subject to the Act, these rules may be changed, added to, or replaced only by special resolution of the Association's members at a general meeting.

30. Winding up the Association

To wind up the Association, the members must vote for this by special resolution at a general meeting.

If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Association unless the member or former member is an organisation which is described below.

Subject to the Act, any other applicable Act and any Court order, if the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus:

- gifts of money or property for the principal purpose of the Association;
- contributions made in relation to an eligible fundraising event held for the principal purpose of the Association;
- money received by the Association because of such gifts and contributions; and
- assets held by the Association other than those mentioned above,

must be given or transferred to another fund, authority or institution which is a registered charity and:

- which is required to pursue charitable purpose(s) similar to, or inclusive of, the purposes of the Association;
- which is required to apply its income and assets in promoting its purposes;
- which is prohibited from making distributions to its members to at least the same extent as the Association; and
- to which income tax deductible gifts can be made,

such fund, authority or institution to be determined by the members of the Association at or before the winding up and, in default, by application to the Supreme Court of Victoria for determination.

31. Notices

- Members must give the Association their address for notices, and any change in that address, this may include an email address. The Association must update the membership register when new details are provided.
- Notice may be given to the Association or the Board by sending the notice by post to the registered address, or, if the Board determines that it is appropriate in the circumstances, by email to the email address of the Association or the Secretary.

- In these rules a period of notice of a meeting expressed in days does not include the day on which notice is given or the day on which the meeting is held.
- Notices sent by post are taken to have been given on the 4th day after posting that is not a Saturday, Sunday or public holiday at that address.
- Notices sent by email are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.
- In this rule, 'member' includes a Board member.

32. Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary or their delegate at the Association.