




**Gippsland
Disability Advocacy**

2018–2019 Constitution

Amended November 2018

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Index

Part one:	Preliminary	
	• Name	Page 3
	• Interpretations	Page 3
Part two:	Membership	
	• Application for membership	Page 3
	• Annual subscriptions	Page 4
	• Resignation and Expulsion	Page 4
	• Disputes and mediation ¹	Page 4
Part three:	Meetings	
	• Annual general meeting	Page 5
	• General meetings	Page 5
Part four	Elections	
	• Election of Officers and Vacancy	Page 7
	• Proceedings of Committee	Page 7
	• Secretary	Page 7
	• Treasurer	Page 8
	• Removal of Members of Committee	Page 8
Part five	Miscellaneous	
	• Cheques	Page 9
	• Seal	Page 9
	• Alternation of rules	Page 9
	• Property	Page 9
	• Non-profit clause	Page 9
	• Winding up	Page 9
	• Custody of records	Page 9
	• Funds	Page 9
Part five	Associations Incorporation Act (1981)	
	• Disputes and mediation	Page 11

Rules for an incorporated association

The name of the incorporation is;

Gippsland Disability Advocacy (in these rules called the “*The Association*”)

Interpretation:

2.1 In these rules, unless the contrary intention appears:

- “Board of Management” means the Board of Management of the Association
- “Financial years” means the year ending on 30th June
- “General Meeting” means a general meeting of members convened in accordance with Rule 9
- “Member” means a member of the Association
- “Ordinary Member of the Board” means a member of the Committee who is not an officer of the Association under Rule 10
- AN “Officer” means Chairperson, Deputy Chairperson, Secretary or Treasurer
- “The Act” means the Association Incorporation Act 1981
- “Regulations” means regulations under the Act

2.2 In these rules, a reference to the Secretary is a reference:

2.2.1 Where a person holds office under these Rules as Secretary of the Association – to that person; and

2.2.2 in any other case, to the public officer of the Association.

2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provision of the Acts Interpretation Act 1958 and the Act as in force from time to time.

Application for membership

3.1 All persons who are eligible for membership.

3.2 Any eligible person may apply for membership in writing in the following form;

3.3 Membership applications shall be considered at the next meeting of the Committee.

3.4 The Secretary shall enter the nominee’s name in the register on members kept by him/her and, upon the name being entered; the nominee becomes a member of the Association.

I desire to be a member of the Gippsland Disability Advocacy Association to support its purpose and to its rules.

Full Name:

Address:

Details of Qualifications (if required):

Date:

Signed:

Annual Subscriptions

4. Annual subscriptions shall be set and made payable on the first day of July in each year or such other date as determined by the Board of Management.
Register of members.
5. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of members and which shall be kept at the Gippsland Disability Advocacy office for inspection by members.

Resignation and Expulsion

- 6.1 Resignation – Members may resign from the Association by written or verbal notice, or by non-payment of membership fees beyond 2 months' notice that such fees are overdue.
- 6.2 upon the expiration of a notice given under 6.1, the Secretary shall make in the register of members an entry recording the date on which the member on whom the notice was given, ceased to be a member.

- 7.1 **Removal** – The Board of Management may suspend or expel any member of the Association.
 - 7.1.1 Who commits any breach of any rule or by-law of the Association.
 - 7.1.2 Who, in the opinion of the Board of Management acts in a manner which is contrary to the interests of the Association, or
 - 7.1.3 No longer complies with the membership requirements of the Association
- 7.2 The Member shall be informed in writing of the allegation and invited to present a verbal or written explanation to the Board of Management meeting at which the matter is to be considered.
- 7.3 Appeal – any member of the Association who feels aggrieved by any decision of the Board under rule 7.1 may be notice in writing given to the Secretary within one calendar month from the date thereof, appeal against such decision to the General Meeting.
 - 7.3.1 Such notice shall state the grounds of appeal and such appeal will be heard at a General Meeting to be held not later than one month from the giving of such notice to the Secretary.
 - 7.3.2 On the hearing of any such appeal the member who feels aggrieved shall be afforded a full opportunity of being heard by a General Meeting of the Association.
 - 7.3.3 Until the hearing of any such appeal the decision of the Committee shall have full force and effect.
 - 7.3.4 The decision of the General Meeting shall be final.

Disputes and mediation

- 8.1 The grievance procedure set out in this rule applies to disputes under these Rules between –
 - (a) a member and another member; or
 - (b) a member and the Association.

- 8.2 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.
- 8.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 8.4 The mediator must be –
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 8.5 A member of the Association can be a mediator
- 8.6 The mediator cannot be a member who is a party to the dispute.
- 8.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8.8 The mediator, in conducting the mediation, must –
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8.9 The mediator must not determine the dispute.
- 8.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Annual General Meeting

- 9.1 The Association shall be in each calendar year convene an Annual General Meeting of its members.
- 9.2 The Annual General Meeting shall be held on such days as the Board of Management determines.
- 9.3 The Annual General Meeting shall be specified as such in the notice convening it. It shall comply with Rule 9.2 – Notice of Meeting.
- 9.4 The ordinary business of the Annual General Meeting shall be;
- 9.4.1 To confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting.
 - 9.4.2 To receive from the Committee reports on the transactions of the Association during the last proceeding financial year.
 - 9.4.3 To elect officers of the Association and the ordinary members of the Board of Management.
 - 9.4.4 To receive and consider the statement submitted by the Association with Section 30 (3) of the Act.

- 9.5 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 9.6 The Annual General Meeting shall be in addition to any other General Meeting that be held in the same year.

General Meeting

- 10.1 General Meetings – of all members may be called
- 10.1.1 By resolution of the Board of Management; or
- 10.1.2 At the request of the Chairperson of the Association; or
- 10.1.3 By written request of not less than five members of the Association
- 10.1.4 Such a General Meeting shall be held not less than 14 days or more than 1 month after the request or resolution is made. In the case of 9.1.2 by Chairperson, the members may convene the General Meeting if a meeting has not been held within the required time.
- 10.2 Notice of Meeting – The Secretary of the Association shall at least 21 days before the date fixed for holding a General Meeting of the Association, notify all member of the Association verbally, in writing or by public notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 10.3 Omission of Notice – The accidental omission to give notice of a member or the non-receipt of notice of a meeting by a member shall not invalidate any proceeding or resolutions at any meeting of the Association or any Board thereof.
- 10.4 Chairperson of Meetings – the Chairperson of the Associating shall preside at all General Meetings. In his/her absence or unwilling to chair the meeting, a Chairperson may be appointed for the meeting.
- 10.5 Adjournment – Members present at a meeting may agree to adjourn any meeting, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- 10.6 Voting – Each member present is entitled to one vote. Resolutions other than special resolutions shall be carried by the majority of the members present and voting. In the case of an equality of votes the Chairperson shall have a casting vote.
- 10.6.1 All voting shall be in person or by proxy. A notice appointing the proxy shall be in the form set out in Appendix 2.
- 10.7 Division – at any General Meeting a declaration by the Chair that a resolution has been carried or not shall be sufficient evidence of members voting intention unless 3 members call for a poll. When a poll is taken the number of votes in favour and against the resolution shall be recorded.
- 10.8 Quorum at a General Meeting – At all General Meeting ten members present in person shall constitute a quorum. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting if convened by requires of members shall be dissolved. If not so convened it shall stand adjourned to the same day in the next week at the same time and place and at such time adjourned meeting those present shall comprise a quorum for all purposes.
- 10.9 Minutes – Minutes of the proceedings of every General Meeting shall be kept in a minute book, which shall be available at the Associations official address for inspection by members.
- 11.1 The affairs of the Association shall be managed by a Board of Management constituted as provided in Rule 10.3 and 10.4.

- 11.2 The Board Management shall control and manage the business and affairs of the Association.
- 11.3 May be subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by General Meetings of the members of the Association.
- 11.4 Subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- 11.5 Elections and Size – The Board of Management shall consist of a minimum of seven (7) members and a maximum of nine (9) members, each elected for two (2) year terms, or thereabouts.
- 11.6 The members of the Annual general Meeting shall elect the following Office Bearers.
- A Chairperson
 - A Deputy Chairperson
 - A Secretary
 - A Treasurer
 - A minimum of three (3) ordinary members
- 11.7 The Board of Management members shall be eligible to serve two (2) consecutive terms. An application for nomination for further terms can be made to the Board of Management, where upon a vote shall be cast to accept the application. All elections shall comply with rules stated under the section entitled “election of office and vacancy”.

In the event a majority of Board of Management members are eligible for election at the time of the Annual General Meeting in any given year, the Board may, by consensus, divide the Board of Management members into two separate categories, as nearly equal in number as practicable; and the places of the Board of Management members of the first category shall become vacant at the expiration of one (1) year, and the places of those of the second category at the expiration of two (2) years, from the beginning of their terms of service; and afterwards the places of Board of Management members shall become vacant at the expiration of two (2) years from the beginning of their term of service.

For the purposes of this section the term of service of a Board of Management Member shall be taken to begin effective immediately.

- 11.8 In the event of a Board Member foreseeing a period during which he/she will not be able to attend regular Board Meetings that member must apply for leave of absence from those meetings for the required period.
- 11.8.1 At the discretion of the Board a person may be co-opted to fill the casual vacancy for the period occurring as in 10.8. Also, if a vacancy occurs in 11.6.1, 11.6.2 or 11.6.3.
- 11.8.2 Any Board member who fails to attend 3 consecutive Board meetings shall be deemed to have resigned from the Board and after due notification to him/her the place shall be filled by a co-opted member.

Election of Officers and Vacancy

- 12.1 Nomination of the candidates for election as Officers of the Association or as ordinary members of the Committee must be made in writing on the GDAI Committee Nomination Form; to be received by the Executive Officer or GDAI Board Secretary not less than 14 working days prior to the AGM (Annual General Meeting).²
- 12.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected. At the discretion of the Committee, a person may be co-opted to fill any remaining vacancy.³
- 12.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 12.4 The ballot for the election of Officers and Ordinary Members of the Board shall be conducted at the Annual General Meeting in such a usual and proper manner as the Board direct.
- 12.5 A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office at the same time.
- 12.6 For the purpose of these rules, the Office of an Officer of the Association or of an Ordinary Member of the Board becomes vacant if the officer or member;
 - 12.6.1 Ceases to be a member of the Association.
 - 12.6.2 Becomes insolvent under administration within the meaning of the Companies (Victoria) code.
 - 12.6.3 Resigns his/her office by verbal or written notice given to the Secretary or Chairperson.

Proceedings of Committee

- 13.1 The Committee shall meet at least 6 times in each year at such place and time as the Committee may determine.
- 13.2 An Executive Officer as will be employed by the Association and must attend meetings of the Committee ex-officio.⁴
 - 13.3 Four (4) Board Members where the Board consists of seven (7) members;
 - Five (5) Board Members where the Board consists of eight (8) members;
 - Six (6) Board Members where the Board consists of nine (9) members.
- 13.3 A quorum for Board meetings shall be as follows:
 - Four (4) Board Members where the Board consists of seven (7) members;
 - Five (5) Board Members where the Board consists of eight (8) members;
 - Six (6) Board Members where the Board consists of nine (9) members.
- 13.4 At every meeting of the Board of Management the Chairperson shall preside and in the absence of Chairperson the Deputy Chairperson shall be the Chairperson of the meeting.
- 13.5 At all Committee Meetings the Chairperson shall conduct the business in a manner aimed at achieving consensus.

- 13.5.1 Questions which arise at any meetings and are unable to be decided by consensus shall be decided by a majority of votes and in the case of an equality of votes the chairperson shall have the casting vote.
- 13.6 The Chairperson or any two Board members may at any time summon a meeting of the Board.
- 13.7 Notice of the next Board of Management Meeting and any other meeting shall be set at the end of Board of Management Meetings.

Secretary

- 14 The Secretary of the Association shall supervise the keeping of the minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting in books provided for that purpose together with a record of names person present at Board Meetings.

Treasurer

- 15.1 The Treasurer of the Association;
- 15.1.1 Shall supervise the collection and receipts of all monies due to the Association and make all payments authorised by the Association
- 15.1.2 Shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 15.2 The accounts and books referred to in 14.1.1 shall be available for inspection by members

Removal of Board of Management Members

- 16.1 The Association in General Meeting may by resolution remove any member of the Board before the expiration of his/her term of office and appoint another member in his/her place to hold office until the expiration of the term of the first mentioned member
- 16.2 The member may require the Secretary or Chairperson to send a copy of the reasons to each member of the Association or, if they are not sent, the member may require that they be read out at the meeting.

Cheques

- 17.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by one of the four signatories being;
- The Treasurer
 - Chairperson
 - Board Members
- 17.2 Where appropriate the use of internet banking facilities is acceptable as a method of banking and paying accounts
- 17.3 A report will be provided to each monthly meeting of the Committee giving full details of all financial transactions including payments by cheque and internet banking transactions for the month proceeding.

Seal

- 18.1 The Common seal of the Association shall be kept under security in the GDAI office and used in accordance with GDAI policy and procedures
- 18.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board of Management and the Affixing of the Common Seal shall be attested by the signatories either of two members of the Board or of one member of the Board and of the Public Officer of the Association.

Alteration of rules and statement of purpose

19. No rules of the Association or Statement of Purpose shall be repealed or amended, and no new rule shall be made except by a special resolution. Notice of the resolution shall be given in accordance with Rule 9.2 and the resolution must be passed by a $\frac{3}{4}$ majority of members present and voting (refer 9.6).

Property

20. All property purchased or acquired by the Association shall be vested in and held in the name of the Association.

Non-Profit Clause

21. The Assets and Income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except bona fide compensation to services rendered or expenses incurred on behalf of the Association.

Winding Up

22. In the event of the winding up or the cancellation of the Incorporation of the Association, any surplus assets remaining after the payment of the Association's liabilities shall be transferred to another Australian organization having objectives similar to the objectives of this Association and which is a Public Benevolent Institution for the purposes of any Commonwealth Taxation Act.

Custody of Records

23. Except as otherwise provided in these Rules, the Secretary shall keep in his/her control all books, documents and securities of the Association. All such books, documents and securities shall be available for inspection by the members of the Association upon reasonable notice to the Secretary.

Funds

- 24.1 The funds of the Association shall be derived from Government Grant, annual subscriptions, donations and such other sources as the Board of Management determine. These shall be audited annually.
- 24.2 The Association shall establish a gift fund that will be known as Gippsland Disability Advocacy Inc. Gift Fund.

- (a) The gift fund will be maintained for the principle purpose of Gippsland Disability Advocacy to provide an Advocacy service to people with a disability.
- (b) All gifts of money or property which are to be used for the principal purpose of providing an advocacy service to people with a disability will be made to Gippsland Disability Advocacy Inc. Gift Fund.
- (c) Any money received by Gippsland
- (d) The gift fund will not receive any other money or property
- (e) All gifts will be added to the fund in a timely manner. If money or property is incorrectly added to the fund it is to be removed as soon as practicable with accounts adjusted where necessary and noted accordingly.
- (f) The gift fund will only be used for the principal purpose of Gippsland Disability Advocacy Inc in providing an advocacy service to people with a disability.
- (g) In the event of the winding up of the Gift fund or of the Deductible gift recipient endorsement revoked, whichever occurs first, any surplus assets of the Gift Fund shall be transferred to another gift deductible fund, authority or institution as required under Australian government taxation legislation.

Associations Incorporation Act (1981)

Model Rules for an Incorporated Association

Disputes and mediation

The grievance procedure set out in this rule applies to disputes under these Rules between;

- (a) A member and another member; or
- (b) A member and the Association

- 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 the parties.
 - If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
 - The mediator must be;
 - A person chosen by agreement between the parties; or
 - In the absence of agreement –
 - In the case of a dispute between a member and another member, a person appointed by the Board of the Association, or
 - In the case of a dispute between a member and the Association, a person who is a mediator appointment or employed by the Dispute Settlement Centre of Victoria (Department of Justice)
 - A member of the Association can be a mediator
 - The mediator cannot be a member who is a party to the dispute
 - The parties to the dispute must, in good faith, attempt to settle the dispute by mediation
 - The mediator, in conducting the mediation, must –
 - Give the parties to the mediation process every opportunity to be heard; and
 - Allow due consideration by all parties of any written statement submitted by any party; and
 - Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process
9. The mediator must not determine the dispute.
10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.