



***DISABILITY RIGHTS ADVOCACY
SERVICE INCORPORATED***

CONSTITUTION

**Safeguarding and Promoting the Rights and Needs of
People with a Disability, their Families and Carers.**

CONTENTS

PART 1	THE ASSOCIATION	
	1.1	Name of the Association 1
	1.2	Role of the Association 1
	1.3	Core function of the Association 1
	1.4	Founding Members of the Association 1
PART 2	OBJECTS OF THE ASSOCIATION	
	2.1	General objects of the Association 2
PART 3	CONSTITUTION AND POWERS	
	3.1	Powers of the Association 3
	3.2	Australian Charities and Not-for-profits Commission 3
PART 4	MEMBERSHIP	
	4.1	Membership determination 4
	4.2	Rights and responsibilities of members 4
	4.3	A right of membership of the Association 4
	4.4	A member of the Association must 5
	4.5	Register of Membership 5
	4.6	Membership fees 5
	4.7	Notice of meetings and Special Resolutions 5
	4.8	Access to information 6
	4.9	Raising grievances and complaints 6
	4.10	Resignation of membership 6
	4.11	Suspension of membership 6
	4.12	Expulsion of a member 7
	4.13	Life Membership 8
PART 5	THE BOARD	
	5.1	Powers and Duties 9
	5.2	Composition of the Board 9
	5.3	Executive 10
	5.4	Disqualification of Board Members 10
	5.5	Election of the Board 11
	5.6	Term of office 12
	5.7	Proceeding of the Board 12
	5.8	Indemnification of certain persons 13
	5.9	Board resolutions and voting 14
	5.10	Disclosure of interest 14
	5.11	Roles of the Executive 14
	5.12	Executive decisions 16
	5.13	Removal of a Board Member 16

PART 6	MEETINGS	
	6.1	General Meetings 17
	6.2	Annual General Meeting 18
	6.3	Special General Meeting 18
	6.4	Attendance and voting at General Meetings 19
	6.5	Notice of General Meetings 20
	6.6	Proceedings at General Meetings 20
	6.7	Use of technology at General Meetings 21
	6.8	Notice of General Meetings 21
	6.9	Special resolutions 22
	6.10	Minutes 22
	6.11	Patrons 22
PART 7	FINANCIAL MANAGEMENT	
	7.1	Income and property (non-profit purpose) 23
	7.2	Accounts 23
	7.3	Banking and finance 23
	7.4	Insurance 24
	7.5	Appointment of the Auditor 24
	7.6	Audit of accounts 24
PART 8	GRIEVANCES AND DISPUTES	
	8.1	Applicable disputes 26
	8.2	Timeframe for disputes 26
	8.3	Unresolved disputes 26
	8.4	Mediator 26
	8.5	Member of the Association as Mediator 26
	8.6	Mediator not to be party to the dispute 26
	8.7	Settlement by mediation 27
	8.8	Role of the Mediator 27
	8.9	Failure to resolve by mediation 27
PART 9	MISCELLANEOUS	
	9.1	Seal of Disability Rights Advocacy Service Inc 28
	9.2	Dissolution of Disability Rights Advocacy Service Inc 28
	9.3	Non-discriminatory clause 29
PART 10	RULES	
	10.1	Repeal or amendment of the Rules 30
	10.2	Alteration of the Rules 30
	10.3	Association bound by the Rules 30

PART 1: THE ASSOCIATION

1.1 Name of the Association

The name of the Association shall be Disability Rights Advocacy Service Incorporated and hereinafter called the Association.

1.2 Role of the Association

Disability Rights Advocacy Service Incorporated is a State based not-for-profit body providing advocacy services to people living with disability, their families and carers.

1.3 Core function of the Association

While the core function of the Association remains the provision of advocacy to people living with disability, the Constitution allows for the Association to vary the provision of advocacy services into areas where there is no direct link to disability.

1.4 Founding Members of the Association

The founding members of the Association were: The Migration Liaison Workers Project (MLWP), Migrations Liaison Service (MLS), Multicultural Advocacy & Liaison Service of South Australia (MALSSA)

PART 2: OBJECTS

2.1 The general objects of the Association shall be:

- a. to provide an advocacy service that aims to promote and protect the human, legal, civil and consumer rights of people with a disability, their family and carers.
- b. to not restrict the delivery of service to only people living with disability but to also, as appropriate, provide advocacy services that aim to promote and protect the human, legal, civil and consumer rights of other individuals or groups.
- c. to provide a collective voice for members
- d. to promote the role and value of independent advocacy.
- e. to relieve the needs of people with a disability, their families and carers through information and referral.
- f. to assist people with a disability, their families and carers to access and receive services and entitlements which meet their needs including health, housing and daily living.
- g. to maintain a specialized focus on representing the rights and needs of people with a disability, their family and carers from culturally and linguistically diverse backgrounds.
- h. to provide systemic advocacy support for people living with disability in a manner that aims to promote empowerment and support, and to alleviate inequity and disadvantage experienced by people living with a disability.
- i. to do all such other lawful things as are conducive or incidental to the attainment of any of the above.

PART 3: CONSTITUTION AND POWERS

3.1 Powers of the Association

The powers of the Association shall be the powers contained in section 25 of the ***Associations Incorporation Act 1985*** (SA). Without limiting those powers, the Association shall be entitled to hold real or personal property, open and operate bank accounts, and enter into any beneficial or necessary contract including a contract of employment.

3.2 Australian Charities and Not-for-profits Commission

While the Association is a Registered Charity, the *Australian Charities and Not-for-profits Commission Act* (ACNC) and the *Associations Act* (to the extent that it applies) override any clauses in this Constitution, inconsistent with those Acts.

PART 4: MEMBERSHIP

4.1 Membership Determination

- a. Membership shall be open to any individual person the Board of Management (Board) by resolution admits as a member. Only persons approved by the Board may become members of the Association.
- b. A member must be at least 18 years of age.
- c. A member agrees to abide by the objects and rules of the Association and to pay such annual fees as are determined by the Board.
- d. Applications for membership to the Association shall be considered by the Board at its next meeting, but not at Annual General Meetings and Special General Meetings. Membership of the Association shall begin upon acceptance of the application by the Board and payment of the annual fee. The Annual Fee to be determined by the Board and notified to members at the AGM.
- e. The Board has the power to accept or reject applications for membership. Any rejected applicant may appeal at a General Meeting of the Association and the majority decision of the General Meeting shall prevail.

4.2 Rights and Responsibilities of Members

A member is entitled to:

- a. attend, speak and vote at the Annual General Meeting.
- b. be a Board member.
- c. access a copy of the Constitution.
- d. access and peruse minutes of general meetings; and
- e. access and peruse annual reports and annual financial reports.

4.3 A right of membership of the Association:

- a. is not capable of being transferred or transmitted to another person; and
- b. terminates on the cessation of membership whether by death, resignation or otherwise.

4.4 A member of the Association must:

- a. act in the best interests of the Association.
- b. abide by the Association's constitution.
- c. notify the Association of any change of their address.
- d. treat other members and the Board with respect and dignity;
and
- e. at all times comply with the DRAS Code of Conduct and principles of confidentiality.

4.5 Register of Membership

A register of members must be kept by the Public Officer or their delegate and contain:

- a. the name, postal address and email address (if applicable) and telephone number of each member.
- b. the date on which each membership commenced.
- c. if applicable, the date and reasons(s) for termination of membership.

4.6 Membership Fees

- a. The subscription fees for membership shall be such a sum, if any, as the Board shall determine from time to time. The membership fee shall be determined at the last Board meeting of each financial year and members will be advised of the fee at the AGM.
- b. Membership fees, if any, shall fall due on the first day after the AGM of the Association and are payable within 28 days of the AGM. The financial year of the Association shall be from July 1st to June 30th.
- c. Any member whose membership fee is outstanding for more than three months after the due date for payment shall cease to be a member of the Association. The Board may reinstate such a person's membership on such terms as it thinks fit.

4.7 Notice of Meetings and Special Resolutions

The Secretary of the Association must give members written notice of meetings in accordance with clause 6.5 of the Constitution.

4.8 Access to Information

The following must be available for inspection by members of the association:

- a. a copy of this Constitution;
- b. minutes of general meetings; and
- c. annual reports and annual financial reports.

4.9 Raising Grievances and Complaints

- a. A member may raise a grievance or complaint about a Board member, the Board or another member of Disability Rights Advocacy Service.
- b. The grievance or complaint must be dealt with in accordance with the procedures set out in the Association's General Complaints Handling Policy.

4.10 Resignation of Membership

- a. A member who wishes to resign from membership of the Association, shall give at least one month's notice in writing to the Secretary or the Public Officer of the Association.
- b. Any resigning member shall be liable for any outstanding fees which may be recovered as a debt due to the Association.
- c. Upon a member ceasing to be a member, the Public Officer or their delegate, shall amend the Register of Members by recording the date upon which the member ceased.
- d. Once a member ceases to be a member they must not purport to be associated with the Association in any manner and must do all acts reasonably necessary to ensure that they are not perceived to be associated with the Association

4.11 Suspension of Member

If the Board considers that a member should be suspended because their conduct is detrimental to the interests of Disability Rights Advocacy Service Inc, the Board may by resolution suspend the member from the Association.

When suspending a Member the Board must:

- a. give the member an opportunity to be heard or to make a written submission.

- b. communicate the allegation to the member at least 21 days before the meeting of the Board at which the matter will be determined.
- c. communicate the determination of the Board to the member in writing, and, in the event of an adverse determination, the member shall cease to be a member 14 days after the Board has communicated in writing its determination to the member.

4.12 Expulsion of a Member

4.12.1 Where the Board considers that a member should be expelled on the basis that their conduct is detrimental to the interests of Disability Rights Advocacy Service Inc, the Board may by resolution expel the member from the Association.

The Board may expel a member:

- a. who does not comply with this constitution or any by-laws, rules or regulations of the Association.
- b. whose conduct in the opinion of the Board is prejudicial to the interests of the Association.
- c. who fails to pay any membership fees owing under rule 4.4 as the case may be, within three (3) months of the due date for payment.

and remove that member's name from the register.

4.12.2 A least 21 days before the Board holds a meeting to expel a member, the Board must give a written notice to the member which states:

- a. the allegations against the member.
- b. the proposed resolution for the member's expulsion; and
- c. that the member has an opportunity at the meeting to address the Board in relation to the allegations either orally or in writing.

4.12.3 It shall be open to a member to appeal against the expulsion from the Association at a General Meeting. The intention to appeal must be communicated in writing to the Secretary or Public Officer of the Association within 14 days after the determination of the Board has been communicated to the member.

4.12.4 In the event of an appeal, the member appealing their expulsion as a member of the Association shall only be

terminated where the determination of the Board to expel the member, is upheld by the majority of members of the Association at a General Meeting.

- 4.12.5 The member appealing their expulsion has the right to be heard by the members of the Association present at the General Meeting prior to a decision being made to uphold or reject the decision of the Board to expel the member.
- 4.12.6 Where the decision of the Board to expel the member is upheld by a majority of the members of the Association at a General Meeting, membership will be terminated at the date of the General Meeting at which the decision of the Board is upheld.
- 4.12.7 A member expelled from the Association does not have any claim on the Association, its funds or property

4.13 Life Membership

- a. Life Membership is an honour that can be bestowed by the Association for longstanding and valued contribution to the Disability Rights Advocacy Service.
- b. Any member can recommend a person for Life Membership by notice in writing to the Board. A recommendation made under this clause must include a written report outlining the history of services of the nominee.
- c. A person may be appointed a Life Membership only by Special Resolution by the Board.
- d. A Life Member has all the rights of an Ordinary Member; and
- e. A Life Member cannot be required to pay membership fees.

PART 5: THE BOARD

5.1 Powers and Duties

- a. The business of Disability Rights Advocacy Service Inc must be managed by or under the direction of the Board of Management (the Board).
- b. The Board shall exercise all powers and functions of the Disability Rights Advocacy Service Inc other than those matters that the Associations Incorporations Act (1985) or this Constitution requires by a general meeting of members of Disability Rights Advocacy Service Inc.
- c. The Board, subject to these rules, 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.
- d. The Board has the management and control of the funds and other property of the Association.
- e. The Board has the authority to interpret the meaning of these rules and any other matters relating to the affairs of the Association on which these rules are silent.
- f. The Board may make and repeal by-laws for the efficient management of the Association.
- g. The Board is to appoint the Chief Executive Officer.

5.2 Composition of the Board

- a. The Board shall be composed of not less than five (5) members nor more than eight (8) members of the Association. All members of the Board are volunteers and are not eligible for remuneration.
- b. At least four (4) members of the Board shall comprise people with a disability and/or carers of such persons.
- c. The Board shall comprise four executive positions and up to four (4) ordinary Board members.
- d. Members of the Board must be a natural person.
- e. Members of the Board shall hold office for a term of two (2) years. Members' terms of appointment will commence and expire at the relevant Annual General Meetings.
- f. Members of the Board may serve a maximum of four (4) consecutive terms and having stood down for one (1) term become eligible for re-nomination or selection to

membership for a further term or terms to a maximum of a further two (2) terms

5.3 Executive

- 5.3.1 The Office Bearers of the Association, (***the Executive***) of the Disability Rights Advocacy Service Inc shall be the Chairperson, the Deputy Chairperson, the Treasurer and the Secretary. The Executive shall deal with the affairs of the Disability Rights Advocacy Service Inc during the intervals between meetings of the Board, and shall report thereon at the next Board meeting.
- 5.3.2 The position of Public Officer shall be held by the Chief Executive Officer who, being an employee, shall be a non-voting member of the Board.
- 5.3.3 Each member of the Executive shall hold office until the AGM two years after the date of their election pursuant to clause 5.5 but is eligible for re-election in compliance with clause 5.2(f).
- 5.3.4 In the event of a casual vacancy in any office mentioned in clause 5.2 of this Constitution, the Board may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting, at which time the vacancy would be expected to come up for re-election pursuant to clause 5.5. Such appointment shall require the assent of two-thirds of the full Board.

5.4 Disqualification of Board Members

- 5.4.1 A member of Disability Rights Advocacy Service Inc is ineligible to become a member of the Board if they:
- a. are disqualified from being a Board member pursuant to the *Associations Incorporation Act 1985* (SA).
 - b. resign by giving written notice to the Board.
 - c. cease to be a member of the Association.
 - d. are absent from three (3) consecutive Board meetings with or without tendering an apology to the Chairperson or three (3) Board meetings in the same financial year with or without tendering an apology to the Chairperson in the absence of extenuating circumstances, of which meetings the member received notice and the Board has resolved to declare the office vacant.

- e. The Board has the right to co-opt members of the Association to membership of the Board to fill any vacancy as per clause 5.2. Such co-option shall require the assent of two-thirds of the full Board.

5.5 Election of the Board

5.5.1 Nominations of candidates for election to the Disability Rights Advocacy Service Inc, Board of Management:

- a. shall be made in writing signed by two members of the Association and be accompanied by a written consent and an Expression of Interest detailing the reasons that the membership might vote for the candidate who must be an eligible member of the Association of at least three (3) months standing at the close of nominations; and
- b. shall be delivered to the Adelaide trading office of the Association at least 28 calendar days prior to the date fixed for the holding of the AGM.

5.5.2 At the relevant Annual General Meeting the senior employee of the Association or their nominee will chair the election of the Board.

5.5.3 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the AGM.

5.5.4 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.

5.5.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

- a. A Returning Officer shall be appointed by the Board to conduct the count of votes in the ballot.
- b. The ballot paper shall list candidates in alphabetical order.
- c. The ballot paper shall also contain requisite information and directions as to the method of recording votes and the date on which the poll closes.
- d. The ballot shall be conducted at the General Meeting only where there is present 50% + 1 of the Association membership.

- 5.5.6 The person/s receiving the majority vote will be elected to the nominated position/s.
- 5.5.7 Only members of the Association, consistent with clause 4.1 of this Constitution, shall be eligible to vote.
- 5.5.8 Ballot papers and any information about candidates shall be posted to each Association member no later than 14 days prior to the close of the ballot. The close of the ballot shall be at 5.00pm, at the business address of the Returning Officer; fourteen (14) business days preceding the day of the AGM.
- 5.5.9 The Returning Officer shall certify the results of the ballot, and this shall be conveyed to the Chairperson. The results of the ballot shall be made known to all members of the Association within seven (7) days of the ballot being determined.
- 5.5.10 The positions described in clause 5.2(c) and clause 5.3.1 shall take office upon the announcement of the results of the ballot.
- 5.5.11 A person who is eligible for election or reelection under this clause may vote for himself or herself.

5.6 Term of Office

- 5.6.1 The term of office for the Executive and ordinary Board members shall be two years with staggered rollover according to the following formulae:
 - a. In years ending in an even number, the Chairperson, Secretary and two ordinary Board members; and
 - b. In years ending with an odd number, the Deputy Chairperson, Treasurer and two ordinary Board members.

5.7 Proceedings of the Board

- 5.7.1 The Office Bearers of the Association (called the Executive) shall be the Chairperson, Deputy Chairperson, Secretary, and Treasurer who shall be elected by the Board from its members at a Board meeting held within twenty-eight (28) days following the Annual General Meeting.
- 5.7.2 The Board shall meet to conduct the business of the Association and not less than four (4) times in each financial year, once per quarter of the financial year.

- 5.7.3 The Chairperson or any two (2) members of the Board have power to call meetings of the Board.
- 5.7.4 Questions arising at any meeting of the Board 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.
- 5.7.5 A quorum of a meeting of the Board shall be half the members of the Board plus one (1) of which one (1) member must be an Office bearer.
- 5.7.6 No Executive Member shall hold the same office more than three (3) successive terms.
- 5.7.7 A member of the Board 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 Board as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of their interest in the contract at the next General Meeting of the Association.
- 5.7.8 The Board may appoint sub-committees of Board members and other persons who shall meet as they see fit or as directed by the Board and who shall report to the Board for it to consider and act upon if appropriate.

5.8 Indemnification of Certain Persons

- 5.8.1 Paid employees, members and voluntary workers or members of the Board shall be indemnified by Disability Rights Advocacy Service Inc against all actions, suits, claims, demands, costs, damages and expenses which any such member may incur or be liable to by any reason of any contract entered into, or any act or deed done by that person in the proper discharge of their duties, or in any way relating thereto, except as such may happen through their own willful act or default.
- 5.8.2 Notwithstanding anything contained in clause 5.8.1, Disability Rights Advocacy Service Inc will refuse any indemnification in the event of any illegal activity or breach of confidentiality by an employee, voluntary worker, member, or member of the Board.
- 5.8.3 Notwithstanding anything contained in clause 5.8.1, Disability Rights Advocacy Service Inc will refuse any indemnification in the event that an employee, volunteer worker, member, or member of the Board acts without

the authority of the Board, the Executive or the Executive Director.

5.9 Board Resolutions and Voting

5.9.1 Subject to this constitution, questions arising at any Board meeting, may be decided by Ordinary Resolution. Each Board member has one vote on any question. In the case of a tied vote, the Chairperson shall have the casting vote.

5.10 Disclosure of Interest

5.10.1 Board members must comply with sections 31 and 32 of the Associations Incorporation Act 1985 (SA) regarding disclosure of interests and voting on contracts in which a Board member has an interest.

5.11 Roles of the Executive

5.11.1 The Chairperson:

- a. if it is reasonably practicable to do so must be a person with lived experience of disability.
- b. shall have a casting vote as well as a deliberative vote if votes are equal.
- c. shall chair all meetings of the Disability Rights Advocacy Service Inc Board of Management.
- d. In the absence of the Chairperson, the Deputy Chairperson shall chair such meetings or at the request of the Chairperson or of a majority of the Board another Board Member may be elected as Meeting Chairperson who on this occasion shall have both casting and personal deliberate votes.
- e. In the event that both the Chairperson and Deputy Chairperson are absent from the meeting the members present shall select a chairperson.
- f. shall encourage full balance participation by all members and shall decide on matters of meeting order.
- g. shall sign and date the minutes of previous Board meetings, after members attending have agreed

that they are a correct record, including amendments and corrections, if any.

- h. shall present or ensure the presentation of an annual report of achievements and activities at the Association's Annual General meeting.

5.11.2 The Deputy Chairperson:

- a. if it is reasonably practicable to do so must be a person with lived experience of disability.
- b. shall perform all duties and responsibilities accorded to the Chairperson in the Chairpersons absence.

5.11.3 The Treasurer:

- a. shall ensure that the annual Financial Statements, comprising a statement of assets and liabilities, an account of income and expenditure and a balance sheet are prepared following the end of the Association's financial year.
- b. shall ensure that the annual Financial Statements are audited, (by an independent auditor who shall be appointed by the Board), before the Financial Statements are presented to members of the Association at the Annual General Meeting.
- c. in conjunction with the CEO, shall ensure that financial budgets and statements are prepared and a report on the finances presented at each Board Meeting.
- d. as a member of the Board Executive , shall ensure major or unusual expenditure shall be authorised in advance by the Board.

5.11.4 The Secretary:

- a. shall ensure the call of meetings in accordance with the provision of this Constitution.
- b. shall ensure records be kept of the business of the Association including the Constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence and records of submissions or reports made on behalf of the Association.
- c. Ensure records be kept of members of the Association.

- d. In the absence of the Secretary another member shall be elected by the Board as Minutes Secretary.

5.12 Executive Decisions

- 5.12.1 In extraordinary circumstances the Executive has the authority to make decisions and take actions as are deemed prudent and in the best interest of the Association, and only when such decisions require urgent address. An Executive decision requires the mutual agreement of:
 - a. two (2) of the four (4) Executives or in the absence of two (2) Executives,
 - b. one (1) Executive plus two (2) ordinary Board members.
 - c. a quorum for a meeting of the Executive requires two (2) Executive members.

5.13 Removal of a Board Member

- 5.13.1 A Board member may be removed by a resolution of the members at a general meeting:
 - a. A notice for resolution to remove a Board member must be given to the Association at least 21 days before the next relevant general meeting, (including AGM).
 - b. The Association must give the Board member concerned a copy of the notice as soon as possible; and
 - c. The Board member can give the Association a written statement and speak at the meeting. This statement must be given to everyone entitled to notice of the meeting.
- 5.13.2 If a vacancy arises through a removal under clause 15.13, an election must be held to fill the vacancy.

PART 6: MEETINGS

6.1 Board Meetings

- a. The Board must meet as often as it considers necessary to conduct the business of the Association but at least four times per year.
- b. Reasonable notice of the Board meeting is to be given to the Board members.
- c. Any Board member may at any time convene a meeting of the Board with reasonable notice to the other Board members.

6.1.2 Use of Technology

Board meetings can be held at more than one place using any technology that gives Board members a way of taking part.

6.1.3 Resolutions not in a Meeting

- a. The Board may pass a resolution without a Board meeting being held if all the Board members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Board member signs.
- b. For the purpose of clause 6.1.3(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy; and
- c. any document referred to in this clause may be in the form of a facsimile or electronic transmission.

6.1.4 Quorum at Board Meetings

- a. A quorum of a meeting of the Board shall be half the members of the Board plus one (1) of which one (1) member must be an Office bearer
- b. No item of business shall be transacted at a Board meeting unless a quorum of the Board members is present during the time when the meeting is considering the item of business.

6.1.5 Chairing of Board Meetings

- a. The Chairperson shall chair all meetings of Disability Rights Advocacy Service Incorporated.
- b. In the absence of the Chairperson, the Deputy Chairperson shall chair the meeting. In the event that

both the Chairperson and Deputy Chairperson are absent from the meeting the members present shall elect a chairperson.

6.1.6 Board Resolutions and Voting

- a. Subject to this constitution, questions arising at any Board meeting may be decided by Ordinary Resolution. Each Board member has one vote on any question. In the case of a tied vote, the Chairperson shall have the casting vote.

6.1.7 Disclosure of Interest

- a. Board members must comply with sections 31 and 32 of the *Associations Incorporation Act* 1985 regarding disclosure of interests and voting on contracts in which a Board member has an interest.

6.2 Annual General Meeting

6.2.1 An Annual General Meeting of the Association must be held once in each calendar year in accordance with the Act and this constitution on a date within 5 months after the end of the Association's last financial year to:

- a. confirm the minutes of the previous Annual General Meeting,
- b. receive the financial reports, statement of accounts of the Association and reports of the Board and Auditor for the preceding financial year,
- c. appoint or confirm the appointment of the Auditor
- d. transact any other business which the Board considers appropriate.

6.2.2 The AGM shall be in addition to any other General Meetings that may be held in the same year.

6.3 Special General Meeting

6.3.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Disability Rights Advocacy Service Incorporated Board of Management.

6.3.2 Requisition of Special General Meetings:

- a. On the requisition in writing of not less than five percent (5%) of the total number of members, the Board must, within one month after the receipt of the

- requisition convene a SGM for the purpose specified in the requisition.
- b. Every requisition for a Special General Meeting must be signed by requisitioning members, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more members making the requisitions.
 - c. If the Board does not cause a Special General Meeting to be held within 28 days from the date of receipt of the requisition, the members requisitioning the meeting, or any of them may convene a Special General Meeting to be held not later than three (3) months from the date of delivery of the requisition.
- 6.3.3. A Special General Meeting convened by members in pursuance of these rules shall be convened in a manner as near as possible to that in which those meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by Disability Rights Advocacy Service Incorporated to the persons incurring them.

6.4 Attendance and Voting at General Meetings

- 6.4.1 Each member is entitled to attend General Meetings
- 6.4.2 Each voting member is entitled to one vote at General Meetings.
- 6.4.3 Proxy votes will be allowed, provided they are on the appropriate form and in accordance with the rules set out below. A member may vote in person or by proxy. A proxy must be a financial member of the Association. The instrument appointing a proxy shall be deemed to confer authority. The instrument appointing a proxy shall be deposited with the Executive Director prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposed to vote. Except for the Chairperson, a person may have no more than two proxy votes.
- 6.4.4 Voting at General Meetings can be by use of any technology that gives members a way of taking part but the type of technology to be used must be set out in the notice of the meeting.

6.5 Notice of General Meetings

- 6.5.1 Notice of every General Meeting must be given to every member, the Auditor, and the Board members by means authorized by clause 6.5.2.
- 6.5.2 A notice of a General Meeting must specify:
- a. the place, day and hour of the meeting.
 - b. state the nature and order of the business to be transacted at the meeting.
 - c. any technology to be used in the meeting, (if required); and
 - d. details relating to proxy voting.
- 6.5.3 At least 21 days' notice of a General Meeting must be given to those persons entitled to receive notice.

6.6 Proceedings at General Meetings

- 6.6.1 Quorum
- a. No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings is eight members present personally or by using technology.
- 6.6.2 Chairing of General Meetings
- a. The Chairperson, subject to this Constitution, shall preside as Chairperson at every General Meeting except where the Chairperson has a conflict of interest.
 - b. In the absence of the Chairperson, the Deputy Chairperson shall chair the meeting.
 - c. In the event that both the Chairperson and Deputy Chairperson are absent or unable to chair the meeting, the members present shall select a chairperson.
- 6.6.3 Adjournment of General Meetings
- a. If within one hour from the time appointed for a General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the Chairperson determines. If at the adjourned meeting a quorum is not present within one

hour from the time appointed for the adjourned meeting:

- (i) If the meeting was convened on the requisition of members under clause 6.3.2, the meeting will lapse; and
 - (ii) In any other case those members present will constitute a quorum.
- b. The Chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business must be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - c. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting: and
 - d. Except as provided for in clause 6.6.3(c), it is not necessary to give any notice of an adjourned meeting.

6.7 Use of Technology at Meetings

- 6.7.1 All General meetings can be held at more than one place using any technology that gives members a way of taking part but the type of technology to be used must be set out in the notice of the meeting.

6.8 Notice of General Meetings

- 6.8.1 Any notice required or authorised by this constitution to be given to a member may be served on the member personally or by sending it through the post addressed to the member at the member's last known address or by email or other electronic means or by insertion on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated to its members.
- 6.8.2 Any notice required or authorised by this Constitution to be given to the Association may be served by delivering it personally to the Association at its registered office or by sending it through the post addressed to the Association at its registered office.

6.8.3 A notice served by post will be taken to have been received by the recipient three days after it was posted: and

6.8.4 A notice served by email or other electronic means will be taken to have been received by the member two hours after it was sent.

6.9 Special Resolutions

6.9.1 A special resolution may be moved at any Special General Meeting or Annual General Meeting of the Association.

6.9.2 The Secretary must give all members not less than 28-days' notice of the meeting at which a special resolution is to be proposed.

6.9.3 The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

6.10 Minutes

6.10.1 Proper minutes of all proceedings of General Meetings of the Association and of minutes of the Board, shall be entered within two (2) months after the relevant meeting in the minute books kept for that purpose.

a. The minute kept pursuant to this rule must be confirmed by the members of the Association or the members of the Board (as relevant) at a subsequent meeting.

b. The minutes 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.

c. Where minutes are entered and signed, they shall, until the contrary is proven, 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 actions made at the meeting shall be deemed to be valid.

6.11 Patrons

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board, the honorary position of one or more patrons as it considers necessary, subject to the approval of that person or persons.

PART 7: FINANCIAL MANAGEMENT

7.1 Income and Property (Non-Profit Purpose)

- 7.1.1 The income of the property of Disability Rights Advocacy Service Incorporated however derived, shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid, transferred, or distributed, directly or indirectly, by dividend, bonus, or otherwise, to any members of Disability Rights Advocacy Service Incorporated.
- 7.1.2 Disability Rights Advocacy Service Incorporated shall pay to any such person the repayment of out-of-pocket expenses subject to the delegated approval of the Board.
- 7.1.3 Nothing in the foregoing provisions of this rule prevents the payment in good faith, as approved by the Board, to an employee or member of Disability Rights Advocacy Service Incorporated of remuneration in return for services actually rendered to the Council by the employee or member for goods supplied to the Council by the employee or member in the ordinary course of business.

7.2 Accounts

- 7.2.1 The Association must keep written financial records that:
- a. correctly record and explain its transactions, financial position and performance.
 - b. would enable true and fair financial reports to be prepared and audited; and
 - c. must be retained for seven years after the transactions covered by the records are completed.
- 7.2.2 The financial year shall run from July 1 of any calendar year to June 30 of the next calendar year inclusive.

7.3 Banking and Finance

- 7.3.1 In relation to the financial affairs of Disability Rights Advocacy Service Incorporated, the following rules shall apply.
- a. All money must be deposited into an Association bank account.

- b. The Association must give receipts for all money it receives when requested.
- c. All payments made out of the Association's money must be supported by adequate documents which explain the nature and purpose of the payment.
- d. All accounts for payment must be approved by the Chief Executive Officer or the Finance Officer in accordance with valid delegation from the Board; and
- e. All cheques, withdrawal forms, electronic funds transfer, (EFT) transactions and other banking documents must be signed by at least two people authorised by the Board.

7.4 Insurance

- 7.4.1. The Chief Executive Officer shall ensure that appropriate insurance is maintained for the property and members and employees of Disability Rights Advocacy Service Incorporated including but not limited to, work health insurance, professional indemnity insurance, public liability insurance, burglary, and fire insurance.

7.5 Appointment of the Auditor

- 7.5.1 A registered auditor shall be appointed at the Annual General Meeting of members, to be the Auditor for the current financial year and, in the event that such an auditor is unable to accept such appointment, the Board shall appoint an alternative auditor. The Auditor shall not be a member of Disability Rights Advocacy Service Incorporated.

7.6 Audit of Accounts

- 7.6.1 Once at least each financial year of the Association, the accounts of Disability Rights Advocacy Service Incorporated shall be examined by the Auditor.
- 7.6.2 The Auditor shall certify as to the correctness of the accounts of Disability Rights Advocacy Service Incorporated and shall report thereon to the members present at the AGM.
- 7.6.3 In that report, and in certifying to the accounts, the auditor shall state:

- a. whether the information required has been obtained
- b. whether, in the Auditor's opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of Disability Rights Advocacy Service Incorporated according to the information at the Auditor's disposal and the explanations given to the Auditor and as shown by the books of the Association; and
- c. whether the rules relating to the administration funds of Disability Rights Advocacy Service Incorporated have been observed.

7.6.4 The Board shall cause to be delivered to the Auditor a list of all the accounts, books and records of Disability Rights Advocacy Service Incorporated in sufficient time for the accounts to be prepared for the Annual General Meeting.

7.6.5 The Auditor:

- a. has the right of access to the accounts, books, records, vouchers and documents of Disability Rights Advocacy Service Incorporated.
- b. may require from the staff of Disability Rights Advocacy Service Incorporated such information and explanations as may be necessary for the performance of the Auditor's duties; and
- c. may employ persons to assist the Auditor in investigating the accounts of Disability Rights Advocacy Service Incorporated; and may, in relation to the accounts of Disability Rights Advocacy Service Incorporated, question any member of the Board or any staff of the Association.

PART 8: GRIEVANCES AND DISPUTES

8.1 Applicable Disputes

This clause applies to disputes between –

- a. a member and another member; or
- b. a member and the Board.

8.2 Time frame for disputes

Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

8.3 Unresolved disputes

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 after the meeting, hold another meeting in the presence of a mediator.

8.4 Mediator

The mediator must be:

- a. a person chosen by agreement between the parties;
or
- b. in the absence of agreement for a dispute between a member and another member, a person appointed by the Board; or for a dispute between a member and the Board, a person who is a mediator appointed or employed by the department administering the Act.

8.5 Member of the Association as Mediator

A member of the Association can be a mediator.

8.6 Mediator not to be party to dispute

The mediator cannot be a party to the dispute

8.7 Settlement by mediation

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

8.8 Role of the Mediator

The mediator, in conducting the mediation, must:

- a. give the parties to the mediation process every opportunity to be heard.
- b. allow due consideration by all parties of any written statement submitted by any party; and
- c. ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- d. The mediator must not determine the dispute.

8.9 Failure to resolve by mediation

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.

PART 9: MISCELLANEOUS

9.1 Seal of Disability Rights Advocacy Service Incorporated.

- 9.1.1 The seal of Disability Rights Advocacy Service Incorporated shall be in the form of a rubber stamp, inscribed with the name of Disability Rights Advocacy Service Incorporated encircling the word "Seal".
- 9.1.2 The seal of Disability Rights Advocacy Service Incorporated shall not be affixed to any instrument except by the authority of the Board and shall be attested by the signatures of one member of the Board and of the Secretary/Public Officer of Disability Rights Advocacy Service Incorporated, and that attestation is sufficient evidence for all purposes that the Seal was affixed by authority of the Board.
- 9.1.3 The seal shall remain at Disability Rights Advocacy Service Incorporated head office and must be kept in the safe custody of the senior employee of the Association.
- 9.1.4 Any use of the seal shall be by decision of the Board and must be affixed in the presence of any two Office Bearers or an Office bearer and the senior employee of the Association.
- 9.1.5 The use of the seal shall be recorded in the minute book of the Association.

9.2 Dissolution of Disability Rights Advocacy Service Inc

- 9.2.1 Dissolution of Disability Rights Advocacy Service Incorporated shall be by two-thirds vote of members present and eligible to vote at a SGM convened for that purpose.
- 9.2.2 If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- 9.2.3 In the event of the dissolution of Disability Rights Advocacy Service Incorporated, any assets remaining after the paying of any dues of Disability Rights Advocacy Service Incorporated shall be assigned to another association or associations:
- a. with similar aims and objectives to the Disability Rights Advocacy Service Incorporated.

- b. that is not carried on for profit or gain to its individual members; and
- c. is determined by resolution of the members
- d. The Board will consult with the Australian Government Department of Social Services and will obtain the consent of the Minister responsible for that Department to the decision made.

9.3 Non-Discriminatory Clause

9.3.1 The services and facilities of Disability Rights Advocacy Service Incorporated shall not be provided in a manner which discriminates against a person by way of any irrelevant criteria such as sex, gender, race, creed, colour, sexual preference or age, nor shall irrelevant criteria be used in determining membership or employing staff.

PART 10: RULES

10.1 Repeal or amendment of Rules

These rules may be repealed or amended by special resolution of two-thirds of members present and voting at a General Meeting of which not more than twenty-eight (28) days and not less than seven (7) days written notice including notice of the proposed repeal alteration or amendment has been distributed to all members.

10.2 Alteration of the Rules

Alterations of the rules, including an alteration to the Association's name, shall be registered with the Office of Consumer and Business Affairs, as required by the Act.

10.3 Association Bound by the Rules

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.