

# Mid Murray Support Service Incorporated



## Constitution

Amended August 2016

## WELCOME FROM THE CHAIR

The Mid Murray Support Service Inc Constitution was last amended in 2013 and as a result the Board of 2015/2016 noted that an updating of the document was required to ensure a more clear and up to date constitution.

Kerry Simcock, principle of The Dynamic Group, was engaged to assist in this process and the following document was formed to be presented to members of Mid Murray Support Service Inc for acceptance.

It is to be acknowledged that the Board of Management consisting of the following members, are responsible for this document and promote the ethos of Mid Murray Support Service Inc behind it as expressed in the organisations Objectives contained in this document.

As Chairperson of Mid Murray Support Service Inc., Christine Smith-Rowe, I wish to thank Board members:

- Andrew Murrell
- Joy Marks
- Jan Bock
- Daphne Battams
- Peter Kuhlmann
- David Rosenberg
- Lloyd Tonkin
- Annette Dempsey (Coordinator)

## VISION

*A community where strong relationships drive our actions, decision making and results.*

## MISSION

*Mid Murray Support Service Inc connects our community.*

## 1. NAME

- 1.1. The name of the association shall be Mid Murray Support Service Incorporated and hereafter shall be referred to as 'the Association'.

## 2. DEFINITIONS

- 2.1. 'The Act' means the *Associations Incorporation Act, 1985*.
- 2.2. 'Annual General Meeting' (AGM) shall mean a meeting of the members of the association held once each year at which the Associations accounts are presented to the members and other business conducted.
- 2.3. 'The Association' means Mid Murray Support Service Incorporated or MMSS.
- 2.4. 'Board of Management' means the executive members of the Association duly elected or appointed in accordance with this Constitution and hereafter shall be referred to as 'the Board'.
- 2.5. 'Member' means a person who meets the requirements of section five (5) of this Constitution.
- 2.6. 'General Meeting' means a meeting held of the members of The Association held to discuss routine business.
- 2.7. 'Special General Meeting' means a meeting held in accordance with section fifteen (15) of this Constitution and which is primarily held to debate a special resolution.
- 2.8. 'Special Resolution' means a resolution laid before a duly convened meeting of the members of the Association where fourteen (14) days' notice has been given to all members, and which is passed by not less than three-quarters of such members as, being entitled to do so, vote in person at the meeting.

## 3. OBJECTIVES

- 3.1. The objectives of the Association are to:
  - 3.1.1. To enhance independence and participation through creating opportunities for individuals, families and organisations to connect.
  - 3.1.2. To enhance community resilience and social prosperity through active community volunteering and participation.
  - 3.1.3. To enhance the health and wellbeing of the Mid Murray community through a diverse range of social, recreational and educational programs and services.

## 4. POWERS

The powers of the Association shall be the powers contained under Section 25 of the Act:

- 4.1. Acquire, hold, deal with and dispose of any real or personal property.
- 4.2. Administer any property or trust.
- 4.3. Open and operate bank accounts.
- 4.4. Invest its monies.
- 4.5. Borrow money upon such terms and conditions as the association thinks fit.
- 4.6. Give such security for the discharge of liabilities of the association on its behalf.
- 4.7. Appoint agents to transact any business of the association on its behalf.
- 4.8. Enter into any contract it considers necessary or desirable.

In addition, the Association may:

- 4.9. Employ or otherwise engage the services of any person, firm, association, company or government agency or department for any purpose incidental or conducive to the attainment of the objectives of the Association.
- 4.10. Appoint committees or sub committees, either standing or for a special purpose, for any purpose, and dismiss such committees or sub-committees.
- 4.11. Support and subscribe to any charitable, sporting or cultural body in any way deemed appropriate by the Board.
- 4.12. Do any other lawful thing that may be necessary for the attainment of the objectives of the Association.
- 4.13. The Board shall exercise the full powers of the Association and, without limiting those powers, shall have the management and control of the funds and other property of the Association.
- 4.14. Conduct fund-raising or social activities of any kind as deemed appropriate.

## 5. MEMBERSHIP

- 5.1. Membership of the Association is open to any person who supports the objectives of the Association.
- 5.2. The Board has the right to approve or withhold an application for membership of any person wishing to join the Association.

- 5.3. Members will be required to pay a fee, fixed at the Annual General Meeting of the Association as the fee to be paid by members until amended at a subsequent meeting. The membership shall be for a period of 12 months commencing from the AGM.
- 5.4. The Association shall maintain an ongoing register of all members, recording their financial status, length of membership and contact details.
- 5.5. Life membership to be considered by the Board for any member who has given ten (10) or more year's active service to the Association. There is no limit to the number of members who can be selected in any one financial year.
- 5.6. Membership shall cease on:
  - 5.6.1. Resignation in writing delivered to the premises of the Association.
  - 5.6.2. Membership may be suspended by not less than two-thirds majority vote at a Board or general meeting.
  - 5.6.3. Any suspended member may on not less than two (2) weeks written notice require the suspension to be reconsidered at one subsequent Board or general meeting.
  - 5.6.4. The Association shall not be required to accept the renewal of membership of a suspended member when renewal next falls due.

## 6. BOARD OF MANAGEMENT

- 6.1. Management of the Association shall be vested in a Board of Management, 'the Board', of not less than five (5) members, not more than eight (8) members.
- 6.2. The Office Bearers of the Association shall be the Chairperson, Deputy Chair, Secretary and Treasurer.
- 6.3. The Board and Office Bearers may be provided with support from a paid secretariat to meet their administrative, financial, minutes and record keeping obligations.
- 6.4. The Board shall meet as often as may be required to conduct the business of the Association and not less than once per calendar month excluding the months of December and January if it is deemed that month's meeting is not essential.
- 6.5. The quorum shall be five (5) Board members.
- 6.6. The Chairperson or two (2) other members of the Board shall have the power to call a meeting of the Board.
- 6.7. Notice of meetings shall be given at the previous Board meeting or by seven (7) days written notice distributed to all Board members or in an emergency by such other notice as shall be ratified by the Board.

- 6.8. An office bearer or member of the Board shall cease to hold such office upon:
  - 6.8.1. Resignation in writing.
  - 6.8.2. Suspension as a member of the Association.
  - 6.8.3. Absence for three (3) successive Board meetings without an explanation acceptable to the Board.
  - 6.8.4. Appointment to any paid position with MMSS or its subsidiaries.
- 6.9. Vacancies unfilled or arising in the Office Bearers or other Board member positions may be filled by the Board by co-opting members for the unexpired remainder of the term.
- 6.10. The Board may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.
- 6.11. Board members shall upon election or nomination become members in their own right and shall not in their capacity as a Board member act as a representative of another organisation.
- 6.12. In the event of a casual vacancy occurring during the year, the Board shall have the power to co-opt a member at the next meeting of the Board. Any person so appointed shall hold office for the remainder of the term of that vacancy. Co-opting Office Bearers only may extend this term to complete the minimum of a full 2 year term, not including the remainder of the vacancy they have filled, if determined by three quarters supporting vote of the Board.
- 6.13. The Board shall be empowered to appoint deputies or assistants to any office bearer, but unless such person is already an elected member or has been appointed to fill a casual vacancy under paragraph above, he or she shall have no voting rights on the Board.
- 6.14. All sub committees shall report and be answerable to the Board.

## 7. ELECTION OF OFFICERS

- 7.1. The Board shall comprise of between five (5) and eight (8) elected members; half of whom, with the longest terms of service, shall retire at the Annual General meeting of the Association.
- 7.2. Nominations for the election to the Board must be made in writing, twenty eight (28) days from the proposed Annual General Meeting.
- 7.3. A Nominations Committee, comprised of independent persons, a minimum of two (2), and two (2) MMSS delegates, shall review all nominations for election to the Board; undertake a due diligence process; and make recommendation to the membership population as to the suitability of their candidacy.
- 7.4. The term for elected members shall be twenty four (24) months.
- 7.5. Retiring members shall, if they so wish, make themselves available for re-election.

- 7.6. At the Annual General Meeting of MMSS members, shall elect the required number of Board members. There will be no nominations from the floor unless a quorum is not filled and that nomination will serve a three (3) month probationary period.
- 7.7. Immediately following the AGM the Board shall meet to elect a Chairman and Deputy Chairman and to appoint a Treasurer and Secretary.
- 7.8. A Chairperson shall serve no more than two (2) consecutive terms before vacating the position for a minimum of one (1) term. A retiring Chairperson can be re-elected as an ordinary Board member.
- 7.9. An independent Returning Officer shall be appointed to conduct any ballot or vote.

## **8. DUTIES OF OFFICERS**

### **8.1. Chairperson**

- 8.1.1. The Chairperson shall chair meetings of the Board and all general meetings of the members.
- 8.1.2. The Chairperson shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.
- 8.1.3. In the absence of the Chairperson or at the request of the Chairperson another member may be elected as Chairperson for that meeting.
- 8.1.4. The Chairperson, together with the Secretary, shall prepare the agenda for the Board and general meetings.
- 8.1.5. The Chairperson shall encourage full balanced participation by all members and shall decide on matters of order.
- 8.1.6. The Chairperson shall act as spokesperson unless an alternative spokesperson has been appointed by the Board or a general meeting.

### **8.2 Secretary**

- 8.2.1. The Secretary shall ensure that notice of meetings is given in accordance with the provisions of the Constitution.
- 8.2.2. The Secretary shall ensure that the Association records are kept, including the Constitution and policies, a register of members, minutes of all meetings, and copies of notices etc. The Secretary shall also maintain correspondence files and records of submissions or reports made by or on behalf of the Association.
- 8.2.3. In the absence of the Secretary, or at the request of the Secretary another member may be appointed as Minute Secretary.

### 8.3 Treasurer

- 8.3.1. The Treasurer shall ensure that all monies received are paid into an account authorised by the Board in the name of the Association.
- 8.3.2. All expenditure shall be authorised in advance by the Board, except that in an emergency, the Board may authorise payments, subject to subsequent Board approval.
- 8.3.3. The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. These records shall be available for inspection at all times by the Chairperson and Secretary and at each Board meeting by the Board.
- 8.3.4. The Treasurer shall ensure those financial budgets and statements are prepared as necessary and shall submit a report on the finances to each Board meeting.
- 8.3.5. The Treasurer shall ensure that annual Financial Statements comprising either an account of receipts and payments and a statement of assets and liabilities or an account of income and expenditure and a balance sheet shall be prepared following the end of the Association's financial year.
- 8.3.6. The Treasurer shall ensure that the annual Financial Statements are audited before presentation to the Annual General Meeting by an independent auditor who shall be appointed by the members at the Annual General Meeting.

## 9. CONFLICT OF INTEREST

- 9.1. A Board member who has a direct, indirect or perceived interest in a contract or service that may confer a benefit or financial gain to them, their family, friends or close associates, will declare the nature and extent of their interest to the Board as soon as they become aware of the interest.  
(This is supported by policy)

## 10. FINANCE

- 10.1. The financial year shall be from 1<sup>st</sup> July to the following 30<sup>th</sup> June.
- 10.2. The books of account shall be audited annually by the auditor.

## 11. AUDITOR

- 11.1. The members at each Annual General Meeting shall appoint an Auditor.
- 11.2. The auditor shall in each year examine the accounts and supporting documents (this may include the minutes) and shall certify the correctness thereof.

## 12. PUBLIC OFFICER

- 12.1. The Association shall appoint a natural person, over the age of 18 years and resident in this state to be its Public Officer.

12.2. The Public Officer need not be a member of the Association.

12.3. The Board shall ensure that the position of Public Officer is always filled.

### 13. VOTING

13.1. Voting on all matters at any meeting of the Association shall be by show of hands.

13.2. During any special general meeting of the Association, should at least one (1) of the members present request a secret ballot, the members present by simple resolution, may decide that the motion shall be resolved by secret vote.

13.3. At any meeting held by the Association, the person chairing that meeting shall have a deliberative and casting vote.

13.4. All matters put to the vote by the members shall be decided by a simple majority, with the exception of any special resolution, which will require a three-quarter majority.

13.5. No postal votes and/or proxy votes shall be permitted.

13.6. Voting by electronic means, including telephone and internet options, shall be allowed at the discretion of the Chair.

### 14. ANNUAL GENERAL MEETING

14.1. The Annual General Meeting of MMSS will be held within five (5) months of the end of the financial year. The AGM will be held for the following purposes:

- Presentation of the annual report and audited balance sheet or financial statement.
- Election of members to all committees for the ensuing year.
- Election of office bearers.
- Appointment of an auditor.
- To conduct any other business.

14.2. Members shall be notified of the annual general meeting by a notice displayed on the public notice board at MMSS by not less than fourteen (14) days before the date of the meeting. Such notice shall advise the members of the place where the meeting is to be held, the date of the meeting and the commencing time, and will contain some details as to the proposed agenda.

14.3. A quorum for the Annual General Meeting shall be ten (10) people present in person, if insufficient members are not present at the meeting to form a quorum the meeting is adjourned to same place and time one (1) calendar week hence.

## 15. SPECIAL GENERAL MEETING

- 15.1. A special General Meeting of members shall be called at the request of the Chairperson or Secretary, or any three (3) members of MMSS Board or any ten (10) ordinary members who have requisitioned such a meeting in writing. This meeting will be held within twenty-eight (28) days following the receiving of the request.
- 15.2. Members shall be notified of a special general meeting by a notice displayed on the public notice board and advertised in newspapers servicing the area, not less than fourteen (14) days before the date of the meeting.
- 15.3 A quorum for such a meeting shall be ten (10) members present in person. If a quorum is not present the Chairperson of that meeting will may order the meeting adjourned to the same place and time one (1) calendar week hence.

## 16. MISCELLANEOUS MATTERS

### 16.1. Property

- 16.1.1. The income, property and funds of the Association shall be under the control of the Board of Management and be used solely towards the promotion of the objects. These shall not be paid or transferred to any members or relatives of members provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objectives of the Association and without undue preference.

### 16.2. Alteration of Constitution

- 16.2.1. This Constitution may be altered, added to, or amended from time to time at a special general meeting called for that purpose and of which not less than fourteen (14) days' notice of the proposed amendments has been given to members, and which is passed by a three quarter's majority of members present at such a meeting.
- 16.2.2. The relevant statutory authorities will be advised in writing within 30 days of any amendments being made.

### 16.3. Lack of A Quorum

- 16.3.1. On any occasion after a half hour has passed since the notified time for any meeting to be declared open no quorum is present, the Chairperson of that meeting may order the meeting adjourned to the same place and time one (1) calendar week hence. Or the Chairperson may determine to continue the meeting to discuss any matters of business with those needing ratification to occur at the next meeting called.

## 16.4. Winding Up

16.4.1 The Association may be wound up in accordance with the Act.

16.4.2 In the event of the organisation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation with similar purposes which is not carried on for the profit or gain of its individual members, and to which income deductible gifts can be made, with particular reference to the local community area.

## 16.5. Interpretation

16.5.1. Where any matter arises for which this Constitution does not provide, or there is doubt as to the interpretation thereof, the Board shall determine the matter (subject to the *Acts Interpretation Act, 1915*) and its decision shall be final.