

## **NORTHERN CARERS NETWORK INC**

### **CONSTITUTION**

**1. NAME.**

The name of the Association shall be Northern Carers Network Inc. hereinafter called "The Association."

**2. OBJECTS.**

**The Objectives of the Association shall be:**

- 2.1 To provide appropriate assistance and information for Carers of family members and friends with disabilities, frail aged or chronic illness, the recipients of care and their families.
- 2.2 To provide support and information for Young Carers and link them into other local community agencies.
- 2.3 To provide sport and recreational opportunities that promotes health and wellbeing for Carers and their families
- 2.4 To support Carers and recipients of care belonging to 'Culturally and Linguistically Diverse' and Indigenous communities and their families.
- 2.5. To encourage Carers to identify themselves as Carers and voice their needs.
- 2.6 Support relinquished Carers to make the transition back into the community.
- 2.7 To contribute to the development and wellbeing of the broader community in the region and to respond to changing social, economic and ecological challenges facing the community.
- 2.8 To do all such other things as may be necessary for the attainment of such objects.

### **3. POWERS.**

- 3.1 The powers of the Association shall be the powers contained in the Association Incorporation Act and without limiting those powers the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contract including a contract of employment.
- 3.2 The Board of Directors shall be entitled to 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.
- 3.3 The Board of Directors shall have the power to appoint such Officers including the Chief Executive Officer as are required to carry out the objects of the association and may delegate its powers to such officers.
- 3.4 The Board of Directors shall vest the responsibilities for operational management to the Chief Executive Officer, including but not limited to, human resources, industrial relations and work, health and safety and opening and operating bank accounts.
- 3.5 The Board has the authority to interpret the meanings of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- 3.6 The Board of Directors may appoint sub-committees of members and non-members for specific purposes who shall meet as they see fit or as directed by the Board and who shall report to the Board.
- 3.7 The Board of Directors may appoint an Executive of the Office Bearers together with one other Board member who shall meet to carry out routine business delegated by the Board and who shall report to the subsequent Board Meeting. If neither the Chairperson, nor the Deputy-Chairperson is a Carer then a representative of Carers may be appointed to the Executive.
- 3.8 The Board of Directors may appoint a delegate to assist the duties of Secretary and Treasurer.
- 3.9 The Board of Directors shall appoint a Public Officer who shall notify the Corporate Affairs Commission of such an appointment and who shall file such other returns and notices as shall be required by law. The Public Officer shall hold office until another person is appointed to the position by the Board of Directors. The Public Officer may be an employee.

- 3.10 The Board of Directors may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.

### **3.1.1 SPOKESPERSON**

The Chief Executive Officer shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Board of Directors. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two (2) members of the Board.

## **4. MEMBERSHIP**

### **4.1 CLASSES OF MEMBERSHIP**

Members of the Association shall be **full** or **associate** members who are:

- 4.1.1 Persons who have agreed to accept the above objects and who provide care and support for a family member or friends, who have a disability, is frail aged, or who have a chronic, mental or physical illness.
- 4.1.2 Employees and volunteers of the Association.
- 4.1.3 Individuals or organizations who have agreed to accept the above objects and who have applied in writing for Membership.
- 4.1.3 An organisational member who may be appointed from its members with one representative who may speak and vote on its behalf.

### **4.2 FULL MEMBERSHIP**

Full members shall be those persons who agree to Clause 4.1 and in addition shall be actively participating in the organisation and participate in the meetings of the Association including the Annual General Meeting, Special General Meetings and Extraordinary meetings.

### **4.3 ASSOCIATE MEMBERS**

Associate members shall be those persons who agree to Clause 4.1 and have an interest in the organization but do not wish to attend meetings or actively participate in organizational matters.

#### **4.4 CHANGE IN MEMBERSHIP STATUS**

Any member, on written application to the Board of Directors, may apply to have their status changed from a Full to Associate member or vice versa.

#### **4.5 VOTING RIGHTS**

Full members shall be entitled to one vote at any meeting. Associate members do not have voting rights.

### **5. REGISTER OF MEMBERS**

A register of members will be kept and contain:

- 5.1 The name and address of each member.
- 5.2 The date on which each member was admitted to the Association.
- 5.3 If applicable, the date of, and reason(s) for, the termination of membership.
- 5.4 Full members shall each be entitled to one vote at Annual General Meetings and other Special General Meetings.

### **6. SUBSCRIPTIONS**

- 6.1 Members may be asked to pay an annual subscription, the amount to be set by the Board of Directors and reviewed at each Annual General Meeting.
- 6.2 Subscription fees (if any) will be payable annually on July 1 or at such other time as the Board may determine.
- 6.3 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association provided always that the Board may reinstate such a person's membership on such terms as it thinks fit.

### **7. RESIGNATIONS**

- 7.1 Membership shall cease on resignation in writing or by verbal notice to the Association.

## **8. EXPULSION OF A MEMBER**

- 8.1 Membership may be suspended or expelled by not less than two-thirds majority vote at a Board meeting.
- 8.2 Any suspended member may on not less than two (2) weeks written notice require the suspension to be reconsidered at one subsequent Board meeting.
- 8.3 Suspended members will have the right to address such meeting and present their case.
- 8.4 The determination of the Board will be final.
- 8.5 The Association shall not be required to accept the renewal of membership of an expelled member.

## **9. THE BOARD OF DIRECTORS**

### **9.1 TERMS OF OFFICE**

- 9.1.1 The position of each elected Board Member shall fall vacant on completion of a term of two (2) years.
- 9.2.1 Elected members may serve a maximum of four (4) terms i.e. eight (8) successive years. They may seek re-election after a break of one (1) year.

## **10. COMPOSITION OF THE BOARD OF DIRECTORS**

- 10.1 A minimum of six (6) members and maximum of (10) members of which 50% will be represented by active Carers or Past Carers who are:
  - 10.2 Full Members by virtue of clause 4.2
  - 10.3 No more than 50% of persons with skills, qualifications or experience relevant to the objectives Northern Carers Network will be appointed by the Board subsequent to the Annual General Meeting, who shall be appointed for one (1) year but may be reappointed.
  - 10.4 The Chief Executive Officer of the Association is an ex officio member of the Board of Directors.

## **11. APPOINTMENT**

- 11.1 The Board of the Association shall consist of a Chairperson, Deputy Chairperson, Secretary and Treasurer and up to six (6) Board Members as per Clause 10. - The Composition of the Board.
- 11.2 Office Bearers shall be chosen by the Board of Directors from its members at a Board Meeting held within one (1) month following the Annual General Meeting.
- 11.3 One half of the first elected Board members shall be chosen by consensus or by lot, to retire or to seek re-election at the first Annual General Meeting following their election.
- 11.4 At each subsequent Annual General Meeting one half of the members of the Board, being the longest serving members shall retire.
- 11.5 A retiring Board member shall be eligible to stand for re\_ election without nomination. No other person shall be eligible to stand for election unless a member of the Association has nominated that person at least seven days (7) days before the meeting by delivering the nomination to the Secretary of the Association. The nomination shall be signed by the proposer and by the nominee.
- 11.6 Notice of all persons seeking election to the Board shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- 11.7 The Board of Directors shall appoint a Returning Officer who shall conduct the election of the Board Members at each Annual General Meeting in accordance with accepted procedures.

### **11.8 Postal Vote**

- 11.8.1 Any member eligible to vote at the elections and unable to attend may, upon application to the Returning Officer cast their vote by postal vote which shall be on the prescribed form provided by the Returning Officer.
- 11.8.2 Such postal votes must be received by the Returning Officer no later than close of business on the day prior to the elections or the last business day should the election occur on a weekend.
- 11.9 Board members shall upon election or nomination become members in their own right and shall not in their capacity as Board Members, act as a representative of another organisation.

- 11.10 The Board may appoint or co-opt a person to fill a casual vacancy, and such a Board Member shall hold office until the next annual general meeting of the association and shall be eligible for re-election without nomination
- 11.11 There shall not be more than four (4) persons co-opted by the Board of Directors in any year subsequent to the Annual General Meeting.

## **12. ROLE OF OFFICE BEARERS**

### **12.1 CHAIRPERSON**

- 12.1.1 The Chairperson shall chair Executive, Board and General Meetings.
- 12.1.2 The Chairperson at any meeting shall have a personal deliberative vote and in addition shall have a casting vote if required.
- 12.1.3 The Chairperson in consultation with Board members and The Chief Executive Officer are responsible for preparing the Agenda for the Board and Special General Meetings.
- 12.1.4 The Chairperson of a meeting shall encourage full balanced participation by all members and shall decide on matters of order.

### **12.2 DEPUTY CHAIRPERSON**

- 12.2.1 In the absence of the Chairperson, the Deputy Chairperson will assume the duties of the Chairperson.

### **12.3 TREASURER**

- 12.3.1 The Treasurer or Treasurer's delegate shall ensure that Financial Statements are presented to Board Meetings and Audited at the end of the Financial year prior to the Annual General Meeting.

### **12.4 SECRETARY**

- 12.4.1 The Secretary or Secretary's delegate shall ensure that notice of meetings is given in accordance with the provisions of the Constitution.

12.4.2 The Secretary or Secretary's delegate shall ensure that a register of Minutes of Meetings and of notices, a file of correspondence and records of submissions of reports made by or on behalf of the Association are kept.

12.4.3 In the absence of the Secretary or at the request of the Secretary or of a majority of the Meeting, another member shall be elected as Minute Secretary.

### **13. PROCEEDINGS AT MEETINGS**

13.1 The Board of Directors shall meet as often as may be required to conduct the business of the Association and not less than four (4) times each calendar year. The executive members will meet no less than two (2) times per calendar year.

13.2 The quorum shall be half plus one.

13.3 The Chairperson or two other members of the Board shall have the power to call a meeting of the Board of Directors.

13.4 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.

13.5 Issues or concerns to be raised with the Board of Directors must be notified to the Secretary five (5) working days prior to the scheduled Board meeting.

13.6 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 the extent of an interest in the contract at the next Annual General Meeting.

13.7 Employees of the Association may be invited to attend Board meetings but shall have no vote. All members of the Association may be invited to a minimum of two (2) open Board meetings at the discretion of the Board Members.

### **14. VOTING RIGHTS**

- 14.1 The Chairperson at any meeting shall have a personal deliberative vote and in addition shall have a casting vote if required.
- 14.2 Where an employee is a Board Member, such an employee shall:
  - 14.2.1 Abstain from participating in or voting on any matter relating to their employment terms and conditions.
  - 14.2.2 Remain absent from deliberations relating to any employee if so requested by a majority of the Board.
- 14.3 The Chief Executive Officer of the service is a non-voting member.
- 14.4 Persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chairperson but such persons may not vote.
- 14.5 All persons who are full members of the Association shall be entitled to one (1) vote at any General Meeting. This does not include Board Meetings.

## **15. SUSPENSION OF A BOARD MEMBER**

- 15.1 A member may be suspended by the unanimous vote of all other Board Members present at a duly constituted Board Meeting. Such suspension may be revoked or upheld by a majority vote at a subsequent Board Meeting, and a suspended office bearer may require such a suspension to be reconsidered at a duly convened meeting. The Board of Directors decision is final.

## **16. DISQUALIFICATION OF BOARD MEMBERS**

- 16.1 An Office Bearer or member of the Board shall cease to hold such office upon:
  - 16.1.2 Receipt of a written resignation from the Board Member.
  - 16.1.3 Disqualification under the Associations Incorporation Act.
  - 16.1.4 Death or permanent incapacitation by ill health.
  - 16.1.5 Suspension or terminated as a member of the Association.
  - 16.1.6 Withdrawal or replacement as a representative of an organizational member.

16.1.7 Absent from three (3) successive Board meetings without notification to the Board in any financial year.

16.1.8 The Board of Directors has the right to consider a members position on the Board when absences exceed the prescribed limit.

**17. THE COMMON SEAL.**

17.1 The Association shall have a Common Seal on which the name of the Association shall be legibly written. The Chief Executive Officer shall retain the Seal and keep a record of all documents to which the Seal is affixed.

17.2 The Common Seal must be used in the presence of the Chief Executive Officer and a Board Member.

**18. ANNUAL GENERAL MEETINGS**

18.1 The Annual General Meeting shall be held at least once in each calendar year not more than five months after the close of the fiscal year which shall be 30<sup>th</sup> June.

18.2 Notice of the Annual General Meeting will be twenty eight (28) days prior to the Meeting.

18.3 The business of the Annual General Meeting shall be:

18.3.1 To confirm the minutes of the preceding Annual General Meeting and any other special meetings held since that date.

18.3.2 To receive the Chairpersons' Report for the previous financial year.

18.3.3 To receive the Treasurers' report and the audited financial budget for the previous financial year.

18.3.4 To appoint an auditor for the next financial year.

18.3.5 To confirm the Public Officer.

18.3.6 To elect or re-elect the Board Members.

18.3.7 To conduct any other business placed on the agenda before the commencement of the meeting.

- 18.4 A quorum at any Annual General Meeting shall be twenty (20) members or two-thirds of the members whichever the less is.

**19. SPECIAL GENERAL MEETINGS.**

- 19.1 A special General Meeting shall be called by the Secretary within twenty eight (28) days of receipt of a directive of the Board of Directors or a written request of at least three (3) Board members or six (6) members specifying the business to be conducted at the meeting.
- 19.2 Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 19.3 A quorum at any Special General Meeting shall be ten (10) members or two thirds of the members whichever the less is.

**20. PROCEEDINGS AT GENERAL MEETINGS**

- 20.1 Ten (10) full members, present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting.
- 20.2 The Chairperson shall preside as Chairperson at a general meeting of the association.
- 20.3 If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Deputy Chairperson to be the chair at that meeting.

**21. VOTING AT GENERAL MEETINGS**

- 21.1 Subject to these rules, every full member of the Association has only one vote at a meeting of the Association.
- 21.2 Subject to these rules, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 21.3 Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- 21.4 A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the Association, to represent it at a particular general meeting or at all general meetings of the Association.

That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

## **22. POLL AT GENERAL MEETINGS**

- 22.1 If a poll is demanded by at least five members eligible to vote, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 22.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## **23. SPECIAL AND ORDINARY RESOLUTIONS**

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

## **24. PROXIES**

- 24.1 A full member shall be entitled to appoint in writing a person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

## **25. MINUTES**

- 25.1 The minutes must be confirmed by the members of the Association or the members of the Board of Directors (as relevant) at a subsequent meeting.
- 25.2 The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.
- 25.3 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **26. FINANCIAL REPORTING**

- 26.1 The Association shall be a non-profit making organization and no portion of the Association money or property shall be paid or transferred to any member of the Association provided however that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the committee in return for any services actually rendered to the Association.

**Accounts.**

- 26.2 The Board of Directors shall ensure that the proper financial records of the Association's affairs are kept by the staff, with monthly reports to the Board, and that audited statements are presented to the Annual General Meeting for adoption or otherwise.

**Appointment of Auditor.**

- 26.3 The Annual General Meeting or the Association shall appoint one or more auditors of the Association who shall hold office until the next Annual General Meeting. It shall be the function of the auditor to certify the annual financial statements of the Association to be correct or otherwise and to produce such reports and offer such advice to the Board of Directors in relation to the financial affairs of the Association as the Board shall require.
- 26.4 The financial year of the Association shall be from the first day of July in one year to the thirtieth day of June in the next.

**27. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

- 27.1 Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.

**28. AMALGAMATION WITH ANOTHER ASSOCIATION**

- 28.1 Where it furthers the object of the organisation to amalgamate with any one or more other Organisations having similar objects, the other organization(s) must have rules prohibiting the distribution of its (their) assets and income to members; and must be approved by the Commissioner of Taxation as a Public Benevolent Institution for the purposes of any Commonwealth Taxation Act.

**29. DISSOLUTION OF THE ASSOCIATION**

- 29.1 Pursuant to Part 5 Division 1 of the Associations Incorporations Act, the Association can resolve to wind up by a special resolution.
- 29.2 The Association shall not be dissolved except by approval of not less than three quarters of the members present and voting at a Meeting called for that purpose of which not less than one (1) calendar month written notice, including notice of the proposed dissolution has been distributed to all members and twenty one (21) days notice of date, place and purpose of the meeting has been given by Public Notice as determined by either a General Meeting or a Board Meeting.
- 29.3 If the Service Provider ( Northern Carers Network Inc) ceases to provide the Services, or if the Service Agreement is terminated or expires, then the Service Provider (Northern Carers Network Inc) must hold any capital items in trust for the Minister and must either return them to the Minister if requested or sell them as directed by the Minister.
- 29.4 The proceeds from any sale of capital items will be divided between the Minister and the Service Provider (Northern Carers Network Inc) in the same proportion as the funds provided by the two Parties respectively for the purchase of the capital items.

### **30. ADMENDMENTS OF THE CONSTITUTION AND RULES**

- 30.1 The Constitution may be repealed or amended by resolution of two-thirds of members present and voting at a General Meeting of which not less than seven (7) days written notice including notice of the proposed repeal or amendment has been distributed to all members.
- 30.2 These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes recision or replacement by substitute rules.
- 30.3 The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- 30.4 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.

**31. FINANCES AND PROPERTY.**

31.1 The assets and income of the Organisation shall be applied solely in furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the Members of the Organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the Organisation.

~~This is the Annexure marked 'A' referred to in the Statutory Declaration of **Northern Carers Network Incorporated** made on the \_\_\_\_\_ day of \_\_\_\_\_ 20  
Before the (Justice of the Peace signature).....~~