

**The Child and Family Welfare Association of South Australia
(CAFWA-SA)**

Trading As
Child and Family Focus SA

**Rules of Association
(Constitution)**

**Version 2.2
September 2018**

RULES OF

THE CHILD AND FAMILY WELFARE ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED (SA)

1. NAME

The legal name of the Association shall be Child and Family Welfare Association of South Australia Incorporated] hereinafter called the "Association". The founding Full Members of the Association are:

- 1.1 Port Pirie Central Mission
- 1.2 Whyalla Centacare
- 1.3 Aboriginal Family Support Services Inc
- 1.4 Anglicare SA
- 1.5 Anglican Community Care
- 1.6 Emergency Foster Care

The Association shall trade in South Australia as 'Child and Family Focus SA'.

2. OBJECTS

The objects of the Association are to:

- 2.1 Represent the interests of children, young people and their families.
- 2.2 Promote, participate and contribute to the improvement of family and child protection services through collaborations, partnerships, information dissemination and advocacy.
- 2.3 Promote the ongoing development and improvement in practice skills and policy formulation in family and child protection services.
- 2.4 To develop and promote effective and resource sharing practices between South Australian non-government organisations that provide services for children, young people and their families.
- 2.5 Advocate for the development of state and federal policies and for the funding and provision of appropriate services which enhance the wellbeing of children, young people and their families.
- 2.6 Raise and expend funds in such manner as the Board may see fit for carrying out of the objects of the Association.
- 2.7 Affiliate with any other association or society whose objects are complementary to the objects of the Association.
- 2.8 Do all such things as may be incidental to the attainment of such objects.

DEFINITION

2.8 In the context of these rules a family is defined as:

- 2.8.1 Parents or other adults for children in any domestic or residential situation;

2.8.2 Parents may be biological, adoptive or foster parents and the family unit may consist of blended and extended families, single parents, grandparents, kin or relatives and others who are vested with the care of children and include families with children in respite or foster care; and

2.8.3 Children are defined as young persons under the age of 18 years.

3. MEMBERSHIP

3.1 Full membership shall be open to all not for profit non-government agencies in South Australia which support the Objects of the Association and are deemed to provide services for children, young people and their families.

3.1.1 Full membership may be granted upon application to the Secretary or CEO of the Association who shall advise the Board of both the application, and also the requirement to lodge any objections to the application to the CEO within 28 days.

3.1.2 Notwithstanding any objections to the application, full membership must be ratified by resolution of the Board of the Association, and will be granted upon payment of the annual subscription fee of such amount that the Members shall determine, as set out in Schedule 1 and determined at the Annual General Meeting.

3.2 Associate membership shall be open to organisations or individuals who wish to support the Association and who are in agreement with the stated Objects of the Association.

3.2.1 Associate membership may be granted upon application to the CEO or Secretary of the Association if accompanied by the appropriate subscription fee. Any Associate membership application must be ratified by resolution of the Board of the Association.

3.2.2 Associate membership gives no voting rights at any General Meeting of the Association, nor entitlement to be a Member of the Board nor any right to stand for office.

3.3 Membership may be suspended by not less than two-thirds majority vote at a Board or General Meeting.

3.3.1 Any suspended Member on not less than 2 weeks written notice can require the suspension to be reconsidered at a subsequent General Meeting.

3.3.2 The Association shall not be required to accept the renewal of membership of a suspended Member when renewal is next due.

3.4 Membership shall cease upon resignation, expulsion or withdrawal of nomination by the Full Member or Associate Member.

3.4.1 Resignation of Membership

3.4.1.1 A Member of the Association is not entitled to resign that membership except in accordance with this rule.1 above

3.4.1.2 A Member of the Association may resign from membership of the Association by first giving notice (being not less than one month or not less than such other period as the Board may determine) in

writing to the CEO or Secretary of the Member's intention to resign and upon expiration of the period of notice the Member ceases to be a Member.

3.4.2 Disciplining of Members

Members will have, and at times express, differences of opinions. However where the Board is of the opinion that a Member of the Association has:

- 3.4.2.1 Persistently refused or neglected to comply with a provision or provisions or the Constitution; or
- 3.4.2.2 Persistently and wilfully acted in a manner prejudicial to the interests of the Association then the Board may, by resolution;
 - 3.4.2.2.1 Expel the Member of the Association; or
 - 3.4.2.2.2 Suspend the Member from membership of the Association for a specified period.

A resolution of the Board under this rule is of no effect unless the Board at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice confirms the resolution in accordance with this rule.

Where the Board passes a resolution under this rule the CEO or Secretary shall as soon as practicable cause a notice in writing to be served on the Member:

- 3.4.2.3 Setting out the resolution of the Board and the grounds on which it is based;
- 3.4.2.4 Stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- 3.4.2.5 Stating the date, place, and time of that meeting; and
- 3.4.2.6 Informing the Member that the Member may do either or both of the following:
 - 3.4.2.6.1 Attend and speak at the meeting.
 - 3.4.2.6.2 Submit to the Board at or prior to the date of the meeting written representations to the resolution.

At a meeting of the Board held as referred to in this rule the Board shall:

- 3.4.2.7 Give the Member opportunity to make oral representations;
- 3.4.2.8 Give due consideration to any written representations submitted to the Board by the Member at or prior to the meeting; and
- 3.4.2.9 By resolution determine whether to confirm or to revoke the resolution.

Where the Board confirms a resolution under this rule the CEO or Secretary shall within 7 days after the confirmation by notice in writing inform the Member of the fact and of the Member's right to appeal.

A resolution confirmed by the Board under this rule does not take effect:

- 3.4.2.10 Until the expiration of the period within which the Member does not exercise the right of appeal within that period; or
- 3.4.2.11 Where within that period the Member exercises the right to appeal unless and until the Association confirms the resolution pursuant to this rule.

3.4.3 Right of Appeal of disciplined Member

A Member may appeal to the Association in a General Meeting against a resolution of the Board which is confirmed under this rule, 7 days after notice of the resolution is served on the Member lodging with the Secretary or CEO a notice to that effect. Upon receipt of a notice from a Member, the Secretary or CEO shall notify the Board which shall convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice. At a General Meeting of the Association convened under this rule:

- 3.4.3.1 No business other than the question of the appeal shall be transacted;
- 3.4.3.2 The Board and the Member shall be given the opportunity to state their respective cases orally or in writing or both; and
- 3.4.3.3 The Members present shall vote on the question of whether the resolution should be confirmed or resolved.

If at the General Meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

4. **GOVERNANCE**

4.1 Governance shall be vested in a Board comprising of no more than 12 members:

- 4.1.1 No less than 8 and no more than 12 Members who shall be both elected from the Full Members of the Association (to a maximum of 8 inside members) such that no Full Members of the Association shall have more than one representative on the Board, and outside members who shall be elected and approved by the Board on the basis of their skills, expertise and experience (to a maximum of 2 outside members). If in the circumstance that one of the 8 inside members is not an elected representative of an Aboriginal gazetted or Aboriginal community controlled organisation, or a member of a regionally based organization, then the Board shall co-opt members from such organisations, and these members shall have full voting rights.
- 4.1.2 The Board may, in addition, co-opt annually 2 non-voting members (not exceeding the 12 member maximum). These co-opted Board members do not necessarily have Association membership but contribute based on recognised skills or knowledge.
- 4.1.3 Inside Members of the Board (to a maximum of 8 members) shall be elected for staggered two-year terms and shall be eligible for re-election. Outside members of the Board (to a maximum of 2 members) shall be appointed for two-year terms and shall be eligible for re-appointment by the Board.

- 4.1.4 At each Annual General Meeting half of the inside members of the Board will stand down and be eligible for re-election by the Full Members of the Association.
- 4.1.5 The Office Bearers of the Association shall be the Chairperson, Vice Chairperson, Secretary and Treasurer. They shall be Members of the Board and shall be elected by the Full Members of the Association at the Annual General Meeting. If there are insufficient nominations to fill any or all Office Bearer positions, the Board at its subsequent meeting shall have the power to nominate a member to any vacant Office Bearer positions. Such nominations are to be endorsed at the next scheduled Members Meeting.
- 4.1.6 The Board shall meet as often as may be required subject to a minimum of 4 meetings per annum to conduct the business of the Association and Minutes shall be taken of all resolutions and proceedings of the Board.
- A meeting may be deemed to have been held if a quorum participates in discussions via a teleconference, e-mail, or facsimiles, and that any proposed resolutions through these means be signed by a quorum and be ratified at the next available formal meeting of the Board.
- 4.1.7 The quorum shall be half of voting Board Members plus one.
- 4.1.8 The Chairperson or two other Members of the Board shall have power to call a meeting of the Board.
- 4.1.9 Notice of Board Meetings shall be given to all Board Members by means of 7 days written notice to all Board Members or in an emergency by such other notice as shall be ratified by this Committee such as telephone calls, facsimiles, e-mail, or verbal notice delivered in person.
- 4.1.10 An Office Bearer or Board Member shall cease to hold such office upon:
- 4.1.10.1 Resignation in writing.
 - 4.1.10.2 Suspension as a Member of the Association.
 - 4.1.10.3 Absence for three successive Board meetings without explanation acceptable to the Board.
- 4.1.11 Casual vacancies occurring during the year may be filled by the Board co-opting a Full Member. Such co-opted positions are to be endorsed at the next scheduled Members Meeting. Board Members so co-opted shall hold office for the unexpired period of the Board Member whose place they take.
- 4.1.12 The Board shall function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.
- 4.2 The Board shall consult with Members on all key issues and will implement decisions in a manner which is consistent with the directions of the Members, as resolved at a duly constituted Members Meeting.
- 4.3 The Board shall have such powers and duties as the Members of the Association may determine, but will include:
- 4.3.1 Appoint a Public Officer who shall notify the Office of Consumer and Business Services of such appointment and who shall file such returns and notices as

shall be requested by law. The Public Officer shall hold office until another person is appointed to the position by the Board.

- 4.3.2 Appoint Committees of suitable persons to enquire and report for specified purposes, they shall meet as they see fit or as directed by the Board and who shall report to the Board upon completion of their task.
- 4.3.3 To appoint / engage suitable persons paid or unpaid, including a CEO, as from time to time may be required to meet the Objects of the Association.
- 4.3.4 Regularly monitor budget / actual financial reports.
- 4.3.5 Prepare and provide reports in relation to service delivery, outputs and financial acquittals as may be required by funding bodies.
- 4.3.6 Enter into funding and service agreements in such manner as the Members see fit for the carrying out of the objects of the Association.
- 4.3.7 Appoint Members to represent the Association on relevant Committees / Working Groups as and when requested by key stakeholders.

4.4 Governance Responsibilities

- 4.4.1 The Board undertakes all governance responsibilities as stated in this Constitution and the Act, including the following:
 - 4.4.1.1 Exercising powers and discharging their duties with care and diligence.
 - 4.4.1.2 Making judgements in good faith and for a proper purpose.
 - 4.4.1.3 Not to have a material interest in the subject matter of the judgement.
 - 4.4.1.4 Informing themselves about the subject matter of the judgement to the extent they reasonably believe to be appropriate.
 - 4.4.1.5 Rationally believing that the judgement is in the best interests of children, young people, families and CAFWA-SA members.
 - 4.4.1.6 Meeting the governance and role requirements as specified in this rule and ensuring that they are able to competently and consistently apply relevant skills in achieving these requirements.
- 4.4.2 The Board may make relevant decisions by use of electronic communications provided all such decisions are ratified in the official minutes of the Board at the next Board meeting.

4.5 Powers of the Association

- 4.5.1 The Association shall have powers conferred on it by section 25 of the Associations Incorporation Act 1985
- 4.5.2 For the purposes of carrying out its objects, the Association may:
 - 4.5.2.1 Acquire, hold, deal with and dispose of any real or personal property;
 - 4.5.2.2 Administer any property on trust
 - 4.5.2.3 Open and operate authorised deposit taking institution accounts

4.5.2.4 Invest its moneys in any security which trust moneys may, by Act of Parliament be invested or in any other manner authorised by the rules of this Association

4.5.2.5 Borrow money upon which terms and conditions as the Association thinks fit

4.5.2.6 Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit

4.5.2.7 Appoint agents to transact any business of the Association on its behalf

4.5.2.8 Enter in to any other contract that Association considers necessary or desirable

5. MEMBERS MEETINGS

- 5.1 The Board shall have the power to call a Members Meeting.
- 5.2 All Full Members and Associate Members may attend any Members Meeting, unless otherwise stipulated by written notice.
- 5.3 Members Meetings shall be held as often as may be required subject to a minimum of 4 meetings per annum to meet the Objects of the Association and Minutes shall be taken of all resolutions and proceedings of the Meetings.
- 5.4 The quorum shall be 6 Full Members of which at least 3 must be Board Members.
- 5.5 Notice of Members Meetings shall be given to all Full and Associate Members by means of a minimum of 14 days written notice to all Members or in an emergency by such other notice as shall be ratified by this Committee such as telephone calls, facsimiles, e-mail, or verbal notice delivered in person.

6. GENERAL MEETINGS

- 6.1 The Annual General Meeting shall be held each calendar year and not more than five months after the close of the financial year which shall be the 30th June.
- 6.2 The business of the Annual General Meeting shall be:
 - 6.2.1 To confirm the minutes of the preceding Annual General Meeting.
 - 6.2.2 To receive the Chairperson's report for the previous financial year.
 - 6.2.3 To receive the Treasurer's report.
 - 6.2.4 To elect the Inside Members of the Board (to a maximum of 8 members).
 - 6.2.5 To determine an appropriate annual subscription fee for Full Members and Associate Members.
- 6.3 Half of the Board positions within the Association shall be declared vacant at the beginning of the Annual General Meeting. In the case of nominated representatives receiving equal votes the drawing of lots shall determine the person elected.
- 6.4 A Special General Meeting shall be called by the Secretary or the CEO upon the written request of 3 Full Members specifying the business to be conducted at the meeting.

- 6.5 At least 28 days' notice of a General Meeting shall be given by the Secretary or CEO to every Full Member and Associate Members of the Association. Such notice shall specify the date, time and place of such meeting.
- 6.6 Full Members shall be entitled to have 2 representatives present at any General Meeting and those representatives present shall be entitled to vote on any question or motion to be decided on at that meeting.
- 6.7 A quorum of any General Meeting shall be 50% or more of Full Members but with no less than 4 Full Members.
- 6.8 If at any General Meeting there is no quorum within 30 minutes of the time appointed for the meeting then a majority of Members present may decide to adjourn the meeting for a period not exceeding 14 days.

7. VOTING

- 7.1 Voting shall be by show of hands except that:
 - 7.1.1 Any contested election at an Annual General Meeting or otherwise shall be by secret ballot.
 - 7.1.2 Voting for Board membership at an Annual General Meeting shall be by secret ballot unless there are no new Board nominations from Full Members of the Association and the existing Board members are standing for re-nomination; in this case voting shall be by show of hands.
 - 7.1.3 The Members present at any general or other meeting of the Association may by show of hands require any further vote to be conducted as a secret ballot.
 - 7.1.4 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.

8. CHAIRPERSON

- 8.1 The Chairperson shall ensure the safekeeping of the Common Seal which shall be affixed only by resolution of the Members Meeting or of a General Meeting, and shall be attested by the signatures of two Office Bearers of the Association.
- 8.2 The Chairperson shall chair Board Members and General Meetings except that in the absence of the Chairperson or at the request of the Chairperson or of a majority of a meeting another Member may be elected as Chairperson for that meeting.
- 8.3 The Chairperson shall have one vote. This will be invoked as a casting vote if votes are equal.
- 8.4 The Chairperson together with the CEO shall prepare the agenda for Board Member and General Meetings.
- 8.5 The Chairperson of a meeting shall encourage full balanced participation by all members and shall decide on matters of order.
- 8.6 The Chairperson shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Board or Member Meeting or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least 2 Members of the Board.

9. TREASURER

- 9.1 The Treasurer shall ensure that all monies received are paid into an account authorised by the Board in the name of the Association. Payments shall be as petty cash or by cheque signed by two authorised signatories of whom there shall be no more than 3 appointed by the Board. Major or unusual expenditures shall be authorised in advance by the Member Meeting or a General Meeting.
- 9.2 The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any Member.
- 9.3 The Treasurer shall ensure that financial budgets and statements are prepared and shall submit a report on the finances to each Board Meeting.

10. SECRETARY

- 10.1 The Secretary shall ensure that notice of meetings is given in accordance with the provisions of this Constitution, and may delegate this responsibility to the CEO
- 10.2 The Secretary shall ensure that records are kept 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 by and on behalf of the Association and may delegate this responsibility to the CEO.
- 10.3 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; this role may be delegated to the CEO or to another Office Bearer in the absence of the Secretary.

11. EMPLOYEES/CONTRACTORS

- 11.1 An employee or contractor of the Association may be an Associate Member of the Association.

12. AMENDMENT OF CONSTITUTION AND RULES

- 12.1 This Constitution may be repealed or amended by resolution of 50% of Full Members present and voting at a General Meeting of which not less than 28 days written notice of the proposed repeal or amendment has been distributed to all Members.

13. LIABILITY, PROPERTY AND DISSOLUTION

- 13.1 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.
- 13.2 The income property and funds of the Association shall be used solely towards the promotion of the objects and 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 objects of the Association and without undue preference.
- 13.3 On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that:
 - 13.3.1 Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein.

- 13.3.2 If the Association shall have been approved pursuant to section 78(1) of the Income Tax Assessment Act then such other body shall be so approved; and
- 13.3.3 The Association shall not be dissolved except by approval of not less than 75% of Members present and voting at a meeting called for that purpose of which not less than 21 days written notice including notice of the proposed dissolution has been distributed to all Members.
- 13.4 If any gift fund is wound up or if the Association's endorsement as a deductible gift recipient is revoked, (whichever occurs first), any surplus assets of the gift fund remaining after the payment of liabilities attributable to it will be transferred to a fund or institution to which income tax deductible gifts can be made for:
- 13.4.1 Gifts of money or property for the principal purpose of the organisation.
- 13.4.2 Contributions made in relations to an eligible fundraising event held for the principal purpose of the organisation.
- 13.4.3 Money received by the organisation because of such gifts and contributions.

14. OPPRESSIVE OR PREJUDICIAL CONDUCT

Neither the Association nor the Board may conduct their affairs in a manner that is oppressive or unfairly prejudicial to, or unfairly discriminatory against, a Member or Members, or in a manner that is contrary to the interests of the Members as a whole.

15. PRESUMPTION OF VALIDITY

Subject to rule 4.4, all acts of and things done by the Board, or any Member of the Board, for and on behalf of the Association and in good faith, are to be taken to have been validly done notwithstanding that it may afterwards be discovered that some defect or irregularity existed in the manner or circumstances of such act or thing or in the appointment or election of the Board or of any Member thereof.

16. COMMENCEMENT, INTERPRETATION AND EFFECT OF THE CONSTITUTION

- 16.1 Nothing in this Constitution shall affect the force or validity of any act or thing done by the Association, the Board, any Board of the Association or any Member prior to any amended Constitution commencing.
- 16.2 Any question which may arise as to the interpretation or effect of this Constitution or of any Association rules or by-laws made pursuant thereto may be determined by the Board and any such determination is to be final and binding upon the Members.
- 16.3 If any provision of the Constitution is found to be contrary to or inconsistent with the Act (as amended) or any other applicable Act, regulation or law then this Constitution is to be construed as if that provision had not been included and the remainder is to retain its full force and effect.
- 16.4 If any circumstances shall arise where this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions, the Board shall, subject to any direction from time to time given to it by resolution of the Annual General Meeting or any General Meeting, have power to determine what action may be taken to best give effect to the Objects of the Association and ensure its efficient administration; and every act of the Board bona fide resolve upon pursuant to this rule shall be valid and

effectual as if specifically authorised herein.