

# MULTIPLE BIRTH SA INC CONSTITUTION



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# MULTIPLE BIRTH SA INC CONSTITUTION

## 1. NAME

The Official name of the Incorporated Association is “Multiple Birth SA Incorporated”.

## 2. DEFINITIONS

In these rules, unless the contrary intention appears:

- “The Association” means the Association referred to in Item 1;
- “The Act” means the Associations Incorporation Act 1985 (SA);
- “The Committee” means the Committee of the Association referred to in Item 8;
- “The Financial Year” for the purposes of the Act, means a year from 1 July to 30 June in each year, or such period as the Committee determines;
- “The Annual General Meeting” means an Annual General Meeting of members of the Association convened in accordance with these rules;
- “Committee Meeting” means a Meeting convened under Item 9;
- “President” means the person elected as President at the Annual General Meeting who presides at the Committee Meeting or Annual General Meeting or Special General Meeting in accordance with Item 8 of this Constitution;
- “Vice-President” means the person elected as Vice-President at the Annual General Meeting in accordance with Item 8 of this Constitution;
- “Committee Member” means person referred to in Item 8 of this Constitution;
- “Office Bearer” means a member of the Committee;
- “Member” means member of the Association as defined in Item 5;
- “Ordinary Resolution” means a resolution other than a Special Resolution;
- “Special Resolution” has the meaning given by the Act;

## 3. OBJECTIVES OF ASSOCIATION

3.1 Multiple Birth SA Incorporated is a welcoming, inclusive community that celebrates with families the joy of a multiple birth, and understands the unique challenges experienced by those in a multiple birth family. We provide these families with practical support and a network of connections across South Australia to empower them to thrive.

3.2 The property and income of the Association shall be applied solely towards the promotion of the objectives of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objectives.

## 4. POWERS OF THE ASSOCIATION

4.1 In addition to the powers conferred on the Association contained in the Association Incorporation Act, the Association has the following powers:

- (a) to affiliate with bodies whose objectives are similar or conducive to the objectives of the Association; and
- (b) to raise money by public subscription and any other means determined by the Committee; and
- (c) to develop public awareness of the existence of the Association and its objectives.

## 5. MEMBERSHIP

## 5.1 Membership requirements:

- (a) a family who wishes to become a member shall apply for membership to the Association advising whether Financial or Associate Membership is required;
- (b) all privileges of membership including voting rights are available to Financial Members and Life Members only;
- (c) membership shall be renewed from date of joining in each year or such date as the Committee determines;
- (d) each member is required to pay the prescribed Membership Fee no later than one (1) month from the due date as the Committee from time to time shall determine and as defined in the Association's By-Laws.
- (e) with the exception of Associate Membership, members must be a multiple birth family.

5.2 **Financial Members** shall be families of multiple birth children and who have agreed to accept the objectives of the Association.

5.3 **Associate Membership** is open to community organisations, previous members living interstate and other persons interested in supporting the Association. Associate Members will be required to pay a yearly fee which will be set by the Committee of the Association from time to time.

5.4 **Life Membership** may be granted to a family on approval by the Committee.

5.5 **Free Membership** can be granted in exceptional circumstances, including after referrals from other agencies, if approved by the Committee under conditions specified in the Association's By-Laws.

## 6. REGISTER OF MEMBERS OF ASSOCIATION

6.1 The Membership Secretary shall, on behalf of the Association, keep and maintain the Register of Members in accordance with the Act. The Membership Secretary must include records showing the date of commencement of membership of each member in the register.

6.2 The Committee of the Association is to observe the privacy of all members records in accordance with the Privacy Act 1988.

## 7. EXPULSION OF MEMBERS

7.1 If the Committee considers that a member's conduct is detrimental to the interests of the Association and should be expelled from membership of the Association because of this conduct, the Committee shall:

- (a) communicate to the member, either orally or in writing, the intention to expel the member not less than thirty (30) days before the date of the Committee Meeting where the matter is to be decided;
- (b) communicate to the member, either orally or in writing, of the time, date and place of the Committee Meeting at which the matter of the aforesaid member's expulsion will be decided; and
- (c) provide a detailed account of the conduct that was detrimental to the interest of the Association either orally or in writing.

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7.2 At the Committee Meeting referred to under Item 7.1 (a), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not to expel that member, communicate that decision in writing to that member. A decision of the Committee shall be by 66.7% majority of those Committee Members present and voting.

7.3 A member who is expelled under Item 7.2 from membership of the Association ceases to be a member fourteen (14) days after the meeting referred to in Item 7.1 (a). The Committee may at its discretion, exclude the member from active participation in the Association until the expiration of fourteen (14) days.

7.4 A member who is expelled under Item 7.2 from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the President of his/ her intention to do so, within the period of fourteen (14) days referred to in Item 7.3.

7.5 If a member gives notice to the President of his/her intention to appeal against the expulsion:

- (a) the Association, in a Committee Meeting and having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the Committee Meeting, shall confirm or set aside by Special Resolution the decision of the Committee to expel that member;
- (b) the member does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under Item 7.5 (a).

## 8. COMMITTEE OF THE ASSOCIATION

8.1 The affairs of the Association shall be managed exclusively by a Committee elected at the Annual General Meeting of the Association and should consist of:

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer;
- (d) the Secretary;
- (e) the Membership Secretary;
- (f) the Events Coordinator;
- (g) the Marketing and Communications Coordinator;
- (h) the Fundraising Coordinator; and
- (i) not less than one other person to form the Committee.

8.2. Committee members shall be composed of Financial or Life Members of the Association who are elected to membership of the Committee at an Annual General Meeting in accordance with Item 8.4, or appointed under Item 8.5.

8.3 Committee members must have relevant screening checks and complete the induction process within the timeframes required by the Committee.

8.4 Election of Office Bearers and other members of the Committee

- (a) the office bearers and the other members of the Committee shall be elected annually at the Annual General Meeting, and shall hold office from that date until the next Annual General Meeting where all position holders will be stood down;
- (b) nominees for Committee positions must either be present at the Annual General Meeting or have signed their willingness in writing to accept nomination. All candidates shall be nominated and seconded, and subject to item 8.5, the elections shall be decided by ballot. Members of the Committee shall be eligible for re-election;
- (c) the Committee may invite a person or persons with suitable interests or qualifications to be appointed to coordinate a specific activity of the Association. Any such appointment shall be reviewed annually at the Annual General Meeting. The Appointee shall not be entitled to propose any motion or to vote at any meeting of the Committee or the Association;
- (d) the President shall declare those persons to be duly elected as members of the Committee at the Annual General Meeting;
- (e) the Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a Public Officer as required by the Act, and may discuss or delegate any of its powers to such officers and employees;
- (f) the retiring President may be an ex-officio member of the Committee for the year following their retirement.

## 8.5 Casual Vacancies in Committee

A casual vacancy occurs in the office of a Committee Member if:

- (a) one is not appointed at the AGM

or that office becomes vacant if the member:

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee Member is the President, to the Vice-President;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill health;
- (e) holds any office of profit in the Association as defined in Item 8.8(a);
- (f) is directly or indirectly interested in a contract or proposed contract with the Association;
- (g) is absent from more than three (3) consecutive Committee Meetings without submitting an apology to the person presiding at such Committee Meetings;
- (h) ceases to be a member of the Association;
- (i) on special resolution of members present at a Special General Meeting especially called to discuss removal of the member from the Committee;
- (j) is unable to obtain relevant screening checks or complete the induction process in the required time.

8.5 When a casual vacancy within the meaning of Item 8.5 occurs in the membership of the Committee:

- (a) the Committee may appoint a member to fill that vacancy; and
- (b) a member appointed in a casual vacancy shall hold office until the next Annual General Meeting as though that member had been elected at the previous Annual General Meeting, and is eligible for election to membership of the Committee at the next following Annual General Meeting.

## 8.6 Sub-Committees:

- (a) the Committee may from time to time establish Sub-Committees and may appoint members to be members of those Sub-Committees;
- (b) the Committee may establish guidelines with respect to the conduct and procedures of any Sub-Committee, and may vary those guidelines as it thinks fit.

## 8.7 Conduct of business of the Committee:

- (a) the Committee shall meet together for the dispatch of business not less than ten (10) times per calendar year and the President may at any time upon the request of any two (2) Committee Members, including the President, convene a Meeting of the Committee;
- (b) at any Committee Meeting, half (rounded up) of Committee Members constitute a quorum;
- (c) each Committee Member has a deliberative vote unless previously noted;
- (d) a question arising at a Committee Meeting shall be decided by a majority of votes, that majority being determined by reference to all Committee Members attending the Meeting; whether voting or not. If there is an equality of votes, the person presiding at the Committee Meeting shall have a casting vote in addition to his or her deliberative vote;
- (e) subject to these rules, the procedure and order of business to be followed at a Committee Meeting shall be determined by the Committee Members present at the Committee Meeting;
- (f) the Committee may establish Codes of Conduct which members must observe when representing the Association.

## 8.8 Remuneration of Committee Members:

- (a) no member of the Committee shall be appointed to any Permanent Part Time or Full Time salaried office of the Association or any office paid by fees, and no remuneration or other benefit in money or kind shall be given by the Association to any member of the Committee for performing their role; except repayment of out-of-pocket expenses, interest at a rate not exceeding interest at the rate for the time being charged by Bankers in Adelaide for money lent to the Association;
- (b) a Committee Member or staff member can claim out-of-pocket expenses on presentation of receipts for these expenses;
- (c) no member of the Committee shall be paid more than reasonable and proper rent for premises let to the Association;
- (d) a Committee Member may be employed on a honorarium basis provided the Committee Member does not vote on any decision in which they have a direct or indirect financial interest. In addition, such Member must abstain from any discussions that take place within the Committee concerning their employment and financial reward.

## 9. MEETINGS

### 9.1 The business of the Annual General Meeting shall include:

- (a) the confirmation of the minutes of the preceding Annual General Meeting;
- (b) the receipt of the President's report of the previous year;
- (c) the receipt of the Financial Report and the Audited Financial Statements for the previous financial year;
- (d) the election or re-election of the Committee Members, who must consent to holding office in person in writing;
- (e) the election of such number of Patrons or Vice-Patrons of the Association as shall be necessary or desirable;

- (f) the appointment of an auditor in accordance with the Act;
- (g) the appointment of a Public Officer in accordance with the Act;
- (h) to conduct any other business placed on the agenda before the commencement of the meeting;
- (i) any changes to the Constitution must be submitted as a Special Resolution to the Committee not less than forty-two (42) days prior to the meeting and be circulated to members by the Secretary not less than twenty-eight (28) days prior to the meeting.

9.2 The Secretary shall give to all members not less than twenty-eight (28) days' notice of an Annual General Meeting, which must include the details of any Special Resolutions to be proposed and motions to be made at that Annual General Meeting.

9.3 Written notice of Annual General Meetings shall be:

- (a) included in the Association Newsletter sent to members.

9.4 Voting at the Annual General Meeting:

- (a) the minimum Quorum at any Annual General Meeting shall be ten (10) members present in person or by proxy;
- (b) if at any Annual General Meeting there is no quorum, within thirty (30) minutes of the time appointed for the start of the meeting then a majority of members present may decide to adjourn the meeting for a period not exceeding thirty (30) days;
- (c) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands.

9.5 Special General Meetings:

- (a) upon receipt of a directive of the Committee or a written request of two (2) Committee Members or a written request of five per cent (5%) in number of the members of the Association, a Special General Meeting shall be called;
- (b) the directive of the Committee or written request of two (2) Committee Members or a written request of five per cent (5%) in number of the members of the Association shall clearly document the content of the business to be conducted at the Special General Meeting as one or more Special Resolutions;
- (c) the Committee or two (2) Committee Members or five per cent (5%) in number of the members of the Association shall allow the Committee fourteen (14) days to prepare a document containing the Special Resolution/s to be distributed to all members of the Association advising members of the Special General Meeting;
- (d) the Committee shall give all members of the Association not less than twenty-eight (28) days' notice of a Special General Meeting including details of the business to be conducted, the date, the time and the location of the Meeting;
- (e) the only business that shall be discussed at the Special General Meeting is that which has been clearly documented as a Special Resolution, submitted to the Office as the content of the business to be conducted at the Special General Meeting;
- (f) a Special Resolution put to the vote shall be decided in accordance with the Act.

## 10. NON-COMMITTEE OFFICE BEARERS

10.1. The Committee shall ensure that a Public Officer and an Auditor are appointed for each financial year in accordance with the Act.

10.2 Patron/s shall be appointed by the Committee as determined by the Committee from time to time.

## 11. VOTING AND PROXY RIGHTS OF THE GENERAL MEMBERSHIP

11.1 Subject to these Rules, each member present in person or by proxy at any Annual General Meeting is entitled to one (1) deliberative vote.

11.2 A member may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at any Annual General Meeting.

## 12. MEETING MINUTES

12.1 The Committee shall cause proper minutes of the proceedings of all Annual General Meetings, Special General Meetings and Committee Meetings to be taken and then to be entered within thirty (30) days of holding the Meeting in the Association's document management system and kept for that purpose.

12.2 In the event that the Secretary is absent from any Annual General Meeting or Committee Meeting or is unable to carry out their role as minute taker, that role shall be directly delegated to another member of the Committee by the President or in any other event upon a majority vote of the Committee.

12.3 The President shall ensure that the minutes taken at both Annual General Meetings, Special General Meetings and Committee Meetings are confirmed by the members of the Association present at a subsequent Meeting.

12.4 When the minutes have been confirmed as correct and saved into the Association's document management system, they shall, until the contrary is proved, be evidence that:

- (a) the Annual General Meeting, Special General Meeting or Committee Meeting to which they refer was duly convened and held;
- (b) all proceedings recorded as having taken place at such a meeting did in fact take place; and
- (c) all appointments or elections purporting to have been made at such a Meeting have been made in accordance with the Rules of the Association.

12.5 The minutes must be made available for inspection by any member of the Association without charge and within a reasonable time frame.

## 13. DUES AND FINANCES

13.1 All money of the Association shall be deposited with such bank as the Committee may from time to time appoint in the name of Multiple Birth SA Incorporated.

13.2 All payments in excess of ten dollars (\$10.00) made by the Association shall be transferred electronically to the relevant account.



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13.3 True records shall be kept of the monies received and expended and the matters in respect of which receipts and expenditure take place.

13.4 An assets register shall be maintained by the Committee which holds a true and accurate record of the Associations assets.

13.5 At least once a year the accounts shall be examined and the correctness of the statements and the balance sheets ascertained by the Auditor for presentation at the Annual General Meeting. The Auditor shall have at all times reasonable access to the books and other documents of the Association.

## 14. EMPLOYEES OF THE ASSOCIATION

14.1 An employee of the Association may be a member of the Association or any Sub-Committee.

14.2 A person performing paid work for the Association on a regular substantial basis shall:

- (a) not be a member of the Committee unless specifically provided for in this Constitution; and
- (b) not take part in decisions relating to paid work and shall remain absent from deliberations relating to any worker if so requested by a majority resolution of the Committee.

14.3 All employees of the Association shall at all times remain responsible to the Committee.

## 15. NEWSLETTER

15.1 The Newsletter of the Association shall be sent to email addresses of Financial Members, Life Members, Free Membership Members and Associate Members.

## 16. FUNDRAISING AND FUNCTIONS

16.1 All fundraising activities must be approved by the Committee prior to the activity taking place.

16.2 Any fundraising activity is to specify the purpose to which the funds will be applied by the Association.

16.3 Should funds raised exceed the funds required for the purpose specified, the Committee shall decide where the excess funds shall be allocated.

16.4 All functions of the Association are to be approved by the Committee so that finances, insurance, first aid etc. procedures are in place at each event and venue used.

## 17. RULES OF THE ASSOCIATION

17.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in the Act.

17.2 These rules bind every member of the Association and the Association to the same extent as if every Member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

## 18. LIABILITY, PROPERTY AND DISSOLUTION

18.1 Persons who with the authority of the Committee incur any debt or other liability on behalf of the Association shall have such liability met by the Association so that they incur no personal loss.

18.2 The income, property and funds of the Association shall be used solely towards the promotion of the objectives and shall not be paid or transferred to any members or relatives of members, provided that this shall not 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.

18.3 On dissolution of the Association, all property of the Association remaining after payment of all legal liabilities, including the costs, charges and expenses incurred as a result of the winding up process, shall be transferred to another Incorporated Association formed for promoting similar objectives to those of the Association in its operative form; or distributed for charitable or benevolent purposes, the nature of which shall be approved by a majority resolution of the Association, provided that:

- (a) the Incorporated Association so selected to receive the remaining income and property shall also prohibit the distribution of income and property to its members to the extent as defined in this Constitution;
- (b) if the Association shall have been approved pursuant to the Income Tax Assessment Act as a Deductible Gift Recipient then the Incorporated Body selected to receive that income and property must also be similarly approved.

18.4 The Association shall not be dissolved except in accordance with 'the Act' and following the approval of not less than three fourths (3/4) of the members present or by proxy and voting at a Meeting called for that purpose of which not less than one (1) calendar month's written notice, including notice of the proposed dissolution has been distributed to all members.