

CONSTITUTION

1. Name

The name of the Incorporated Association is, ***Pangula Mannamurna*** referred to herein as “the Association”.

2. Definitions

“**Board**” means the group of members elected by the General Membership to govern the Association.

“**Member**” means a general member of the Association inclusive of full and associate members.

“**Full member**” means a member of the Association who is entitled to vote.

“**Associate member**” means a member of the Association who is not entitled to vote.

“**The Act**” means the Associations Incorporation Act 1985.

“**Aboriginal**” means a person of Aboriginal descent, who is recognized by the Aboriginal community as Aboriginal and who identifies as an Aboriginal person.

“**Traditional owners of the South East region**” means the descendents of the traditional owners as confirmed by the Elders or Heritage Committees.

The “**South East region of the State of South Australia**” means the regions and areas inclusive of the township boundaries of Mount Gambier, Naracoorte, Kingston SE, Penola, Millicent, Bordertown and Salt Creek.

The “**Green Triangle area of the State of Victoria**” means the regions and areas inclusive of Western Victoria and specifically the township boundaries of Warnambool, Hamilton, Haywood and Portland.

“**Relative**” means mother, father, sister, brother, husband, wife, son, daughter, first cousin, aunty, uncle, niece, nephew, grandparent, grandchild, brother/sister-in-law.

“**General meeting**” means a general meeting of the members of the Association convened in accordance with these rules.

“**Special resolution**” means a resolution that requires 21 days notice and two-thirds majority vote.

“Month” means a calendar month.

“Year” means a financial year from June 30 to July 1.

3. Objects of the Association

The objects of the Association are:

- (a) Promote and provide health services for the indigenous community of the South East region.
- (b) Promote and provide social and emotional well-being services for the indigenous community of the South East region.
- (c) Provide a culturally appropriate range of services to the indigenous families and children of the South East region in need of alternative care.
- (d) Develop and implement programs addressing the cultural, educational, social health and recreational needs of the indigenous youth of the South East region.
- (e) Steering the direction of the South East Aboriginal Youth Advisory Committee.
- (f) Provide timely and critical culturally appropriate advice to the South East region via the Aboriginal Health Advisory Committee on the health, social and emotional well-being needs of the indigenous community of the South East region.
- (g) Advocate on behalf of the indigenous community of the South East to access the mainstream range of services available in the region.
- (h) Advocate on behalf of the indigenous community of the South East for a more diverse and culturally appropriate range of health and social and emotional well-being services.
- (i) Encourage mainstream services to develop more culturally appropriate service delivery models for the indigenous community of the South East.
- (j) Support the continued development of social and health related community based programs for the indigenous community of the South East region.

- (k) Continue to develop a range of community support services to improve the capacity of the indigenous community of the South East region to access the services provided by the Association.
- (l) Continue to apply for funding in response to community need with a focus on strengthening and creating unique, culturally appropriate opportunities for the indigenous community of the South East region.

4. Powers of the Association

The Association shall have all the powers conferred by Section 25 of the Act.

5. Membership

5.1 Types

- 5.1.1 Full membership of the Association is open to any person having attained the age of 18 years who is of Aboriginal descent, who usually resides in the geographic area defined as the South East region of the state of South Australia and has resided so for more than 6 months prior to their application for membership.
- 5.1.2 Full membership of the Association is open to any Traditional Owner who has attained the age of 18 years and who usually resides in the geographic area defined as the South East region of the state of South Australia.
- 5.1.3 Full membership (organization) of the Association is open to organizations that share objects similar to those of the Association and operate in the state of South Australia.
- 5.1.4 Associate membership (individual) of the Association is open to any person having attained the age of 18 years who is not of Aboriginal descent, who usually resides in the geographic areas defined as the South East region of the state of South Australia and has resided so for more than 6 months prior to their application for membership.
- 5.1.5 Associate membership (interstate individual) of the Association is open to any person having attained the age of 18 years who is of Aboriginal descent, who usually resides in the geographic area defined as the Green Triangle region of the state of Victoria and has resided so for more than 6 months prior to their application for membership.

- 5.1.6 Associate membership (interstate organization) of the Association is open to organizations that are located in the Green Triangle region of the state of Victoria and share objects similar to those of the Association.
- 5.1.7 Life membership is an honorary position bestowed on an individual by the Board who has distinguished themselves in their contribution and commitment to the advancement of the objects of the Association.
- 5.1.8 Membership is not open to individuals who are currently employed by the Association.
- 5.1.9 Membership is not open to individuals whose employment with the Association has been terminated due to disciplinary action within the preceding 5 years.

5.2 Application for membership

- 5.2.1 Individuals or organizations applying for membership of the Association must do so in writing on the prescribed form.
- 5.2.2 Applications from organizations seeking membership must be signed by the Senior Officer of that organization and countersigned by the Chairperson if it is an Incorporated Association.
- 5.2.3 Applications from organizations seeking membership must include a nomination of an organization representative who will attend general meetings and receive correspondence from the Association.
- 5.2.4 All members must agree with and subscribe to the objects of the Association.
- 5.2.5 Applications for membership must be considered and endorsed by the Board and recorded in the minutes of the meeting.
- 5.2.6 Applications for membership from an organization will not be accepted if the organization nominates a representative who has, within the preceding 5 years, been a member who was expelled from the Association or whose employment with the Association has been terminated due to disciplinary action within the preceding 5 years or where the nominated representative is a current employee of the Association.

- 5.2.7 Applications for membership can only be considered up to three months before an Annual General Meeting. Applications for membership received during the three months prior to an Annual General Meeting shall be processed after the Annual General Meeting.
- 5.2.8 Applications for membership will not be considered from the floor during a general meeting.
- 5.2.9 Nominations for life membership can be made to the Board at any time.
- 5.2.10 The Board retains the discretionary right to not accept or endorse any application for membership (including full, associate and life).
- 5.2.11 All individuals and organizations applying for membership will receive written advice on the outcome of their application.

5.3 Resignations

- 5.3.1 A member may resign from membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association.
- 5.3.2 Any resignation received prior to a general meeting will be processed before the general meeting.
- 5.3.3 Members must resign their membership when they commence a contract of employment with the Association. Membership status can be reassigned at the conclusion of the contract of employment subject to clauses 5.1.8, 5.1.9 and/or 5.2.6.

5.4 Expulsion of a member

- 5.4.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- 5.4.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.
- 5.4.3 The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, subject to 5.4.4, cease to be a member 14 days after the Board has communicated its determination to the member.

5.4.4 It shall be open to a member to appeal to the Association at a general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the Board has been communicated to the member.

5.4.5 In the event of an appeal under 5.4.4, the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association at a general meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

5.5 Register of members

5.5.1 A register of members must be kept and contain:

- (a) The name and address of each member.
- (b) The date on which each member was admitted to the Association.
- (c) If applicable, the date of and reason(s) for termination of membership.

5.5.2 From time to time, as the Board sees fit, the register of members shall be audited to ensure accuracy of the information held and the ongoing commitment of members by completing a membership renewal form.

5.5.3 All members named in the register of members will be informed of any and all general meetings and from time to time receive other correspondence from the Association.

6. The Board

6.1 Powers and Duties

6.1.1 The affairs of the Association shall be managed and controlled by a Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, which are not required by the Act or by these rules to be done by the Association in a general meeting.

6.1.2 The Board is accountable for the management and control of the funds and other property of the Association.

6.1.3 The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent as long as the interpretation is not contrary to the meaning or spirit of the Act.

6.1.4 The Board shall appoint a Public Officer as required by the Act.

6.2 Appointment

6.2.1 The Board shall be comprised of a Chairperson, Deputy Chairperson, Treasurer, Secretary and 6 Board members.

6.2.2 The Office Bearers are elected by the full members and can only hold office for two continuous terms of three years per term. A previous office bearer can be reconsidered for office after standing down for one full term of three years.

6.2.3 A Board member shall be a natural person.

6.2.4 Only full members of the Association can be nominated and appointed to the Board.

6.2.5 A representative from an organisation full member can be nominated or appointed to a position on the Board. If appointed, this person is a Board member as a natural person and not as a representative of their organisation.

6.2.6 The first Board of the Association shall be appointed from the promoters of the Association. The first Board shall hold office until the first Annual General Meeting after incorporation. At this time, one half of the members of the Board shall retire from the Board and the incoming Board members will be appointed for a period of 3 years. At the next Annual General Meeting one half of the members shall retire being the longest serving members.

6.2.7 With reference to 6.2.6, Board terms will be three years.

6.2.8 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 5 days before the meeting by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the proposer and by the nominee.

6.2.9 Notice of all persons seeking election to the Board shall be given to all members of the Association prior to the meeting at which the election is to take place.

6.2.10 The Board may appoint a person to fill a casual vacancy for the period of time until the next Annual General Meeting of the Association and shall be eligible for election to the Board without nomination.

6.2.11 Only full members can be considered for filling a casual vacancy.

6.2.12 The composition of the Board shall include Traditional Owners and reflect the geographic range of the service catchment area of the Association.

6.2.13 The composition of the Board shall reflect the diverse client groupings of the Association and shall include a youth and an Elder representative.

6.2.14 An individual Board member can be related to no more than one other person on the Board except in the case where a Board member is the representative of an organisation member.

6.3 Proceedings of the Board

6.3.1 The Board shall meet together for the dispatch of business at least 10 times during the year.

6.3.2 The Board shall not carry more than 2 casual vacancies.

6.3.3 Questions or motions arising at any meeting of the Board shall be decided by a majority of votes.

6.3.4 A quorum for a meeting of the Board shall be one half plus one of the members of the Board.

6.3.5 A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract, with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Association.

6.3.6 The Board meeting shall be chaired by the Chairperson. In the absence of the Chairperson, the meeting shall be chaired by the Deputy Chairperson. In the absence of both, the Board members present may elect a Board member to chair the meeting.

6.4 Disqualification of Board Members

- 6.4.1 The office of a Board member shall become vacant if a Board member is:
- (a) Disqualified from being a Board member by the Act;
 - (b) Expelled as a member under these rules;
 - (c) Absent without apology for more than three consecutive meetings;

7. The Seal

- 7.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 7.2 The seal shall not be used without the express authorisation of the Board and every use of the seal shall be recorded in the minutes or such other book of the Association. The affixing of the seal shall be witnessed by the Secretary or the Senior Officer.

8. General Meetings

8.1 Annual General Meetings

- 8.1.1 The Board shall call an Annual General Meeting in accordance with the Act and these rules.
- 8.1.2 The first Annual General Meeting shall be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of the financial year.
- 8.1.3 The order of business at the Annual General Meeting will be:
- (a) The confirmation of the minutes of the previous Annual General Meeting and of a Special General Meeting held since that meeting.
 - (b) The consideration of the accounts and reports of the Board and the auditor's report.
 - (c) The election of Board members.
 - (d) The appointment of auditors.
 - (e) Any other business requiring consideration by the Association in general meeting.

8.2 Special General Meetings

- 8.2.1 The Board may call a Special General Meeting of the Association at any time.

- 8.2.2 Upon a requisition in writing of not less than 25% of the total number of full members of the Association, the Board shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- 8.2.3 Every requisition for a Special General Meeting shall state the purpose of the meeting.
- 8.2.4 If a Special General Meeting is not convened within one month, as required by 8.2.2 above, the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practicable as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

8.3 Notice of General Meetings

- 8.3.1 Subject to 8.3.2, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- 8.3.2 Notice of a meeting at which a special resolution is to be proposed, shall be given at least 21 days prior to the date of the meeting.
- 8.3.3 A notice may be given by the Association to any member by serving the member with the notice personally or by sending it by post to the address appearing in the register of members.
- 8.3.4 Where a notice is sent by post:
- (a) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - (b) Unless the contrary is proved, service will taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at General Meetings

- 8.4.1 Ten members, present personally or by proxy, shall constitute a quorum for the transaction of business at any general meeting.

- 8.4.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 8.4.3 Subject to 8.4.4, the Chairperson shall preside as chairperson at a general meeting of the Association.
- 8.4.4 If the Chairperson is not present within 30 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 members may choose a Board member or other full member to be the Chairperson of that meeting.

8.5 Voting at General Meetings

- 8.5.1 Subject to these rules, every full member of the Association has only one vote at a meeting of the Association.
- 8.5.2 Subject to these rules, an associate member may participate in the discussion of business at a general meeting but has no voting rights.
- 8.5.3 Subject to these rules, life members may participate in the discussion of business at a general meeting but may only vote if the life member is also a full member of the Association.
- 8.5.4 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of full members who vote in person or, by proxy, at that meeting.
- 8.5.5 Unless a poll is demanded by at least five full members, a question for decision at a general meeting must be determined by a show of hands.
- 8.5.6 If a poll is demanded by at least 5 full members, 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.
- 8.5.7 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.

8.6 Special and Ordinary Resolutions

- 8.6.1 A special resolution is required for any alterations to the Rules of the Association, the winding down of the Association and the amalgamation of the Association.

- 8.6.2 A general meeting where a special resolution is to be proposed requires 21 days written notice to be given to members specifying the intention to propose the resolution as a special resolution.
- 8.6.3 In respect of a general meeting referred to in 8.6.1 and 8.6.2 above, a special resolution is passed only by a majority of not less than two-thirds of full members of the Association, voting in person or by proxy.
- 8.6.4 An ordinary resolution is passed by a simple majority at a general meeting.

8.7 Proxies

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

9. Minutes

- 9.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the Board shall be entered within one month after the relevant meeting in minute books kept for that purpose.
- 9.2 The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Board (as relevant) at a subsequent meeting.
- 9.3 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.
- 9.4 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.

10. Financial Reporting

- 10.1 The first financial year of the Association shall be the period ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.
- 10.2 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

- 10.3 The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before members at the Annual General meeting.
- 10.4 The Annual (periodic) Return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Board's statement and the Board's report.

11. Appointment of an Auditor

- 11.1 At each Annual General Meeting, the members shall appoint a person to be auditor of the Association.
- 11.2 The auditor shall not be an officer; a partner, employer or employee of an officer; an employee; or a partner or employee of an employee of the Association.
- 11.3 The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- 11.4 If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor for the current financial year.

12. Prohibition against Securing Profits for Members

- 12.1 The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

13. Winding up and Amalgamation

- 13.1 The Association may be wound up or pursue amalgamation in accordance with the Act.
- 13.2 A special resolution proposed at a general meeting is required for the members to consider and determine the question of winding up or amalgamating the Association.
- 13.3 If after winding up of the Association there remains surplus assets as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

- 13.4 The Association may also choose to distribute surplus assets to registered charities.
- 13.4 Such organisation(s) or charity(ies) shall be identified and determined by a resolution of members in a general meeting.
- 13.6 If the Association is to amalgamate, the assets and liabilities of the Association become the assets and liabilities of the new association.
- 13.7 Surplus assets at the completion of a winding up shall not be distributed to members or former members, or associates of those persons.

14. The Rules of the Association

- 14.1 These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescinding or replacement by substitute rules.
- 14.2 The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- 14.3 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 provision thereof.
- 14.4 An alteration to the rules (except change of name) becomes effective from the time the alteration is passed.
- 14.5 An alteration to the name of the Association becomes effective only once it is registered by the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch.