

STROKE SA INCORPORATED

CONSTITUTION

ADELAIDE, SOUTH AUSTRALIA

5th December 2016

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1. NAME

The name of the Association shall be STROKE SA INCORPORATED, referred herein to as "the Association".

2. DEFINITIONS

"the Act" means the *Associations Incorporation Act 1985 (SA)*.

"Committee" means the Committee of Management of the Association.

"General Meeting" means an Annual General Meeting or a Special General Meeting.

"Member" means all Members of the Association.

"Management" means the administration of the business of the Association.

3. THE OBJECTIVES OF THE ASSOCIATION

The Objectives of the Association shall be:

- a) To provide support, information and assistance to people who have had a stroke and their carers.
- b) To increase the awareness of the public and any relevant professional groups of the Association and of the needs of people who have had a stroke and their carers.
- c) To promote appropriate services for the treatment, recovery, rehabilitation and community re-entry of people who have experienced a stroke.
- d) To promote and facilitate research and education into the cause, prevention and management of stroke and methods of alleviating its effects.
- e) To create and maintain affiliations with other organisations with similar objectives.
- f) To generate income to continue to support the above activities.

4. POWERS OF THE ASSOCIATION

The Powers of the Association are:

- a) To publish newsletters, reports or any other documents.
- b) To seek and/or receive donations, bequests, grants and property.
- c) To make grants as gifts or donations to other organisations with similar objectives.
- d) To open and operate bank accounts.
- e) To deal with property of all kinds in accordance with this Constitution.
- f) To enter into appropriate arrangements that further the Objectives of the Association.
- g) To undertake such other activities that further the Objectives of the Association.
- h) To encourage the creation of Stroke Support groups, the coordinator of each of which group must be a Stroke SA member.

5. MEMBERSHIP

5.1 TYPES

- Ordinary Members and
 - Life Members.
- a) An application for Membership shall be made in writing, signed by the applicant or applicant's duly authorised representative and the proposer and seconder.
 - b) If the Committee in the exercise of its unfettered discretion accepts the application and upon payment of the first annual subscription, the applicant shall be an Ordinary Member of the Association.
 - c) Any person who supports the objects of the Association and becomes a Member agrees to be bound by its Constitution.
 - d) At its discretion the Committee may grant Life Membership (where no fee is to be paid) to a person for outstanding service to the Association.

5.2 SUBSCRIPTIONS

- a) The subscription fees for Membership shall be such sum as the Committee determines from time to time as ratified at a **General Meeting**.
- b) The subscription fees shall be payable on the anniversary of the date joined or at such other time as the Committee shall determine.
- c) Any Member whose subscription is outstanding for more than two months after the due date for payment shall cease to be a Member of the Association provided always that the Committee may reinstate such person's Membership on such terms as it thinks fit.

5.3 RESIGNATIONS

A Member may resign from Membership of the Association by giving notice in writing to the Secretary or Public Officer of the Association.

5.4 SUSPENSION OF A MEMBER

- a) Where the Committee considers the suspension of a Member, the Committee shall provide a written notice to the Member, outlining the basis for the possible suspension, at least 21 days prior to the next Committee Meeting.
- b) The Member may in the period before the next Committee meeting provide written submissions in support of their position.
- c) The Committee will consider any such submissions prior to making a decision regarding suspension.
- d) The Committee may suspend Membership of a Member by a resolution approved by not less than 75% of the majority vote of those present at a Committee meeting for a period to be determined by the Committee.

- e) A suspended Member on providing 21 days' notice to the Chairperson may request the suspension be reconsidered at the next General Meeting.
- f) The Association shall not be required to accept the renewal of Membership of a suspended Member when renewal next falls due.
- g) Where the Association does not renew the Membership of the suspended Member when it falls due, the Member has had their Membership cancelled.

5.5 REGISTER OF MEMBERS

- a) A register of Members shall be kept and maintained by the Secretary.
- b) The register must contain:
 - i. The name and address of each Member, and the email address of each Member (if voluntarily provided by the Member), as applicable.
 - ii. the date on which each Member joined the Association.
 - iii. if applicable, the date of, and reason(s) for, termination of Membership.
- c) All personal information relating to a Member will be collected, stored and disclosed in accordance with the *Privacy Act 1988 (Cth)*.

6. THE COMMITTEE

6.1 POWERS AND DUTIES

- a) The affairs of the Association shall be managed and controlled by the Committee.
- b) The Committee has the management and control of the funds and other property of the Association.
- c) The Committee shall have authority to interpret the meaning of the Constitution and any other matter relating to the affairs of the Association on which the Constitution is silent.
- d) The Committee shall appoint a Public Officer as required by the Act.
- e) The Committee shall have the ability to appoint employees on such basis as it deems fit.

6.2 APPOINTMENTS

- a) The Committee shall consist of a Chairperson, Deputy Chairperson, Secretary, Treasurer and up to 8 other Members.
- b) The Office Bearers of the Association shall be the Chairperson, the Deputy Chairperson, the Secretary and the Treasurer who shall be elected annually by the Members prior to election of the remainder of the Committee.
- c) The Committee shall include at least three of the following: a stroke survivor, a stroke carer, a stroke nurse or other such qualified allied health professional as the Committee deems appropriate and a person with marketing and/or advertising expertise, each of whom must be a Member of the Association.
- d) A Committee Member, other than a person who is an Office Bearer of the Association, shall be elected for a term of 2 years and may serve a maximum of 3 consecutive two year terms.
- e) An Office Bearer of the Association may serve 5 consecutive years in that position regardless of how many years, if any, that person has previously served in another Office Bearer position in the Association or has been a non-Office Bearer Member of the Committee.
- f) In the event that a casual vacancy occurs on the Committee, that vacancy may be filled by co-option of another Member of the Association by the Committee and such appointee shall hold

office until the next Annual General Meeting of the Association and shall be eligible for re-election.

6.3 ELECTION OF OFFICERS/COMMITTEE

- a) Nominations for Office Bearers or Committee members must be lodged with the Secretary 14 days prior to the AGM.
- b) Nominations must be in writing and signed by the nominator and the nominee.
- c) If nominations for any particular office do not exceed the number required, the Chairperson must declare the nominees elected.
- d) If nominations for a particular office do exceed the number required, an election will be conducted by way of secret ballot of those present and entitled to vote.

6.4 PROCEEDINGS OF COMMITTEE

- a) The Committee shall meet as often as required to conduct the business of the Association and not less than 6 times each calendar year.
- b) Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality the Chairperson shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting of the Committee shall be at least four (4) Committee Members.
- d) The Committee may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.
- e) The Committee may appoint an Executive consisting of the Chairperson and Office Bearers who shall meet to carry out such functions as are delegated by the Committee and who shall report to the subsequent Committee meeting.
- f) The Committee may appoint sub-Committees of Members and non-Members for specific purposes who shall meet as they see fit or as directed by the Committee and who shall report to the Committee.

6.5 SUSPENSION OF COMMITTEE MEMBERS

The office of a Committee Member shall become vacant if the Member:

- a) is suspended from being a Committee Member under the Act.
- b) has their Membership suspended or cancelled under this Constitution.
- c) is permanently incapacitated by ill health.
- d) is absent without apology from more than four meetings in a financial year.
- e) has resigned in writing.

6.6 DUTIES OF OFFICE BEARERS

a) Chairperson

- i. The Chairperson shall chair all meetings except that in the absence of the Chairperson or, at the request of the Chairperson or of a majority of the meeting, another Member may be elected as Chairperson for that meeting.
- ii. The Chairperson together with the Secretary shall prepare the agenda for the Committee and General Meetings.
- iii. The Chairperson shall encourage full and balanced participation in meetings by all Members and shall decide on matters of order.
- iv. The Chairperson shall act as spokesperson of the Association unless an alternative spokesperson has been appointed by the Committee or a General Meeting. The spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two Members of the Committee.

b) Deputy Chairperson

- i. The Deputy Chairperson shall assist the Chairperson in all the Chairperson's duties.

c) Secretary

- i. The Secretary shall call meetings in accordance with the provisions of the Constitution.
- ii. The Secretary shall cause records to be kept of the Association including the Constitution and policies, register of Members, a register of minutes of meetings and/or notices, a file of correspondence, and records of submissions or reports made to, by or on behalf of the Association.
- iii. In the absence of the Secretary or at the request of the Secretary or of the majority of the meeting another Member shall be elected as minute secretary.

d) Treasurer

- i. The Treasurer shall cause all monies to which the Association is entitled to be paid into an account authorised by the Committee in the name of the Association.
- ii. Payments shall be by cheque signed by 2 authorised signatories of whom there shall be no more than 5 signatories, who must be Members of the Association, appointed by the Committee or such other payment methods as approved by the Committee from time to time.
- iii. Major or unusual expenditures shall be authorised in advance by the Committee.
- iv. The Treasurer shall cause records to be kept of all receipts and payments and other financial transactions, which records shall be available for inspection by any Member.
- v. The Treasurer shall cause to be prepared financial budgets and statements and submit a report on the finances to each Committee meeting.
- vi. The Treasurer shall present audited accounts at the Annual General Meeting.

7. THE SEAL

- a) The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- b) The Chairperson is the holder of the Common Seal, which shall be only used with the authority of the Committee and every use of the seal shall be recorded in the minute book of the Association.
- c) The Chairperson and one other Office Bearer shall witness the affixing of the seal.

8. GENERAL MEETINGS

8.1 ANNUAL GENERAL MEETING

- a) The Annual General Meeting (AGM) of the Association will be held in August each year on a day fixed by the Committee.
- b) Order of Business to be conducted at the AGM is:
 - i. Confirmation of the minutes of the previous AGM and of any Special General Meeting held since that meeting.
 - ii. The consideration of the accounts and reports of the Committee and the Auditor's report.
 - iii. Presentation of a budget for the forthcoming year.
 - iv. To elect or re-elect the Committee Members.
 - v. To appoint an auditor.
 - vi. To conduct any other relevant business placed on the agenda prior to the commencement of or raised at the Annual General Meeting.

8.2 SPECIAL GENERAL MEETINGS

- a) The Committee may call a Special General Meeting of the Association at any time.
- b) The Secretary shall call a Special General Meeting within 28 days of receipt of a directive of the Committee or a written request of 4 Committee Members specifying the business of the meeting.
- c) Every request for a Special General Meeting shall be signed by the requesting Members and shall state the purpose of the meeting.
- d) If a Special General Meeting is not convened within 28 days, as required by 8.2(b) above, those requesting the meeting, or at least 50% of their number, may convene a Special General Meeting.
- e) Such a meeting shall be convened pursuant to Rule 8.2(d) in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that those requesting the meeting are supplied free of charge with particulars of the Members entitled to receive such notice of meeting. The reasonable expenses of convening such a meeting shall be borne by the Association.

8.3 NOTICE OF GENERAL MEETINGS

- a) At least 21 days' written notice of any General Meeting shall be given to Members.
- b) The notice shall set out where and when the meeting will be held, and particulars of the nature and order of business to be transacted at the meeting.
- c) 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, or to the email address of a Member (see rule 5.5).
- d) Where a notice is sent by post:
 - i. The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice and
 - ii. Unless the contrary is proven, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- e) Where a notice is sent by email, unless the contrary is proven, service will be taken to have been effected at the time at which the email was sent.

8.4 PROCEEDINGS AT GENERAL MEETINGS

- a) A quorum at any General Meeting shall be 6 Members.
- b) If at any General Meeting there is no quorum within 30 minutes of the time appointed for the meeting, the meeting shall stand adjourned to the same time and place in the next week.
- c) If at such an adjourned meeting a quorum is not present within 30 minutes of the time appointed the Members present shall form a quorum.
- d) The Chairperson shall preside as Chairperson at a General Meeting of the Association.
- e) If the Chairperson is not present within five minutes after the appointed time the Members present may choose a Committee Member or one of their own number to chair that meeting.

8.5 VOTING AT GENERAL MEETINGS

- a) Subject to this Constitution
 - i. Every Member of the Association has only one vote at a General Meeting of the Association.
 - ii. 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 at that meeting. Unless a poll is demanded by at least five Members, a question for decision at a General Meeting must be by show of hands.
- b) Proxy
 - i. Any person entitled to vote at a General Meeting shall be entitled to appoint in writing any person who is also a Member of the Association to be his/her proxy to vote in his/her place.
 - ii. A proxy must be appointed in writing signed by the appointor.
 - iii. A proxy appointment form is annexed to this Constitution.

- iv. To be effective, the form must be received by post, delivery or fax at the Association's office at least 2 business days before the meeting at which the proxy is to vote.

8.6 POLL AT GENERAL MEETINGS

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

8.7 SPECIAL AND ORDINARY RESOLUTIONS

- a) An Ordinary Resolution is a resolution passed by a simple majority at a General Meeting.
- b) Special Resolution means a resolution passed at a duly convened meeting of the Members of the Association if:
 - i. at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given to all Members of the Association and
 - ii. the resolution is passed at a meeting referred to in this paragraph by a majority of not less than 75% of such Members of the Association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.

9. MINUTES

- a) Proper minutes of all proceedings of a General Meeting of the Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in the minute book kept for this purpose.
- b) The Members of the Association, in the case of a General Meeting, and the Members of the Committee, in the case of a Committee Meeting must confirm the minutes kept pursuant to this rule.
- c) 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.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held. All proceedings held at the meeting shall be deemed to have been duly held and that all appointments made at that meeting shall be deemed valid.

10. FINANCIAL REPORTING

10.1 FINANCIAL YEAR

The first financial year of the Association shall be the period ending on 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 ACCOUNTS TO BE KEPT

- a) 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.
- b) An Association must retain the accounting records kept by it under section 35 or 39C of the Act (as the case requires) for seven years after the completion of the transactions to which they relate.

10.3 REPORTING

The accounts, together with the auditor's report on the accounts, Treasurer's report and Chairperson's report, shall be laid before the Members at the Annual General Meeting.

10.4 APPOINTMENTS OF AUDITOR

- a) At each Annual General Meeting, the Members shall appoint a person to be auditor of the Association.
- b) The auditor shall hold office until the next Annual General Meeting and be eligible for re-appointment.
- c) If an appointment is not made at an Annual General Meeting, the Committee shall appoint an auditor for the current financial year.

11. WINDING UP

- a) In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of debts and liabilities shall be transferred to another organisation with similar purposes and which is not carried on for the profit or gain of its individual Members.
- b) Such other body shall also prohibit the distribution of income and property to Members to the extent stated herein.
 - i. If the Association shall have been endorsed as an Income Tax Exempt Charity (ITEC) then such other body shall have similar approval and
 - ii. The Association shall not be dissolved except by approval of not less than 75% Members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been given to all Members.

12. FINANCES AND PROPERTY

- a) 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.
- b) The assets and income of the Association shall be used and applied solely in furtherance of its above mentioned objects 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.

13. ALTERATIONS OF RULES

- a) These rules may be altered (including any alteration to the Association's name) by a Special Resolution as defined in clause 8.7(b) of this Constitution. This includes rescission or replacement by substitute rules.
- b) At least 21 days' prior written notice of the proposed changes and the reasons must be given to the Members.

Stroke SA Incorporated

Proxy Appointment Form

I..... (name of appointor)

of..... (appointor's address)

being a Member of the Association

appoint (proxy's name or office held by the proxy) to be my proxy at the meeting held on(insert date of meeting).

I specify that my proxy is to vote –

.....
.....

(insert any specific instructions on how the proxy is to vote in relation to any matter)

.....
Signature of appointor

.....
Date