

Community Care NESB Inc.
Trading as Community Care
TASMANIA

Constitution

Contents

Community Care NESB Inc.....	1
1. Introduction	3
2. Definitions	3
3. Location.....	3
4. Purpose	3
5. Objectives	4
6. Membership.....	5
7. Cessation of Membership	5
8. Board of Management	6
9. Staff Representation at Board Meetings.....	7
10. Nominations and Method of Election of Board Members	7
11. Voting at Board Meetings	8
12. Duties of Office Bearers	9
13. Duties Common to All Board Members.....	11
14. Meetings	11
15. Finance	14
16. Audited Accounts and Records	15
17. Inspection of Organisation Records	15
18. Common Seal of Organisation	15
19. Alteration of Rules	15
20. Non-Profit Clause.....	15
21. Dissolution.....	16
22. Familiarity with the Constitution.....	16
23. Review of the Constitution.....	16

1. Introduction

The name of the Organisation shall be Community Care NESB Inc. Trading as Community Care TASMANIA.

2. Definitions

In these rules, unless the contrary intention appears,

- 2.1 "Board" means the Board of the Organisation as defined in these rules.
- 2.2 "General meeting" means a general meeting of members convened in accordance with these rules.
- 2.3 "Service provider" means Community Care NESB Inc. (hereafter known as the Organisation) is responsible for the provision of a range of Home and Community Care Services in accordance with Community Care State and National Standards and Guidelines.
- 2.4 "Director" means a person who has been elected to the Board.
- 2.5 All words importing any gender shall mean all genders and singular words shall also mean and include the plural.
- 2.6 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1931 and the Act as in force on the date on which these rules are adopted by the Organisation.

3. Location

The office of the Organisation shall be at 8 Broadland Drive, Launceston in Tasmania.

4. Purpose

In these rules, "purpose of the Organisation" means:

- 4.1 To provide support and information for frail aged and younger disabled people from non-English speaking backgrounds and other people within the community.
- 4.2 To enable people to maintain their dignity, independence, and safety by supporting them within their own environment.
- 4.3 To provide support & information for the carers of the aforementioned people.
- 4.4 To ensure the provision of equal services & information to the aforementioned people.
- 4.5 To ensure that the mainstream services take into account the specific cultural linguistic needs of the aforementioned people.
- 4.6 To provide a fee paying support program in the community.

5. Objectives

- 5.1 the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Organisation;
- 5.2 the buying, selling, and supplying of, and dealing in, goods of all kinds;
- 5.3 the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Organisation;
- 5.4 the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Organisation;
- 5.5 the taking of such steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Organisation, whether by way of donations, subscriptions, or otherwise;
- 5.6 the printing and publishing of such newspapers, periodicals, books, leaflets, or other such documents as the Board or the members in general meeting may think desirable for the promotion of the objects and purposes of the Organisation;
- 5.7 the borrowing and raising of money in such a manner and on terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting;
- 5.8 subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Organisation not immediately required for any of its objects or purposes in such a manner as the Board may from time to time determine;
- 5.9 the making of gifts, subscriptions, or donations to any funds, authorities, or institutions to which section 78 (1) (a) of the Income Tax Assessment Act 1936 of the Commonwealth, relates;
- 5.10 the establishment and support, or aiding in the establishment and support of Organisations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Organisation and their dependants, and the granting of pensions, allowances, or other benefits to servants or past servants of the Organisation and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- 5.11 the establishment and support, or aiding in the establishment or support, of any other Organisation formed for any of the basic objects of the Organisation;
- 5.12 the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any Organisation with which the Organisation may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Organisation; and
- 5.13 the doing of all such lawful things as are incidental or conducive to the attainment of the basic objects of the Organisation or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

6. Membership

- 6.1 Membership of the Organisation shall be open to any person (other than employees) who is in agreement with the objects of the Organisation contained herein and has satisfied the provisions specified below regarding the procedure for membership.
- 6.2 Procedure for Membership:
Persons wishing to become members of the Organisation may:
 - 6.2.1 Apply in writing for membership as determined by the Board from time to time and agree in writing that they support the objects of the Organisation.
 - 6.2.2 Pay a membership fee, as prescribed by the Board from time to time
 - 6.2.3 Be accepted as a member by a majority vote of the Board.
 - 6.2.4 The Board may refer an application for membership to a General Meeting for determination. The decision of the General Meeting is final.
- 6.3 Membership of the Organisation may include individuals and other incorporated Organisations.
- 6.4 All members agree to be bound by the Constitution, By-Laws, and decisions of the Board unless otherwise altered by the General Meeting and pay the annual subscription fee.
- 6.5 Due Date for Subscriptions - All annual subscriptions are due and payable within one month from the end of the Organisation's financial year or upon acceptance as a member.
- 6.6 Register of Members - The Secretary shall cause to be kept a current register of members showing name, address, date of joining and date of payment of membership fees. This shall be made available on request to any member of the Organisation at all reasonable times.
- 6.7 The Board invites nominations from any Member for Life Membership considerations. Life Membership is an honour awarded to person whose exceptional, loyal and outstanding service and contribution has provided a measurable benefit.
- 6.8 Life Membership may be offered to people who have made a significant contribution to CCT.
- 6.9 This would be at the discretion of the Board of Management
- 6.10 The benefit of Life Membership is free ongoing financial membership of the association of Community Care NESB Inc. as recognition of their contribution

7. Cessation of Membership

- 7.1 Any member desiring to resign his or her membership shall do so by written notice to the Secretary, but no such resignation shall relieve any member from payment of any subscription in arrears or other monies due by him or her to the Organisation at the date of his or her resignation. Non-payment of membership fee will constitute a lapse in membership.
- 7.2 Every member shall be under a continuing subscription until he or she ceases to be a member.
 - 7.3.1 Expulsion of Members - The Board shall have the power to expel any member whose behaviour is considered detrimental to the Organisation but shall not do so until it has conducted a proper inquiry into any alleged misconduct of the member and only after a proper hearing at which the member shall have the right to be heard. At least 14 days prior notice of the hearing shall be given to the member and shall state the grounds for the proposed expulsion. Within 14 days after the hearing, the member shall be informed of the result of the hearing.

7.3.2 Appeal Against Expulsion

7.3.3 A member who is expelled may, within 7 days of receiving notification of the result of the hearing, appeal in writing to the General Meeting. Within 30 days of a lodgement of an appeal, the Board shall call a Special General Meeting at which the expelled member is given an opportunity to speak. The meeting shall confirm or set aside the decision of the Board to expel the member.

7.3.4 The member who appeals to a Special General Meeting shall have their membership suspended until the Special General Meeting confirms or sets aside their expulsion.

8. Board of Management

8.1 The Governance of the Organisation shall be vested in the Board of Management, which shall be referred to as the Board, and which shall consist of the following Four (4) elected officer bearers, (together called the Executive) plus other Board Members, all of whom shall have voting rights:

- 8.1.1 Chair/ Public Officer,
- 8.1.2 Deputy Chair
- 8.1.3 Secretary,
- 8.1.4 Treasurer, and
- 8.1.5 Three (3) to Five (5) other Board Members.

The day to day management and administration of staff and services provided by the Organisation shall be carried out by a remunerated CEO, appointed by the Board.

The Board shall be responsible for:

- 8.1.6 Employment of the CEO of the Organisation and all the activities associated with that employment.
- 8.1.7 Determining the duties and responsibilities of the CEO, concomitant with ensuring that adequate and appropriate authority is delegated to the CEO.
- 8.1.8 Upholding and advancing the objects of the Organisation.
- 8.1.9 Advancing community support for the Organisation.
- 8.1.10 Maintaining membership of the Organisation.
- 8.1.11 The governance of the Organisation in accordance with its Constitution, which implies being able to amend the Constitution as needed and agreed by members, to facilitate the future as well as to protect the present.
- 8.1.12 Meeting the requirements of the Organisations Incorporations Act 1964 and ensuring compliance with all other legislative, statutory, and contractual obligations including those of funding bodies.
- 8.1.13 Setting policy for all aspects of governance, management and providing a strategic framework to guide decision making.
- 8.1.14 Financial viability and risk management, through review and approval of budgets and monitoring of financial operations.
- 8.1.15 Ensuring that any vacancy on the Board, which may occur during the Board's term of office, is filled.
- 8.1.16 Co-opting persons as required, establishing subcommittees or working groups, and delegating such tasks and powers deemed necessary and desirable.

8.2 Register of Board Members

The Secretary shall cause to be kept a current register of Board members showing name, address, and position, date of election and date of retirement. This shall be made available on request to any member of the Organisation at all reasonable times.

9. Staff Representation at Board Meetings

- 9.1 The CEO or delegate shall attend each Board meeting in an ex-officio capacity and shall not have a vote. That person shall:
 - 9.1.1 Present a report of the operations of the service since the last meeting
 - 9.1.2 Bring to the attention of the Board any issues which require Board consideration.
 - 9.1.3 Provide information and advice to assist the Board in its deliberations.
 - 9.1.4 Provide feedback to other staff of the considerations and deliberations of the Board.
- 9.2 The Board may, by a majority vote, require that the CEO or delegate not be present for all or part of a Board meeting.

10. Nominations and Method of Election of Board Members

- 10.1 Nominations for the Board positions shall be in writing and signed by the candidate and one other financial member of the Organisation and delivered to the Secretary at least 21 days before the Annual General Meeting.
- 10.2 If fewer nominations are received than there are vacancies on the Board, nominations for those positions may be accepted at the Annual General Meeting.
- 10.3 A list of nominees shall be attached to the agenda of the Annual General Meeting.
- 10.4 Annual elections are held to fill any vacancies. Board Members hold office for a three year term. At each AGM those Board of Management members whose term has been completed may either stand down or nominate for re-election. Any person appointed to fill a casual vacancy by the Board shall only hold office for the Board member's current term. Board members may hold office for a maximum period of 9 years.

Members of the Executive hold office in their specific role for up to a three-year term. With a vacancy in an Executive role any Board Member may nominate and if elected may hold this position provided it is different to their immediate prior role.

10.5 Cessation of Office

An office bearer or member of the Board shall cease to hold such office upon the happening of one of the following events:

- 10.5.1 Resignation in writing as a Board member.
- 10.5.2 Resignation in writing as a Board member or as an elected office bearer.

- 10.5.3 Resignation, suspension or expulsion as a Member of the Organisation in accordance with Clause 7 Cessation of Membership.
 - 10.5.4 A majority vote of the Board or a General Meeting to remove a person from office.
- 10.6 Expulsion from Board
- 10.6.1 The Board shall have the power to remove from office any member whom it considers is not performing their duties of office.
 - 10.6.2 Absence from three (3) consecutive Board Meetings without notification or reasonable excuse is grounds for removal from office.
 - 10.6.3 The Board shall not remove a member from office until it has conducted a proper enquiry into any alleged misconduct (as indicated in the duties expressed in Clauses 12 and 13) of the person and only after a proper hearing at which the member shall have the right to be heard. At least 14 days notice of the hearing shall be given to the member and shall state the grounds for the proposed removal from office. Within 14 days after the hearing the member shall be informed of the result of the hearing.
- 10.7 Replacement of Board Member between General Elections
- 10.7.1 If a Board member who is an office bearer leaves the Board by resignation or suspension during his/her term of office, then the Board shall ensure that the vacancy is filled within one month, by electing with a majority vote, a replacement officer bearer from among the existing Board members.
 - 10.7.2 If a Board member who is not an office bearer leaves the Board by resignation or suspension during his/her term of office, then the Board shall endeavour to fill the vacancy with a co-opted member, acting until the next Annual General Meeting.
 - 10.7.3 Co-opted members do not have voting rights.
 - 10.7.4 In the event of a co-opted member, the term of the office shall commence from the date of election at the Annual General Meeting.

11. Voting at Board Meetings

- 11.1 A directors' resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.
- 11.2 The Chair at any meeting shall have a casting as well as a deliberative vote.
- 11.3 All voting at Board Meetings shall be in person or by remote electronic communication with prior arrangement with the Chair.
- 11.4 Any member of the Board who has a direct or indirect pecuniary interest in any matter that is being considered or about to be considered at a meeting of the Board shall, as soon as possible after the relevant facts have come to his or her attention, disclose to those present at the meeting his or her interest and shall then cease to be present at any deliberation of the Board with respect to that matter.

- 11.5 Any ex-officio or co-opted representative shall have the right to address any Board or General Meeting but shall not have the right to vote at that meeting.
- 11.6 The directors may pass a circular resolution without a board meeting being held.
- 11.6.1 A circular resolution is passed if all directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out as follows:
- 11.6.1.1 Each director may sign a single document setting out the resolution and containing a statement that they agree to the resolution or sign separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 11.6.1.2 The Organisation may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 11.6.2 A circular resolution is passed when the last director signs or otherwise agrees in the manner as set out in (Clause i.) above.

12. Duties of Office Bearers

Unless otherwise determined by the Board, the duties of the members of the Board shall include the following:

12.1 DUTIES OF CHAIR

- 12.1.1 Manage the performance of the CEO
- 12.1.2 Ensure regular Board Meetings are held.
- 12.1.3 Ensure that an agenda for the meetings is prepared
- 12.1.4 Lead the meeting through the agenda, keeping discussion relevant and decision making clear and encouraging broad participation.
- 12.1.5 Note resolutions and amendments (with the Secretary) and put these to the meeting to vote on.
- 12.1.6 Sign the minutes after they have been confirmed as an accurate record of the previous meeting.
- 12.1.7 Ensure meetings are run in accordance with these Rules.
- 12.1.8 Act as a spokesperson for the Organisation.

In the absence of the Chair and the Deputy Chair at a Board Meeting, a Board member elected by a majority vote of the Board shall undertake the duties of the Chair.

12.2 DUTIES OF THE SECRETARY

- 12.3.1 Ensure meetings are called in accordance with the provision of these Rules.
- 12.3.2 Ensure that accurate minutes are taken of Board Meetings and any other meetings of the organisation and are properly filed.
- 12.3.3 Ensure that copies of minutes are distributed to members.

- 12.3.4 Work with the Chair to note resolutions and amendments to be voted on in meetings.
- 12.3.5 Ensure that a list of correspondence received and sent is tabled at each monthly Board Meeting and that correspondence requiring action by the Board is brought to the Board's attention.
- 12.3.6 Ensure that correspondence is properly filed and up-to-date and is available for any member to examine.
- 12.3.7 Ensure that all applications for membership are brought to the attention of the Board for consideration.
- 12.3.8 Ensure a Register of Members and Board Members as per Clauses 6.6 and 7.3 is kept.
- 12.3.9 Ensure that the Seal of the Organisation is only used with the proper authority.
- 12.3.10 Ensure legal advice is sought in situations where the legal obligations of the Organisation may need clarification and bring to the Board's attention all legal obligations in these instances.
- 12.3.11 In the absence of the Secretary at a Board Meeting another member shall be elected or a staff member of the Organisation may be co-opted as Minute Secretary.
- 12.3.12 The Board has the option of co-opting a staff member of the Organisation as minute secretary for an extended period.

12.4 DUTIES OF THE TREASURER

- 12.4.1 Ensure the safekeeping of all books and documents of a financial nature, including securities.
- 12.4.2 Ensure proper books of account are kept.
- 12.4.3 Ensure the financial requirements of funding bodies are met.
- 12.4.4 Ensure monthly financial reports are produced.
- 12.4.5 Ensure a report on the financial position of the Organisation is presented at monthly Board Meetings.
- 12.4.6 Ensure Board members understand the financial reports.
- 12.4.7 Ensure an audit of the books is prepared each year.
- 12.4.8 Ensure an annual budget is prepared at the beginning of each financial year.
- 12.4.9 Ensure the accounts of the Organisation, showing the financial position at the end of the preceding financial year are submitted to members at the Annual General Meeting.
- 12.4.10 Ensure funds are being appropriately managed.

12.5 DUTIES OF OTHER BOARD MEMBERS

Other Board members may assist the Chair, Deputy Chair, Secretary or Treasurer in undertaking their duties.

12.6 SPOKESPERSON

The Chair or in their absence, the Deputy Chair shall act as the Spokesperson for the Organisation.

The spokesperson shall make statements in accordance with previously agreed policy, or in an emergency, following consultation with at least two other Organisation members.

13. Duties Common to All Board Members

- 13.1 Ensure the viability of the Organisation through maintaining community support and membership.
- 13.2 Assist the Secretary to ensure compliance with all legal obligations of the Organisation.
- 13.3 Act as a spokesperson for the Organisation when requested by the Board.
- 13.4 Manage and support staff if deemed appropriate by the Board.
- 13.5 Be a member of and/or chair sub-Boards/task groups as required.
- 13.6 Sign letters or documents on behalf of the Organisation as directed by the Board.
- 13.7 A member of the Board who is interested in any contract arrangement made or proposed to be made with the Organisation shall disclose their interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if an interest then exists, or, in any other case, at the first meeting of the Board after the acquisition of his/her interest.
 - 13.7.1 If a member of the Board becomes interested in a contract or arrangement after it is made or entered into they shall disclose their interest at the first meeting of the Board after they become so interested.
 - 13.7.2 No member of the Board shall vote as a member of the Board in respect of any contract or arrangement in which they are interested and if they do vote then their vote shall not be counted.

14. Meetings

14.1 BOARD MEETINGS

- 14.1.1 The Board shall meet as often as may be required to conduct the business of the Organisation at such time and place as the Board shall determine, and in any event not less than eight (8) times each year.
- 14.1.2 The notice and agenda of every meeting shall be forwarded to each member of the Board at least three days prior to the meeting date or in any emergency such other notice as the Board may ratify at the next Board Meeting regularly called.
- 14.1.3 The business of Board Meetings shall include matters required to meet governance obligations, and may include:
 - i. Apologies
 - ii. Minutes from Last Meeting
 - iii. Business Arising
 - iv. Matters for decision
 - v. Financial Report
 - vi. Matters for noting
 - vii. Reports
 - viii. Correspondence
 - ix. Any issues relating to Strategic Plan, Policy Development and Review
 - x. General Business
 - xi. Board Self Appraisal

14.1.4 QUORUM FOR BOARD MEETINGS

The quorum for a meeting shall be three (3) members, one of which must be the Chair, Deputy Chair, Secretary or Treasurer.

14.1.5 The Chair or two members of the Board shall have the power to call a meeting of the Board.

14.2 GENERAL MEETING

General Meetings, including Special General Meetings, are not to be called for a period of 28 days following the calling of or holding of another General Meeting. This does not include Annual General Meetings.

14.3 ANNUAL GENERAL MEETING

- 14.3.1 The Annual General Meeting shall be held within four (4) months of the end of the Organisation's financial year on a day to be determined by the Board and include in its agenda the Annual Report of the Board.
- 14.3.2 The Public Officer of the Organisation shall, at least fourteen days before the date fixed for holding an Annual General Meeting of the Organisation, cause to be inserted in at least one newspaper published in this State an advertisement specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat.
- 14.3.3 Not less than ten clear days notice shall be given of the Annual General Meeting and shall specify the place, date and hour.
- 14.3.4 The business of the Annual General Meeting shall be:
 - i. Minutes of the previous year AGM.
 - ii. The receipt of the Chair's report for the previous financial year.
 - iii. Receipt of the CEO's report.
 - iv. The receipt of the Treasurer's report and the audited financial Statements for the previous financial year.
 - v. The election of Board Members.
 - vi. The appointment of an Auditor for the following financial year.
 - vii. Any other business placed on the agenda prior to the commencement of the meeting.

14.4 SPECIAL GENERAL MEETING

- 14.4.1 The Secretary shall call a Special General Meeting of the Organisation within twenty-one (21) days of receipt of a directive of the Board, or the written request of three (3) Board members, or of six (6) members or one half of the members whichever is less, such request being signed by the members and specifying the business to be carried out at that meeting.
- 14.4.2 Each Special General Meeting shall be held within twenty-eight (28) days of receipt or request.
- 14.4.3 Not less than seven (7) clear days' notice and in the case of a proposed alteration to the Rules of Organisation, twenty-eight (28) days' notice shall be given to the members of any Special General Meeting. The notice shall specify the place, date and hour of the Special General Meeting and nature of the business to be carried out at that meeting.

14.5 QUORUM FOR ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS

- 14.5.1 No business shall be transacted at the Annual General Meeting or any Special General Meeting unless a quorum of members is present at the time when the meeting proceeds to its business. The quorum at any General Meeting shall be eight (8) members personally present.

14.5.2 If at any General Meeting there is no quorum within thirty (30) minutes of the time appointed for the meeting, then a majority of members present shall decide to adjourn the meeting for a period of not more than fourteen (14) days.

14.6 VOTING AND THE ELECTION OF OFFICERS AT THE GENERAL MEETING FOLLOWING THE ANNUAL GENERAL MEETING.

14.6.1 Following the Annual General Meeting the election of officers shall be by a show of hands in the meeting of the Board, except that a secret ballot shall be held if a request is made by a Board member present.

14.6.2 The Chair shall determine the manner in which the secret ballot will be conducted, and the result as declared by the Chair shall be deemed to be a resolution of the meeting concerned.

14.6.3 At the Annual General Meeting, the following provisions relating to election of Board members shall apply:

i. The Meeting shall elect a Returning Officer by a show of hands.

ii. Should only the required number of candidates be nominated for the Board, the Returning Officer shall declare all such candidates elected.

iii. Should the number of candidates exceed the number of vacancies to be filled, a secret ballot shall take place to decide who shall fill the vacancies. The ballot shall be conducted by the Returning Officer who, in the event of a drawn ballot, shall exercise a casting vote and announce the successful candidate(s).

14.6.4 Voting at the Annual General Meeting and Special General Meetings may be by proxy vote. The member not present shall advise the Organisation, in writing, prior to the meeting of their appointed proxy. The Secretary will ensure that proxy votes are announced at the Annual General Meeting, prior to the voting.

14.6.5 Resource persons with special interests or knowledge relevant to the Organisation may be invited by the Chair or a majority vote of the Board to attend any meeting but such persons may not vote.

14.6.6 Terms of Office Bearers- the maximum of 3 years applies to all Executive Member positions.

14.6.7 A board member may nominate and hold further positions on the Executive after standing down from the Executive for 1 year.

15. Finance

15.1 All funds (with the exception of petty cash) shall be deposited to the credit of the Organisation at such Bank or Financial Institution as may be approved by the Board from time to time

15.2 Two (2) Board members and three (3) staff members shall be chosen by the Board to be signatories to the bank accounts of the Organisation.

15.3 The Organisation's financial and membership year shall run from July 1 of one year to June 30 of the following year.

16. Audited Accounts and Records

- 16.1 The Board shall appoint an Auditor not being a member of the Organisation, who shall audit the accounts and records of the Organisation annually and the Treasurer shall present to the Annual General Meeting a report as to the financial position of the Organisation.
- 16.2 In the report, and in certifying the accounts, the Auditor shall state –
 - 16.2.1 Whether they have obtained the information required by them;
 - 16.2.2 Whether in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Organisation according to the information at their disposal and the explanations given to them as shown by the books of the Organisation; and
 - 16.2.3 Whether the rules relating to the administration of the funds of the Organisation have been observed.
- 16.3 The Treasurer of the Organisation shall cause to be delivered to the Auditor a list of all the accounts, books and records of the Organisation.

17. Inspection of Organisation Records

Upon reasonable notice to the Secretary, any financial member may inspect the Constitution, and/or audited accounts of the Organisation.

18. Common Seal of Organisation

- 18.1 The Organisation shall have a Common Seal on which its corporate name shall appear.
- 18.2 The Common Seal of the Organisation shall not be used without the express authority of the Chair and every use of that Common Seal shall be recorded in the register of minutes of meetings and notices.
- 18.3 The affixing of the Common Seal of the Organisation shall be witnessed by the CEO or a Board member.
- 18.4 The Common Seal of the Organisation shall be kept secured in a safe located at the office of the Organisation.

19. Alteration of Rules

These Rules may be altered or replaced by a majority of not less than three quarters of members present, or appointed proxy as per Clause 14.6 above, at a Special General Meeting of the Organisation, provided that notice of the proposed alteration or replacement of the Rules shall have been given in writing to the Secretary at least fourteen (14) days prior to that meeting and that all members of the Organisation have been notified of the proposed amendment or replacement at least fourteen (14) days prior to that meeting.

20. Non-Profit Clause

The assets and income of the Organisation shall be applied solely in furtherance of its above-mentioned objectives, and no portion shall be distributed directly or indirectly by way of dividend, bonus or otherwise, to the members of the Organisation except as bonafide compensation for services rendered or expenses incurred on behalf of the Organisation.

21. Dissolution

- 21.1 A Special Meeting called for the purpose may, by two-thirds (2/3) majority vote of members present and eligible to vote, resolve that application be made to have the affairs of the Organisation wound up.
- 21.2 In the event of the Organisation being wound up -
 - 21.2.1 every member of the Organisation and
 - 21.2.2 every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Organisation, is liable to contribute to the assets of the Organisation for payment of debts or liabilities of the Organisation and for debts, charges, and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such sum, not exceeding one dollar (\$1) as maybe required, but a former member is not liable so to contribute in respect of any debt or liability of the Organisation contracted after they cease to be a member.
- 21.3 If the Organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:
 - 21.3.1 gifts of money or property for the principal purpose of the organisation;
 - 21.3.2 contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation and
 - 21.3.3 money received by the organisation because of such gifts and contributions.

22. Familiarity with the Constitution

The Community Care NESB Inc. Constitution underpins all of the services and operations of the Service and specifies the legal framework through which Community Care NESB Inc. functions.

The Board of Management and the staff of Community Care NESB Inc. should be familiar with the details of the Constitution, and ensure that all policies and practices are consistent with the Constitution.

In particular the Board of Management should ensure that all legal requirements specified in the Constitution and the Organisations Act are met.

23. Review of the Constitution

The Constitution should be reviewed on a regular basis by the Board of Management to ensure that it is up to date and relevant to the changes in policies of the funding bodies.

Review Date	Comments
25 September 2017	Major Update of the Constituion adopted