



Community Care NESB Inc.

THE CONSTITUTION

1. The name of the Association shall be Community Care NESB Inc.
2. In these rules, unless the contrary intention appears,
 - (i) "Board" means the Board of the Association as defined in these rules.
 - "general meeting" means a general meeting of members convened in accordance with these rules.
 - "service provider" means Community Care NESB Inc. (hereafter known as the Association) is responsible for the provision of Home and Community Care Services in accordance with HACC National Standards and Guidelines, Community Aged Care Packages in accordance with Packaged Care Program Guidelines and the Community Visitors Scheme (CVS) in accordance with CVS Funding Agreement.
 - (ii) All words importing any gender shall mean all genders and singular words shall also mean and include the plural.
 - (iii) 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 Association.
3. The office of the Association shall be at 41 Tamar Street, Launceston in Tasmania.
4. (i) In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include -
 - (a) 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 Association;
 - (b) the buying, selling, and supplying of, and dealing in, goods of all kinds;
 - (c) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
 - (d) 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 Association;
 - (e) 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 Association, whether by way of donations, subscriptions, or otherwise;
 - (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other such documents as the Board of the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;

- (g) 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;
 - (h) subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such a manner as the Board may from time to time determine;
 - (i) 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;
 - (j) the establishment and support, or aiding in the establishment and support of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
 - (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
 - (l) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association; and
 - (m) the doing of all such lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.
- (ii) In these rules, "basic objectives of the Association" mean -
1. To provide support and information for frail aged and younger disabled people from non-English speaking backgrounds and other people within the community.
 2. To prevent premature institutionalisation of the aforementioned people by supporting them to maintain their dignity, independence, and safety within their own environment.
 3. To provide support & information for the carers of the aforementioned people.
 4. To ensure the provision of equal services & information to the aforementioned people.
 5. To ensure that the mainstream services take into account the specific cultural linguistic needs of the aforementioned people.
 6. To provide a fee paying support program in the community.

5. MEMBERSHIP

- 5.1 Membership of the Association shall be open to any person, (other than employees who are excluded) who is in agreement with the objects of the Association contained herein, and has satisfied the provisions specified below regarding the procedure for membership.

5.2 Procedure for Membership:

Persons wishing to become members of the Association shall:

- (a) Apply in writing for membership on the form as determined by the Board from time to time and agree in writing that they support the objects of the Association.
- (b) Pay a membership fee, as prescribed by the Board from time to time
- (c) Be accepted as a member by a majority vote of the Board.

The Board may refer an application for membership to a General Meeting for determination. The decision of the General Meeting is final.

5.3 Membership of the association may include individuals and other incorporated associations. Ordinary Membership may be conferred by a majority vote of a Board meeting.

5.4 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.

5.5 Due Date for Subscriptions

All annual subscriptions are due and payable within one month from the end of the Association's financial year or upon acceptance as a member.

5.6 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 Association at all reasonable times.

6. CESSATION OF MEMBERSHIP

6.1 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 Association at the date of his or her resignation.

6.2 Every member shall be under a continuing subscription until he or she ceases to be a member.

6.3 Expulsion of Members

The Board shall have the power to expel any member whose behaviour is considered detrimental to the Association 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.

6.4 Appeal Against Expulsion

- (a) 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.

- (b) 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.

7. BOARD OF MANAGEMENT

7.1 The Governance of The Association shall be vested in the Board of Management, which shall be referred to as the Board, and which shall consist of the following elected officers who shall have voting right:

- a. Chairperson
- b. Secretary
- c. Treasurer
- d. Public Officer; and
- e. 3 other Board Members.

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

7.2 The following members may request to attend Board meetings in an ex officio capacity and shall not have a vote:

- Representative of Home and Community Care
- Representative of Good Neighbour Council
- Representative of Ethnic Communities Council
- Representative of Migrant Resource Centre
- Other service providers as invited by the Board

7.3 The Board shall be responsible for:

1. Employment of the General Manager, Manager or CEO of the Organisation and all the activities associated with that employment.
2. Upholding and advancing the objects of the Association.
3. The governance of the Association 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.
4. Meeting the requirements of the Associations Incorporations Act 1964 and ensuring compliance with all other legislative, statutory, and contractual obligations including those of funding bodies.
5. Setting policy for all aspects of governance, management and operation, and providing a strategic and policy framework to guide decision making throughout the organisation.
6. The employment and dismissal of the Manager, and participation in the employment of other staff, consistent with recruitment policies and practices.
7. Determining the duties and responsibilities of the Manager, concomitant with ensuring that adequate and appropriate authority is delegated to the Manager and through him/her to the points of service delivery.
8. Financial viability and risk management, through review and approval of budgets and monitoring of financial operations.
9. Ensuring that any vacancy on the Board, which may occur during the Board's term of office, is filled.
10. Co-opting persons as required, establishing subcommittees, and delegating to subcommittees such tasks and powers deemed necessary and desirable.
11. Maintaining membership and community support of the Association.

7.4 Register of Board Members

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

8. STAFF REPRESENTATION AT BOARD MEETINGS

8.1 At least one staff member shall attend each Board meeting in an ex-officio capacity and shall not have a vote. The staff member shall:

- (i) Present a report of the operations of the service since the last meeting.
- (ii) Bring to the attention of the Board any issues which require Board consideration.
- (iii) Provide information and advice to assist the Board in its deliberations.
- (iv) Provide feedback to other staff of the considerations and deliberations of the Board.

8.2 The Board may, by a majority vote, require that no staff member be present for all or part of a Board meeting.

9. NOMINATIONS AND METHOD OF ELECTION OF BOARD MEMBERS

9.1 Nominations for the Board positions shall be in writing and signed by the candidate and one other financial member of the Association and delivered to the Secretary at least 21 days before the Annual General Meeting.

9.2 If fewer nominations are received than there are vacancies on the Board, nominations for those positions may be accepted at the Annual General Meeting.

9.3 A list of nominees shall be attached to the notice of the Annual General Meeting.

9.4 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.

9.5 Cessation of Office

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

- (a) Resignation in writing as a Board member.
- (b) Resignation, suspension or expulsion as a Member of the Association in accordance with Clause 6 Cessation of Membership.
- (c) A majority vote of the Board or a General Meeting to remove a person from office.

2. Expulsion from Board

- (a) The Board shall have the power to remove from office any member whom it considers is not performing their duties of office fully.
- (b) Absence from 3 consecutive Board Meetings without notification or reasonable excuse is grounds for removal from office.

3. The Board shall not remove a member from office until it has conducted a proper enquiry into any alleged misconduct 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.

9.6 Replacement of Board Member between General Elections

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.

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. Co-opted members do not have voting rights.

10. VOTING AT BOARD MEETINGS

10.1 All decisions at Board Meetings will be deemed to be passed if a majority vote is obtained.

10.2 The Chairperson at any meeting shall have a casting as well as a deliberative vote.

10.3 All voting at Board Meetings shall be in person.

10.4 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.

10.5 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. DUTIES OF OFFICE BEARERS

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

11.1 DUTIES OF CHAIRPERSON

- Manage the performance of the CEO/Manager or General Manager
- Ensure regular Board Meetings are held.
- Encourage other Board members to attend meetings.
- Draw up an agenda for the meetings with the assistance of the Secretary and/or staff of the Association.
- Prioritise agenda items and if necessary set time limits.
- Lead the meeting through the agenda, keeping discussion relevant and decision making clear and encouraging broad participation.
- Note motions and amendments (with the Secretary) and put these to the meeting to vote on.
- Sign the minutes after they have been confirmed as an accurate record of the previous meeting.
- Ensure meetings are run in accordance with these Rules.
- Act as a spokesperson for the service.

11.2 In the absence of the Chairperson at a Board Meeting, a Board member elected by a majority vote of the Board shall undertake the duties of the Chairperson.

11.3 DUTIES OF THE SECRETARY

- (a) Call meetings in accordance with the provision of these Rules.
- (b) Ensure that accurate minutes are taken of Board Meetings and any other meetings of the organisation and are properly filed.
- (c) Ensure that copies of minutes are distributed to members.
- (d) Work with the Chairperson to note motions and amendments to be voted on in meetings.
- (e) Ensure that a list of correspondence received and sent is available at each monthly Board Meeting and that correspondence requiring action by the Board is brought to the Board's attention.
- (f) Ensure that correspondence is properly filed and up-to-date and is available for any member to examine.
- (g) Receive and submit all applications for membership to the Board for consideration.
- (h) Keep a Register of Members and Board Members as per Clauses 5.8 and 7.3.
- (i) Be responsible for the Seal of the Association and ensure that it is only used on proper authority.
- (j) Bring to the Board's attention all legal obligations of the Association.

11.4 In the absence of the Secretary at a Board Meeting another member shall be elected as minutes Secretary.

11.5 DUTIES OF THE TREASURER

- (a) Ensure the safekeeping of all books and documents of a financial nature, including securities.
- (b) Ensure proper books of account are kept.
- (c) Ensure the financial requirements of funding bodies are met.
- (d) Ensure monthly financial reports are produced.
- (e) Ensure a report on the financial position of the Association is presented at monthly Board Meetings.
- (f) Ensure Board members understand the financial reports.
- (g) Ensure an audit of the books is prepared each year.
- (h) Ensure an annual budget is prepared at the beginning of each financial year.
- (i) Ensure the accounts of the Association, showing the financial position at the end of the preceding financial year, are submitted to members at the Annual General Meeting.
- (j) Ensure funds are being appropriately managed.

11.6 DUTIES OF OTHER BOARD MEMBERS

Other Board members may assist the Chairperson, Secretary or Treasurer in undertaking their duties through the position of Vice-Chairperson, Secretary or Treasurer.

11.7 DUTIES COMMON TO ALL BOARD MEMBERS

- (a) Ensure the viability of the Association through maintaining community support and membership.
- (b) Assist the Secretary to ensure compliance with all legal obligations of the Association.
- (c) Act as a spokesperson for the Association when requested by the Board.
- (d) Manage and support staff when requested by the Board.
- (e) Be a member of and/or chair sub-Boards/task groups as required.
- (f) Sign letters or documents on behalf of the Association as required.

11.8 SPOKESPERSON

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

12. DUTIES COMMON TO ALL BOARD MEMBERS

- (1) A member of the Board who is interested in any contract arrangement made or proposed to be made with the Association shall disclose his interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if his interest then exists, or, in any other case, at the first meeting of the Board after the acquisition of his interest.
- (2) If a member of the Board becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the Board after he becomes so interested.
- (3) No member of the Board shall vote as a member of the Board in respect of any contract or arrangement in which he is interested and if he does vote his vote shall not be counted.

13. MEETINGS

13.1 BOARD MEETINGS

- (a) The Board shall meet as often as may be required to conduct the business of the Association at such time and place as the Board shall determine, and in any event not less than eight (8) times each year.
- (b) 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.
- (c) The business of Board Meetings shall include:
 - (i) Apologies
 - (ii) Support Workers' Representative Report
 - (iii) Case Manager's Report
 - (iv) Minutes from Last Meeting
 - (v) Business Arising
 - (vi) Correspondence
 - (vii) Reports
 - Financial Report
 - Manager's Report
 - (viii) Strategic Plan, Policy Development and Review
 - (ix) General Business
 - (x) Board Self Appraisal
- (d) **QUORUM FOR BOARD MEETINGS**
The quorum for a meeting shall be three (3) members, one of which must be the Chairperson, Secretary or Treasurer.
- (e) The Chairperson or two members of the Board shall have the power to call a meeting of the Board.

13.2 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.

13.3 ANNUAL GENERAL MEETING

- (a) The Annual General Meeting shall be held within four (4) months of the end of the Association's financial year on a day to be determined by the Board and include in its agenda the Annual Report of the Board.
- (b) The Public Officer of the Association shall, at least fourteen days before the date fixed for holding an Annual General Meeting of the Association, 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.
- (c) Not less than ten clear days notice shall be given of the Annual General Meeting and shall specify the place, date and hour.
- (d) The business of the Annual General Meeting shall be:
 - (i) Minutes of the previous year AGM.
 - (ii) The receipt of the Chairperson's report for the previous financial year.
 - (iii) Receipt of the Manager's report.
 - (iv) The receipt of the Treasurer's report and the audited financial Statements for the previous financial year, together with the financial budget for the next or current 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.

13.4 SPECIAL GENERAL MEETING

- (a) The Secretary shall call a Special General Meeting of the Association 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.

Each Special General Meeting shall be held within twenty-eight (28) days of receipt or request.

- (b) Not less than seven (7) clear days notice and in the case of a proposed alteration to the Rules of Association, 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.

13.5 QUORUM FOR ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS

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.

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.

The quorum for such adjourned meeting shall be reduced to one third of the members, failing which the meeting shall lapse.

13.6 VOTING AND THE ELECTION OF OFFICERS AT GENERAL MEETINGS

- (a) Voting shall be by a show of hands, except that a secret ballot shall be held if a request is made by a financial member present. The Chairperson shall determine the manner in which the secret ballot will be conducted, and the result as declared by the Chairperson, shall be deemed to be a resolution of the meeting concerned.
- (b) At the Annual General Meeting, the following provisions relating to election of officers 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 final voting figures.
- (c) Voting at the Annual General Meeting and Special General Meetings may be by proxy vote. The member not present shall advise the Secretary, in writing, prior to the meeting of their appointed proxy.
- (d) Resource persons with special interests or knowledge relevant to the Association may be invited by the Chairperson or a majority vote of the Board to attend any meeting but such persons may not vote.

14. FINANCE

- 14.1 All such funds shall be deposited to the credit of the Association at such Bank or Building Society as may be approved by the Board from time to time. All such accounts shall be operated by, and require the signature of at least one (1) Board Member and one (1) staff member of the Association.
- 14.2 Two (2) Board members and two (2) staff members shall be chosen by the Board to be signatories to the bank accounts of the Association.
- 14.3 The Association's financial and membership year shall run from July 1 of one year to June 30 of the following year.

15. AUDITED ACCOUNTS AND RECORDS

- 15.1 The Board shall appoint an Auditor not being a member of the Association, who shall audit the accounts and records of the Association annually and the Treasurer shall present to the Annual General Meeting a report as to the financial position of the Association.
- 15.2 In the report, and in certifying the accounts, the Auditor shall state -
 - (a) Whether he/she has obtained the information required by him/her;
 - (b) Whether in his/her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his/her disposal and the explanations given to him/her as shown by the books of the Association; and

- (c) Whether the rules relating to the administration of the funds of the Association have been observed.

15.3 The Treasurer of the Association shall cause to be delivered to the Auditor a list of all the accounts, books and records of the Association.

16. INSPECTION OF ASSOCIATION RECORDS

Upon reasonable notice to the Secretary, any financial member may inspect the Constitution, books and documents of the Association, excluding those of a confidential and personal nature that relate to staff and clients of the Association.

17. COMMON SEAL OF ASSOCIATION

17.1 The Association shall have a Common Seal on which its corporate name shall appear.

17.2 The Common Seal of the Association shall not be used without the express authority of the Board and every use of that Common Seal shall be recorded in the register of minutes of meetings and notices.

17.3 The affixing of the Common Seal of the Association shall be witnessed by two (2) Board members including at least one (1) of the Chairperson, Secretary or Treasurer.

17.4 The Common Seal of the Association shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

18. ALTERATION OF RULES

18.1 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 Association, 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 Association have been notified of the proposed amendment or replacement at least fourteen (14) days prior to that meeting.

19. NON-PROFIT CLAUSE

The assets and income of the Association 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 Association except as bonafide compensation for services rendered or expenses incurred on behalf of the Association.

20. DISSOLUTION

20.1 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 Association wound up.

20.2 In the event of the Association being wound up -

(a) every member of the Association and

(b) every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Association, is liable to contribute to the assets of the Association for payment of debts or liabilities of the association 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 Association contracted after he ceases to be a member.

20.3 If the fund and/or 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:

- gifts of money or property for the principal purpose of the organisation;
- contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation and
- money received by the organisation because of such gifts and contributions.

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.

Familiarity with the Constitution

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 Associations Act are met.

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.