

Constitution

Autism Association of South Australia Incorporated

Current from 27 September 2005

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I NAME

The name of the Association shall be **AUTISM ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED** (hereinafter referred to as "the Association").

2 OBJECTS

The objects of the Association shall be:

- a) To promote and encourage the treatment, education and welfare and acceptance of people with Autism Spectrum Disorders
- b) To provide assistance, advice and a range of services for people with Autism Spectrum Disorders and their families
- c) To provide publications, courses and other facilities for the imparting of knowledge and the exchange of ideas in respect of Autism Spectrum Disorders
- d) To develop public awareness of Autism Spectrum Disorders and promote community involvement and support for people with Autism Spectrum Disorders and their families;
- e) To liaise with Government Departments and other organisations and agencies interested in the welfare of people with Autism Spectrum Disorders
- f) To provide and maintain suitable premises and equipment for the purposes of the Association
- g) To promote and facilitate research into the causes and treatment of Autism Spectrum Disorders
- h) To assist other organisations in the treatment, education and welfare of people with a disability which is not an Autism Spectrum Disorder where the provision of such assistance enhances the Association's ability to pursue one or more of its objects with respect to people with an Autism Spectrum Disorder and
- i) Generally, to do all such lawful things as are incidental or conducive to the attainment of the above objects.

3 POWERS

- a) The Association shall have the following powers (in addition to and without prejudice to any other powers herein expressed or implied under or by virtue of the provisions of the Associations Incorporation Act, 1985, as amended from time to time or any Act in substitution thereof):
 - i) To do all such things as are necessary to continue the incorporation of the Association under the provisions of the Associations Incorporation Act, 1985, as amended or any Act in substitution thereof;
 - ii) To construct, maintain and alter any building or works necessary or convenient for the purposes of the Association;
 - iii) To purchase, take or lease, exchange, hire or acquire and hold any real or personal property (including chattels real);
 - iv) To pay for any real or personal property acquired or to be acquired by the Association for cash, or to allow the whole or any portion of the purchase money to remain owing on mortgage or otherwise upon such terms as the Board shall think fit;
 - v) To borrow or raise money at interest for any purpose whatsoever;

- vi) To sell, lease, let, mortgage or charge any real or personal property belonging to or to belong to the Association;
 - vii) To invest or otherwise deal with the monies of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined;
 - viii) To hold and administer property on trust;
 - ix) To raise, receive, have, hold, administer and dispose of monies in the form of subscriptions, donations, legacies, bequests or as a consequence of fundraising activities of all types or otherwise received from any other source whatsoever;
 - x) To appoint, employ and at its discretion pay officers, agents and servants and to dismiss or suspend them; and
 - xi) to expend money on the printing and publication of any book, paper, periodical, magazine, news-sheet, report, treatise or other like writing devoted or primarily devoted to the attainment of the objects of the Association or any of them.
- b) The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association and no proportion thereof shall be paid or transferred directly or indirectly by way of profit to the members thereof.

4 MEMBERSHIP

- a) The membership of the Association shall comprise:
- i) Any person interested in the affairs of the Association and paying the prescribed membership fee;
 - ii) Any person elected to life membership at an Annual General Meeting on the recommendation of the Board and;
 - iii) Any body corporate, voluntary organisation, or organisation interested in the affairs of the Association which, upon paying the prescribed membership fee, shall become a Group Member of the Association and may annually appoint not more than two (2) of its members to be members of the Association.
- b) Any person elected to life membership as aforesaid shall have the same obligations, rights and privileges (including full voting rights) as an ordinary member except the obligation to pay the prescribed membership fee and the consequences of non-payment thereof.

5 ANNUAL MEMBERSHIP FEES

- a) The annual membership fee shall be determined from time to time by the Board and shall be payable yearly in advance
- b) Any member whose membership fee is unpaid as to any part for a period of three (3) calendar months after it is due may at the discretion of the Board be:
- i) Deprived of the privileges of membership until annual membership fee is paid in full or
 - ii) Struck off the list of members and thereafter cease to be a member.

6 MEETINGS

Annual General Meeting

- a) The Annual General Meeting of the members of the Association shall be held prior to the 30th day of September in each year to:
 - i) consider and, if thought fit, to receive and adopt the Annual Reports of the Chief Executive Officer;
 - ii) consider and, if thought fit, to receive and adopt the audited financial statements and the Annual Report of the Treasurer;
 - iii) elect the members of the Board;
 - iv) consider and, if thought fit, to approve any amendment to this Constitution of which proper notice shall have been given as provided in Clause 19 hereof; and
 - v) transact such other business as may be brought before the meeting in conformity with any by-laws under this Constitution or which the Board may consider relevant.

Special General Meeting

- b) A Special General Meeting:
 - i) may be called at any time by the direction of the Board; or
 - ii) shall be called by the Board for a date within thirty (30) days after receipt of a requisition to that effect signed by not less than ten (10) financial members specifying the business to be transacted at such meeting.

Notices

- c) Notices of all Annual General Meetings and Special General Meetings shall be given by posting to each financial member at least fourteen (14) days prior to each meeting of a notice in writing specifying the place, day, hour and agenda for the meeting.

Quorums

- d) No business shall be transacted at any Annual General Meeting or Special General Meeting unless a quorum of not less than ten (10) financial members is present at the commencement of such business. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such place, date and time as the President or Chairperson of the meeting for the time being shall then decide **PROVIDED THAT** no such meeting shall stand adjourned for more than fourteen (14) days following the date of the adjournment. If at such adjourned meeting a quorum is not present those present shall constitute a quorum and may proceed to transact the business for which the meeting was called.

7 MANAGEMENT OF THE ASSOCIATION

The Board

- a) The Management of the Association shall be vested in a Board of Management (herein referred to as "The Board") consisting of no less than six and no more than nine members. The Board will include:
 - i) Four members of the Autism Association of South Australia Inc. being parents and/or clients.
 - ii) Up to four members having expertise in one or more of the following areas:
 - legal
 - financial
 - management
 - knowledge and understanding of Autism Spectrum Disorders
 - iii) One member of the Association elected by the employees of the Association.
- b) Board members shall hold office until the close of proceedings of the Annual General Meeting, even if retiring thereafter.
- c) Any member of the Board who has completed a two year term of office is eligible for re-election.
- d) An act or decision of the Board shall not be invalid by reason only of any vacancy in the office of a member of the Board or on the ground of any defect in the nomination or appointment of any member of the Board.
- e) The Board shall be entitled to exercise all or any of the powers of the Association, subject only to any directions given to it by resolution of a Special General Meeting of the members thereof called for that purpose.

Honorary Office Bearers

- f)
 - i) The Honorary Office bearers of the Association shall consist of the President, Vice President and the Treasurer.
 - ii) The Board shall at its first meeting held after the Annual General Meeting elect from its own membership the President, Vice-President and a Treasurer.
 - iii) No employee of the Association shall be eligible for election to be any one of the said Honorary Officer Bearers.

Board Meetings

- g)
 - i) The Board shall meet not less than eight (8) times per year **PROVIDED THAT** the period between any Board meeting shall in no circumstances be more than eight (8) weeks.
 - ii) No business shall be transacted unless a quorum of four (4) members of the Board is present.
 - iii) Notice in writing of all Board meetings and sub-committee meetings shall be given by posting same to each member thereof at least three (3) days prior to any such meeting **PROVIDED THAT** the Board or sub-committee (as the case may be) may only on grounds of emergency resolve to abridge the said period of three (3) days and the giving of such written notice.
 - iv) The Chief Executive Officer shall be entitled to attend Board Meetings unless the Board resolves to exclude him/her from a specified meeting.

Casual Vacancies

- h) Whenever a casual vacancy in any elective office or in the membership of the Board or of any sub-committee thereof or any committee appointed pursuant to sub-clause (j) hereof shall occur (the filling of which is not provided for in this Constitution) the Board may in its absolute discretion appoint a person to fill such vacancy. The person so appointed shall in every instance continue in such office or retain such membership no longer than a holder of such office would have continued therein, or a member of a committee or sub-committee would have retained such membership if appointed, nominated or elected pursuant to the usual course.

Patron and Vice-Patrons

- i) The Board may from time to time appoint a Patron and one or more Vice-Patrons of the Association who need not be members of the Association.

Committees

- j)
 - i) The Board may from time to time appoint such Committees as they may deem necessary or expedient, and may depute or refer to them such of the powers and duties of the Board as the Board may determine.
 - ii) Each Committee shall report its proceedings to the Board and shall conduct its business in accordance with the directions of the Board which may itself act in any matter, notwithstanding the existence of a Committee formed for that purpose.

Power to Co-opt

- k)
 - i) The Board shall have the power to co-opt to the Board any member or members of the Association to assist in the conduct of the business of the Board as they may deem necessary or expedient.
 - ii) Such co-opted members shall give advice to the Board but shall NOT have the same obligations, rights and privileges (including voting rights) of Board members.

By-laws

- l)
 - i) The Board shall have power from time to time when and as it may think fit, to pass, alter or rescind by-laws providing for the due management and regulation of the affairs of the Association.
 - ii) By-laws made pursuant to the previous sub-clause hereof shall be entered in a book which shall be kept for the inspection of members and such by-laws may be printed and circulated at the discretion of the Board.
 - iii) Any by-laws variations or rescissions made or resolved upon by the Board since the last Annual General Meeting of the Association shall be laid before the following Annual General Meeting for confirmation by it or by a Special General Meeting called for that purpose. Such Annual General Meeting or Special General Meeting, as the case may be, may confirm, disallow or vary any by-law or by-laws or variations or rescissions made or resolved upon by the Board so placed before it **provided that** any act bona fide done by the Board or any person pursuant to or consequent upon any by-law or variation or rescission thereof prior to such disallowance or variation shall be valid and effectual for all purposes.

Property

- m) No member of the Board may without the approval of the Board, sell, encumber or otherwise deal with any Association property or commit the Association to any expense.

Public Officer

- n) The Board shall, from time to time, appoint a person to act as Public Officer pursuant to the Associations Incorporation Act, 1985, as amended or any Act in substitution thereof.

Voting Rights

- o) All Board members shall have equal voting rights

8 ELECTIONS

- a) Elections shall be by secret ballot or a show of hands whichever is stipulated by the President or Chairperson of the meeting for the time being.
- b) An equality in voting shall be resolved in favour of the retiring candidate.
- c) Nominations shall be called for at least fourteen (14) days before the Annual General Meeting and shall close with the Chief Executive Officer seven (7) days before that meeting.
- d) The ballot paper shall show candidates' names in alphabetical order.
- e) If at any election there shall be less nominations than vacancies to be filled additional nominations may be called for and accepted at the meeting at which the election is to take place.

9 PRESIDENT

The President for the time being shall take the chair at all Annual General, Special General and Board meetings. In his/her absence or if he/she is unwilling to act, the Chair shall be taken by the Vice-President. In the absence or unwillingness of the President and the Vice-President to act, the chair shall be taken by another Board member chosen by the meeting. In the absence or unwillingness of all Board Members to act at an Annual General Meeting or Special General Meeting the meeting shall elect a member of the Association who is present to take the chair.

10 CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall be directly responsible to the Board of Management for all aspects of the management of the Association, its programmes, and various professional, educational, administrative and public relations functions.

11 TREASURER

The duties of the Treasurer shall be to:

- a) Advise and consult with the Chief Executive Officer on the financial affairs of the Association;

- b) Present the financial statements of the Association to the 30th June of each year and present and compile a report thereon to the Annual General Meeting; and
- c) Do such other things as may be prescribed by by-laws.

I2 FINANCE

- a) All moneys received shall be deposited in the Association Accounts or in such Financial Institutions as shall be determined from time to time by the Board;
- b) Cheques, or if a savings account per medium of a withdrawal form drawn on such account, shall be signed by any two persons authorised from time to time by a resolution of the Board;
- c) Notwithstanding any other provisions of this clause, the Board may by resolution from time to time authorise any office-holder or employee of the Association to retain such sum or sums by way of petty cash as it shall deem appropriate and to make expenditures therefrom upon and subject to such conditions as the board shall prescribe.

I3 REMUNERATION OF MEMBERS

Except as hereinbefore provided in placitum (iii) of sub-clause (f) of Clause 7 hereof no member shall be disqualified from holding office in or from obtaining and continuing his/her membership of the Association by reason of the fact that he/she is an employee of the Association or has been remunerated by the Association for any business or other act done by him/her in the conduct of the Association.

I4 AUDITORS

The Auditor shall:

- a) Be appointed annually by the Board to audit the financial statements of the Association;
- b) Express an opinion on the same before they are presented to the Annual General Meeting.
- c) Be a member of a recognised accountancy society **PROVIDED THAT** he/she shall not be an officer, a member of the Board or an employee of the Association;
- d) Have the power to call for the production of all books, papers, accounts and documents relating to the affairs of the Association and be entitled to require proper explanations thereof by the office-holders and employees of the Association; and
- e) Be eligible for re-appointment from year to year.

I5 VOTING

- a) Each member shall be entitled to one vote
- b) In the event of equality it shall be resolved to preserve the status quo.
- c) The President or Chairperson of the meeting for the time being may exercise a deliberative vote only provided he/she does so before the result is known.
- d) No member shall be entitled to vote by proxy.

16 OWNERSHIP OF PROPERTY

- a) The property of the Association subject to the liabilities thereof and subject to Clause 20 hereof shall belong to the members for the time being.
- b) No member shall by reason of his/her membership have any transmissible or assignable interest by operation of law or otherwise in any of the property of the Association
- c) On the resignation or expulsion of any member all his/her interest in the property of the Association shall survive accrue and belong to the other members for the time being.

17 COMMON SEAL

- a) The Association shall have a common seal which shall remain in the custody of the Chief Executive Officer
- b) The Common Seal of the Association shall only be affixed to any instrument by authority or by resolution of the Board and in the presence of at least one (1) member of the board who shall sign every instrument to which the common seal shall be affixed and every instrument shall be countersigned by any one of the President, Vice-President, Treasurer or Chief Executive Officer. Each member of the Board for the time being shall have authority to use the Common Seal.
- c) The Chief Executive Officer shall keep a Seal Register which shall contain particulars of;
 - i) each and every instrument to which the Common Seal is affixed;
 - ii) the date upon which the Board authorised the use of the Common Seal; and
 - iii) the names of those authorised persons in whose presence the common seal was so affixed.

18 AFFILIATION WITH OTHER ORGANISATIONS

The Board may;

- a) Make application for affiliation with such organisations and associations as the Board in its absolute discretion from time to time thinks fit;
- b) Elect a representative or representatives to attend meetings of such organisations and
- c) Invite a representative or representatives for such organisations and associations aforesaid to attend any meeting of the Association.

19 AMENDMENT OF CONSTITUTION

This Constitution may be amended by a resolution passed by a two-thirds (2/3) majority of the financial members present and voting at:

- a) An Annual General Meeting of which notice of the proposed amendment shall have been included in the notice convening the meeting; or
- b) A Special General Meeting called for such purpose.

20 DISSOLUTION

- a) A Special General Meeting called for that purpose may, by a three quarters (3/4) majority of the members present and voting, resolve to dissolve the Association. If such resolution is confirmed by the same said majority at a subsequent Special General Meeting held not less than twenty one (21) nor more than thirty five (35) days thereafter the Association shall thereupon be dissolved.
- b) The notice convening each of the Special General Meetings referred to in sub clause (a) hereof shall state that the dissolution of the Association is to be proposed or confirmed as the case may be.
- c) In the event of the Association being dissolved or wound up the property of the Association shall be sold by public auction, or private tender, at the highest figure and the proceeds of such sale after payment of the just debts of the Association shall be divided amongst those charitable or non-profit organisations or associations formed for the benefit of handicapped persons as a simple majority of the members present and voting at either of the Special General Meetings referred to in sub-clause (a) hereof resolve.

21 MEMBERS BOUND

By the payment of his/her annual membership fee each member shall by implication be deemed to acquiesce in this Constitution and the by-laws of the Association (if any) and acknowledge that he/she is bound thereby.

22 INTERPRETATION OF CONSTITUTION AND BY LAWS

The decision of the Board on the construction or interpretation of this Constitution or any by-laws made thereunder shall be conclusive and binding on all members unless and until the same shall be overruled by an Annual General Meeting or Special General Meeting called for that purpose.

23 CIRCUMSTANCES NOT PROVIDED FOR

If any circumstances shall arise as to which this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions the Board shall, subject to any direction from time to time given to it by resolution of an Annual General Meeting or Special General Meeting called for that purpose, have power to determine what action may be taken to best give effect to the objects of the Association and ensure its efficient administration and every act of the Board bona fide resolved upon pursuant to this clause shall be as valid and effectual as if specifically authorised herein.

24 SAVINGS PROVISIONS

- a) The Constitution first adopted on the 30th day of November 1964, and amended from time to time, is hereby repealed
- b) Any appointment made or motion passed under the Constitution hereby repealed, if in force at the commencement of this Constitution, shall continue in force as far as practicable as if made or passed under this Constitution.