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1. NAME

- 1.1. The name of the Association will be "South Australian Council of Social Service Incorporated", hereinafter referred to as "SACOSS".

2. DEFINITIONS

In this constitution, unless the contrary intention appears:

- 2.1. 'the Act' means the Associations Incorporation Act 1985 (SA);
- 2.2. 'the Chairperson' shall be as defined in the position descriptions for office bearers as approved from time to time by the Board;
- 2.3. 'the Treasurer' shall be as defined in the position descriptions for office bearers as approved from time to time by the Board;
- 2.4. 'the Deputy Chairperson of Board' shall be as defined in the position descriptions for office bearers as approved from time to time by the Board;
- 2.5. 'the Deputy Chairperson of Policy Council' shall be as defined in the position descriptions for office bearers as approved from time to time by the Board.

3. VISION AND MISSION

3.1. Vision

Justice, opportunity and shared wealth for all South Australians.

3.2. Mission

The mission of SACOSS is to:

- 3.2.1. Promote self empowerment (consumers' rights and interests) to the development of just social and economic policy in South Australia.
- 3.2.2. Promote the rights and interests of people who are disadvantaged.
- 3.2.3. Ensure the maintenance of a professional, influential non-government sector within the community services and health industries.

4. OBJECTIVES

The objectives of SACOSS are:

- 4.1. To develop and implement policies and programs for the eradication of poverty and disadvantage.
- 4.2. To improve social and economic conditions in the community for individuals, families and groups who are disadvantaged and vulnerable.
- 4.3. To promote the process of reconciliation with Aboriginal and Torres Strait Islander people.
- 4.4. To promote a multicultural and diverse society.
- 4.5. To promote the improvement of standards in the community services and health industries.

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- 4.6. To assist organisations in the community services sector to develop services that are effective, efficient and professional and encourage them to develop and implement policies and programs for the eradication of poverty and disadvantage.
- 4.7. To represent the views and needs of consumers and specific populations to all levels of government, the non-government sector, the media and general public, in relation to social policies, community services planning and service delivery issues.
- 4.8. To educate community service providers and the public about issues affecting social and community service organisations and low income consumers.
- 4.9. To advocate for well-informed social and economic policy, based on the principles of social justice.
- 4.10. To promote participation of consumers and other members of the community in social policy and program development.
- 4.11. To promote and undertake research into social development needs and services.
- 4.12. To promote consultation and co-operation and to consolidate linkages between government and non-government organisations in all areas of community services.
- 4.13. To provide collaborative structures between peak bodies in the community services and health industries and to encourage links with other sectors and industries.
- 4.14. To co-operate with the Australian Council of Social Service (ACOSS) in the promotion of social development in Australia.
- 4.15. To do all such other things as may be incidental to the attainment of such objectives.

5. MEMBERSHIP

5.1. Organisational membership

- 5.1.1. Organisations with a commitment to the mission and objectives of SACOSS and that have an involvement and interest in the community services sector can apply in writing to be organisational members of SACOSS.
- 5.1.2. Upon acceptance of the application by the Board and upon payment of the first annual subscription, the applicant shall be entered upon the Register of Members and become an organisational member of SACOSS.
- 5.1.3. The Board may refuse organisational membership to any applicant at its discretion.
- 5.1.4. Organisational members must nominate two official representatives, each of whom can exercise one vote on behalf of their organisation.

5.2. Individual membership

- 5.2.1. Individuals with a commitment to the mission and objectives of SACOSS, and who are interested in the provision of community services may apply in writing to be individual members of SACOSS.
- 5.2.2. Upon acceptance of the application by the Executive Director, and upon payment of the first annual subscription, the applicant shall be an individual member of SACOSS.
- 5.2.3. Individual members may exercise one vote.

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- 5.2.4. The Executive Director may refuse individual membership to any applicant at his/her discretion.
- 5.3. Honorary Life Membership
 - 5.3.1. The Board may confer honorary life membership on individuals in recognition of outstanding service to SACOSS.
 - 5.3.2. Honorary life members will not be required to pay subscription fees.
 - 5.3.3. Honorary life members shall have all the rights of individual membership.
- 5.4. Only members or, in the case of organisational members, their official representatives shall have:
 - 5.4.1. The right to vote in elections for the Board and for the Policy Council and at General Meetings of SACOSS.
 - 5.4.2. The right to stand for election to, and to be appointed to, the Board and the Policy Council.
- 5.5. If an individual or honorary life member is unable to attend any General Meeting of SACOSS, they may appoint a proxy, who must also be an individual or honorary life member of SACOSS, by providing written notification of the appointment to the Executive Director.
- 5.6. If one or both of the official representatives of an organisational member cannot attend any General Meeting of SACOSS, the organisational member may from its own membership appoint a proxy or proxies to attend and vote in the place of the official representative/s.
 - 5.6.1. A duly authorised officer of the member organisation must provide written notification of the appointment of proxy to the Executive Director of SACOSS.
- 6. MANAGEMENT
 - 6.1. The management of SACOSS shall vest in a Board and a Policy Council.
- 7. BOARD
 - 7.1. The property and affairs of SACOSS shall be under the control and management of the Board.
 - 7.2. The Board shall ensure that the affairs of SACOSS are managed at all times honestly and with due diligence.
 - 7.3. The powers of the Board shall include:
 - 7.3.1. The financial management of SACOSS and the management of assets, funding and commercial affairs of SACOSS.
 - 7.3.2. Appointment of an auditor.
 - 7.3.3. The management of the legal responsibilities of SACOSS.
 - 7.3.4. The management of the human resource and staffing issues, industrial relations, occupational health and safety issues of SACOSS.
 - 7.3.5. The management of all matters in the area of membership of SACOSS, including procedures for the admission of members to SACOSS and the provision of information to members about the activities of SACOSS.

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- 7.3.6. The management of relationships with ACOSS, with members of the COSS network in other states and territories of Australia, and with all other organisations, including government and non-government agencies.
 - 7.4. The Board shall act consistently with any resolutions properly made by the Policy Council in accordance with the provisions of this constitution.
 - 7.5. The Board may act for all purposes, notwithstanding any vacancy in its number.
 - 7.6. All proceedings at any meeting of the Board which has a quorum shall be valid, notwithstanding that it may afterwards be discovered that any of its members have been informally elected or not properly qualified.
 - 7.7. The Board shall determine the annual subscription payable by members.
 - 7.8. Membership may be suspended or terminated by majority vote at a Board meeting.
 - 7.9. Any suspended member may on not less than two weeks' written notice require the suspension to be reconsidered at one subsequent General Meeting.
 - 7.10. SACOSS shall not be required to accept the renewal of membership of a suspended member when renewal next falls due.
 - 7.11. In addition to all powers hereby expressly conferred and those conferred by the Associations Incorporation Act upon it and without detracting from the generality of its powers, the Board shall have the following powers:
 - 7.11.1. To expend the funds of SACOSS in such manner as it shall consider most beneficial for its purposes and to invest in the name of SACOSS such part thereof as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale for the purpose of SACOSS.
 - 7.11.2. To acquire in the name of SACOSS, build, alter, repair, improve, sell or dispose of or otherwise deal with any land, building or premises for the use of SACOSS.
 - 7.11.3. To enter into contracts on behalf of SACOSS.
 - 7.11.4. To borrow money upon the security of any part of the property of SACOSS and to grant or direct to be granted mortgages for securing the same.
 - 7.11.5. To make rules regarding the conduct of its business and the general administration of SACOSS.
 - 7.11.6. To delegate all or any of its powers to any committee, other than the power of sub-delegation.
 - 7.11.7. To manage the affairs of SACOSS and to engage, appoint, remove or dismiss any officers or employees or regulate any of their duties.
 - 7.11.8. Generally to do all things necessary or expedient for the due conduct of the affairs of SACOSS not otherwise provided for in this constitution and do all such things as are incidental or conducive to the attainment of its objects.
 - 7.12. The Board shall meet at least eight times each year.
8. MEMBERSHIP OF THE BOARD
- 8.1. The Board shall consist of not less than eight or more than twelve members comprising:

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- 8.1.1. The Chairperson
- 8.1.2. The Treasurer
- 8.1.3. The Executive Director
- 8.1.4. The Deputy Chairperson, who shall be drawn from the number of those persons elected under 8.1.5 or co-opted under 8.1.6
- 8.1.5. Seven members of SACOSS elected in accordance with the provisions of clause 11, plus
- 8.1.6. Not more than two persons coopted by the Board subsequent to the Annual General Meeting after taking into account the need to provide the Board with requisite expertise.
- 8.2. The Chairperson shall be elected to the position in accordance with the provisions of clause 13.2. of this Constitution.
- 8.3. The Treasurer shall be elected to the position by the Board by majority vote at the first Board meeting following the Annual General Meeting.
- 8.4. Any individual may stand for the position of Chairperson or Treasurer of the Board without restriction.
 - 8.4.1. Membership of the Board is not a pre-requisite of nomination for either position.
 - 8.4.2. Any person elected as Chairperson or Treasurer who is not a current member, or an official representative of a member of SACOSS, must become a member or representative in order to be eligible to accept appointment to the position.
- 8.5. Each of the Chairperson and Treasurer shall serve a two year term.
- 8.6. The Deputy Chairperson shall be elected by the Board from within its membership by majority vote at the first Board meeting following the Annual General Meeting and shall hold office for one year.
- 8.7. The Executive Director of SACOSS shall be an ex officio voting member of the Board.
- 8.8. Should a position appointed under 8.1.2. or elected under 8.1.5 become vacant, the Board may appoint a replacement member for the remainder of the term of the vacancy.
- 8.9. The term of membership of the Board for all members shall be two years from the date of the Annual General Meeting at which they are declared elected. For the purpose of this clause, a year shall be defined as the period between consecutive Annual General Meetings.
- 8.10. The Board may appoint sub-committees of members and non-members for specific purposes who shall meet as they see fit, or as directed by the Board, and who shall report to the Board.
- 8.11. A quorum of the Board shall be not less than one more than one half of its voting members, including either the Chairperson or Deputy Chairperson.
- 8.12. All questions shall be decided by the votes of the majority of the members of the Board present and voting at any meeting. In case of equality of votes, the chairperson of the meeting shall have a casting vote.

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- 8.13. An Office Bearer or other Member of the Board shall cease to hold such office upon:
 - 8.13.1. resignation in writing;
 - 8.13.2. suspension or termination of SACOSS membership; or
 - 8.13.3. breach of the Board Member Code of Conduct.
- 8.14. Board members must not vote in any decision in which they or a close associate have a financial interest and must not use their position to obtain any financial or other advantage for themselves or for a close associate.
- 8.15. Any Board member may cast a vote at a Board meeting by proxy, through any other member of the Board. Notification of proxy voting rights must be made formally and in writing to the Chairperson prior to the meeting.
- 8.16. Board members upon election may express the views and interests of any organisation or group of which they are a member or which they represent, but must vote in the interests of SACOSS and to carry out its objects.

9. POLICY COUNCIL

The Policy Council shall have responsibility for the development and promotion of policy on social, economic and political issues, together with responsibility for sector and industry development.

9.1. Policy Development

The Policy Council shall consider, develop and promote policies on the range of social, economic and political issues in accordance with the Vision and Mission of SACOSS.

9.2. Sector and Industry Development

The Policy Council shall have responsibility for contributing to the development and maintenance of a well-managed and influential non-government sector within the community services industry in South Australia. The Policy Council shall have responsibility for considering and implementing strategies for reform of structures, systems and policies which create or maintain disadvantage, inequity and injustice.

10. MEMBERSHIP OF THE POLICY COUNCIL

10.1. The Policy Council shall consist of not more than thirty nine members, including:

10.1.1. The Chairperson;

10.1.2. The Executive Director;

10.1.3. A minimum of 22 and a maximum of 35 representatives elected by and from members of SACOSS and representing the categories set out in clauses 10.1.4.1. to 10.1.4.6. inclusive, with each category having a desired minimum number of representatives as specified. The Policy Council shall from time to time determine any maxima for each category of election, and shall approve rules for the determination of elections:

10.1.3.1. At least three members of the Board to be appointed by the Board if not elected by the annual postal ballot;

10.1.3.2. At least five representatives of peak organisations;

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- 10.1.3.3. At least six representatives of non-government community service and health agencies;
- 10.1.3.4. At least two representatives of Aboriginal community service and health agencies;
- 10.1.3.5. At least three representatives of non-metropolitan, rural and regional community service and health agencies; and
- 10.1.3.6. At least three individual members (including honorary life members).
- 10.1.4. There may be not more than one person co-opted by Policy Council subsequent to the Annual General Meeting after taking into account the needs of Policy Council.
- 10.2. The Chairperson is also the Chairperson of the Board.
- 10.3. The Deputy Chairperson shall be elected by the Policy Council from within its membership.
- 10.4. The Executive Director shall be ex officio voting members of the Policy Council.
- 10.5. The term of membership of the Policy Council for all members shall be two years from the date of the Annual General Meeting following their election. For the purpose of this clause, a year shall be defined as the period between consecutive Annual General Meetings.
- 10.6. Any organisation with elected representation on Policy Council can nominate an alternate to attend in the place of the elected representative.
- 10.7. Should a position become vacant the Policy Council may appoint a replacement member to fill the remainder of the term of the vacancy.
- 10.8. The Policy Council may make rules concerning the conduct of its affairs, may appoint sub-committees, standing committees, working parties and policy co-ordinators, from members and non members of SACOSS, for specific purposes and who shall meet as they see fit, or as directed by the Policy Council, and who shall report to the Policy Council.
- 10.9. A quorum of the Policy Council shall comprise twelve of its members present at the meeting including the Chairperson or Deputy Chairperson.
- 10.10. All questions shall be decided by the votes of the majority of the members of the Policy Council present and voting at any meeting. In case of equality of votes, the chairperson of the meeting shall have a casting vote.
- 10.11. Any Policy Council member may cast a vote at a Policy Council meeting by proxy, either through an alternative as identified consistent with the provisions of clause 10.6 or, in the case of individual members, through any other member of the Policy Council. Notification of proxy voting rights must be made formally and in writing to the Chairperson prior to the meeting.
- 10.12. The Policy Council shall meet at least six times each year.

11. ELECTIONS

- 11.1. All elections for membership of the Board and the Policy Council, outside of the provisions of clause 8.3 and clause 13.2., shall be conducted by postal ballot.
- 11.2. Not less than six weeks before the Annual General Meeting, the Executive Director shall cause a notice to be placed in the official SACOSS publication, or by separate

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mailing to all SACOSS members, calling for nominations from SACOSS members for membership of the Board and the Policy Council within the two weeks following.

- 11.3. Not less than two weeks before the Annual General Meeting, the Executive Director shall cause a postal ballot to take place of all SACOSS members for election of candidates, nominated in accordance with clause 11.2, to the Board and the Policy Council. No such postal ballot will be required if the number of vacancies on the Board and Policy Council is equal to or exceeds the number of nominees.
- 11.4. The Board and the Policy Council shall be elected by vote of the members.
 - 11.4.1. Individual and honorary life members shall each have one vote.
 - 11.4.2. Organisational members shall appoint two official representatives each of whom shall have one vote.

12. GENERAL MEETINGS

- 12.1. The Annual General Meeting shall be called by the Board and held after the 30th June and not later than the 30th November in each year.
- 12.2. At any Annual General Meeting or Special General Meeting, twenty members shall be a quorum.
- 12.3. The business of the Annual General Meeting shall be:
 - 12.3.1. Confirmation of the minutes of the previous Annual General Meeting.
 - 12.3.2. Adoption of the Annual Report of the activities of SACOSS for the preceding year.
 - 12.3.3. Adoption of the Audited Financial Statements and accompanying reports for the preceding financial year.
 - 12.3.4. Declaration of election results for the membership of the Board and of the Policy Council.
 - 12.3.5. Consideration of any items of general business submitted by the Board or by the Policy Council, submitted to the Board not less than four weeks prior to the date of the Annual General Meeting.
 - 12.3.6. Consideration of any items of general business submitted by members to the Board not less than four weeks prior to the date of the Annual General Meeting.
- 12.4. Special General Meetings of members shall be convened by decision of the Board or within twenty-eight days following receipt by the Executive Director of a written request to convene such a meeting signed by at least forty members specifying the business to be conducted at the meeting.
- 12.5. Written notice of all General Meetings shall be properly given to the members and official representatives either through SACOSS official publications, if normal publication schedule so permits, or through public notice in the major daily newspaper, in either case not less than fourteen days before the proposed meeting.
- 12.6. At a General Meeting, the meeting shall appoint its own chairperson.
- 12.7. All questions at any General Meeting shall be decided by the votes of the majority of the members present and voting. In case of equality of votes, the chairperson of

the meeting shall have a casting vote.

13. OFFICERS OF SACOSS

13.1. The officers of SACOSS are:

13.1.1. Chairperson

13.1.2. Treasurer

13.1.3. Executive Director

13.1.4. Deputy Chairperson (Board)

13.1.5. Deputy Chairperson (Policy Council)

13.2. The Chairperson shall be appointed for two-year terms by a joint meeting of the Board and the Policy Council.

13.3. In the event of a vacancy in the category of Chairperson, the vacancy shall be filled by a joint meeting of Board and Policy Council for the remainder of the term of the vacancy.

13.4. The Executive Director shall be appointed by the Board on such terms and conditions as the Board shall from time to time determine.

13.5. The Chairperson shall be entitled to take the chair at all general meetings, meetings of the Board and at all meetings of the Policy Council.

13.6. Members of the Board, the Policy Council and Committees, employees of SACOSS and other persons authorised by the Board, by the Policy Council or by Officers of SACOSS shall be indemnified out of the assets of SACOSS against any personal loss in respect of any pecuniary liability incurred as a result of approved activities carried out on behalf of SACOSS.

13.7. The Executive Director shall be responsible to the Board for the routine operations and management of the affairs of SACOSS, for the implementation of Board decisions and Policy Council decisions, and for the employment and supervision of other employees of SACOSS.

13.8. The Executive Director shall be the Public Officer of SACOSS unless the Board determines otherwise, and shall be responsible for carrying out all the duties of a Public Officer as set down in the Associations Incorporation Act.

13.9. Upon recommendation from the Board, a Patron may be appointed at the Annual General Meeting. The Patron may serve a one (1) year term and will be eligible for re-appointment at an Annual General Meeting. Appointment as Patron shall not in itself confer any rights or privileges with regard to voting or standing for office.

13.10. The Board may, if two thirds of its members agree, pass a resolution to remove the Patron from office on the grounds of conduct detrimental to the Vision, Values and Purpose of SACOSS. Notice of this resolution must be provided in writing.

14. BOOKS OF ACCOUNT AND RECORD

14.1. Such books of account shall be kept as are necessary for the proper and efficient functioning of SACOSS.

14.2. The Executive Director shall ensure that accurate records of all gifts and bequests are maintained.

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- 14.3. The Executive Director shall ensure that an annual record of members is maintained.
- 14.4. The Board shall lay before the Annual General Meeting of SACOSS in each year an Income and Expenditure Account of SACOSS and a Balance Sheet for the year ending on the previous 30th day of June. Such Account and Balance Sheet shall be accompanied by a report of the Board as to the state of affairs of SACOSS and a report of the Auditors.
- 14.5. The income, property and funds of SACOSS shall be solely under the control of SACOSS and shall be used solely for the promotion of the mission and objectives of SACOSS and shall not be paid or transferred to any members of SACOSS, or to their direct interest; provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any person in return for services actually rendered to SACOSS, or to reimburse any person for expenses properly incurred on SACOSS's behalf, or to any person in furtherance of the objectives of SACOSS and without undue preference.

15. AMENDMENTS TO CONSTITUTION

- 15.1. These Rules and Constitution may be amended from time to time by resolution passed by a three-quarters majority of the members present and voting at a duly convened Annual or Special General Meeting of SACOSS of which at least twenty eight days' notice in writing specifying the proposed amendment or amendments shall have been given to the members.

Such written notice shall be properly given either through SACOSS official publications, if normal publication schedule so permits, or through public notice in the major daily newspaper.

- 15.2. An amendment to this constitution shall take effect from the date of its approval by an Annual General or a Special General Meeting or from such other date as the General Meeting may decide.

16. INTERPRETATION

- 16.1. The Board shall be the sole authority for the interpretation of this constitution and the decision of the Board upon any question of interpretation shall be final and binding.
- 16.2. The Board shall be the sole authority for the interpretation from time to time of the categories of membership specified in clause 5 of this constitution.

17. WINDING UP

- 17.1. On dissolution all property that remains after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that:
 - 17.1.1. Such other body shall also prohibit the distribution of income and property to the Members to the extent stated herein.
 - 17.1.2. The Association shall not be dissolved except in accordance with the Associations Incorporation Act and following the approval of not less than three-fourths of the members present and voting at a meeting called for that purpose or which not less than one calendar month's written notice

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including notice of the proposed dissolution has been distributed to all members.