

Approved at the SACOSS General Meeting 4 August 2014



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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. INTERPRETATION

"close associate" includes family, close friend, or an organisation of whom a person is an employee, volunteer or officer.

"eligible organisation" means:

- a not-for-profit body corporate regardless of the legal type of incorporation;
- an unincorporated organisation whose rules prevent the disbursement of resources or surplus to members; or
- a social enterprise or co-operative whose purposes contribute to the Objects of SACOSS and whose distribution of resources and surplus benefits vulnerable and disadvantaged people.

"entitled in law to be on the Board" means not disqualified under South Australian state or Commonwealth law from being a director or office bearer of an Association.

"written notice" or "notice in writing" includes notice given by email or other electronic communication direct to the recipient.

3. OBJECTS

- 3.1. As the peak body of the non-government health and community services sector in South Australia, the object of SACOSS is the eradication of poverty and to work for justice, opportunity and shared wealth.

4. POWERS

- 4.1. The powers of SACOSS shall be the powers contained in s25 of the Act and all other such lawful acts necessary to further the Objects of the SACOSS, and all powers shall only be exercised in furtherance of the Objects of the SACOSS.

5. MEMBERSHIP

5.1. Organisational membership

- 5.1.1. Eligible organisations with a commitment to the Objects of SACOSS and 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.

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- 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 Objects 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 Board, 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.
  - 5.2.4. The Board may refuse individual membership to any applicant at their 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 the right to vote in elections for the Board and for the Policy Council and at General Meetings of SACOSS.
- 5.5. Associates
  - 5.5.1. Any organisation with a commitment to the Objects of SACOSS and an involvement and interest in the community services sector can apply in writing to be an Associate of SACOSS.
  - 5.5.2. The Board may refuse Associate status to any applicant at its discretion.
  - 5.5.3. Associates must pay any annual subscription fee set by the Board, and must nominate two official representatives as the primary contact points for their organisation.
  - 5.5.4. Associates shall have all the rights of members, including attending any General Meeting of SACOSS, but may not vote at any meeting or in any election and may not nominate anyone person for election to the Board or Policy Council.
- 5.6. If an individual or honorary life member is unable to attend any General Meeting of SACOSS, they may appoint a proxy by providing written notification of the appointment to the Chief Executive Officer. The proxy must be an individual member or honorary life member of SACOSS, or a representative of a member organisation, and must not hold any other proxy.
- 5.7. If one or both of the official representatives of an organisational member or Associate cannot attend any General Meeting of SACOSS, the organisational member may from its own officers or members appoint a proxy or proxies to attend and vote in the place of the official representative/s. A duly authorised officer of the member organisation must provide written notification of the appointment of proxy to the Chief Executive Officer of SACOSS.
- 5.8. Membership or Associate status may be suspended or terminated by majority vote at a Board meeting, or by resignation in writing to the Chief Executive Officer.

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- 5.9. Any suspended or terminated member may on written notice require the suspension or termination to be reconsidered at a subsequent General Meeting which shall be called within 28 days of receipt of such notice and shall have the power to reinstate the suspended or terminated membership.
- 5.10. SACOSS shall not be required to accept the renewal of membership or Associate status of a suspended member or Associate when renewal next falls due.

6. BOARD

- 6.1. Unless otherwise stated in these rules or in the Act, the management of SACOSS and its property and affairs shall be under the control and management of the Board and the Board may exercise all the powers of the Association and do all such things as necessary to fulfil the Objects of the Association.
- 6.2. The Board shall be responsible for 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.
- 6.3. The Board shall ensure that the affairs of SACOSS are managed at all times honestly and with due diligence.
- 6.4. The Board may act for all purposes, notwithstanding any vacancy in its number.
- 6.5. 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.
- 6.6. The Board shall determine the annual subscription payable by members and Associates.
- 6.7. The Board shall meet at least eight times each year.

7. MEMBERSHIP OF THE BOARD

- 7.1. The Board shall consist of:
  - 7.1.1. The SACOSS Chairperson
  - 7.1.2. Six members elected in accordance with the provisions of clause 12, plus
  - 7.1.3. Up to two other persons co-opted by the Board subsequent to the Annual General Meeting after taking into account the need to provide the Board with requisite expertise (for such a term as the Board may determine but not more than to the AGM the year after their co-option).
- 7.2. A Treasurer 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.
- 7.3. A Board 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.
- 7.4. Should a position on the Board, other than the Chairperson become vacant, the Board may appoint a replacement member for the remainder of the term of the vacancy.

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- 7.5. 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.
- 7.6. A Member of the Board shall cease to hold such office upon:
  - 7.6.1. resignation in writing;
  - 7.6.2. suspension or termination of SACOSS membership;
  - 7.6.3. breach of the Board Member Code of Conduct; or
  - 7.6.4. ceasing to be entitled in law to be on the Board.

8. BOARD DECISION MAKING

- 8.1. 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.
- 8.2. A quorum of the Board shall be ~~one~~ half of its voting members.
- 8.3. 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.
- 8.4. 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.
- 8.5. 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.
- 8.6. Decisions may be made by the Board outside of meetings via email. A decision may only be made where a proposal has been circulated to all Board members. A decision is deemed to have been made where a deadline for response has passed, a quorum of members have responded, and all those who have responded are in agreement. Any member of the Board may adjourn the decision proposed to be made via email to the next meeting of the Board. Where a member has asked that the decision be adjourned, the Board must not make a decision on the proposal until that meeting.
- 8.7. The Board may allow participation in meetings via telephone or other electronic means and Board members participating in this way shall be deemed to be present at the meeting and entitled to exercise any vote or right as if they were physically in the same room as the meeting.

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9. POLICY COUNCIL

- 9.1. There shall be a Policy Council tasked with:
  - 9.1.1. Development and promotion of policy on social, economic and political issues; and
  - 9.1.2. Development and maintenance of a well-managed and influential non-government sector within the community services industry in South Australia

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- 9.2. The Policy Council shall work in furtherance of the Objects of SACOSS and in accordance with any Strategic Plan adopted by the organisation.
- 9.3. The Policy Council is not a governing body of SACOSS and all the affairs of the association remain under the control of the Board.

10. MEMBERSHIP OF THE POLICY COUNCIL

10.1. The Policy Council shall consist of:

10.1.1. The SACOSS Chairperson;

10.1.2. ~~No more than two~~ members from the Board appointed by the Board;

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10.1.3. ~~A nominee of any peak body that is a current SACOSS member;~~

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10.1.4. Elected members comprising:

10.1.4.1. Four persons nominated by non-government community service and health agencies that have an annual revenue of less than the threshold determined by the Board;

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10.1.4.2. Four persons nominated by non-government community service and health agencies that have an annual revenue of more than the threshold determined by the Board;

10.1.4.3. Two persons nominated by organisations whose dominant purpose is to support Aboriginal people or communities;

10.1.4.4. Two persons nominated by organisations whose dominant purpose is to support Culturally and Linguistically Diverse community or communities;

10.1.4.5. Two persons nominated by community service or community health organisations whose dominant purpose is the delivery of services in non-metropolitan, rural and regional community areas; and

10.1.4.6. Four individual members (including honorary life members).

10.2. The Board shall determine the eligibility of organisations for any category, and if the Board has not set a threshold for the purpose of paragraph 10.1.4 and 10.1.5, that threshold shall be deemed to be annual revenue of \$5m per year.

10.3. Subsequent to the Annual General Meeting after taking into account the needs of Policy Council, Policy Council may co-opt one member in addition to the members listed above.

10.4. No person or organisation may hold more than one position on the Policy Council, with the exception of the Chair who may be from an organisation whose nominee otherwise sits on Policy Council.

10.5. As long as a quorum is present, Policy Council may meet and make decisions notwithstanding any vacancy in any category of its members.

10.6. A Policy Council Deputy Chairperson shall be elected by the Policy Council from within its membership.

10.7. 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.

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- 10.8. If a person who is a nominee of a peak body or elected to Policy Council as a nominee of an organisation is unable to attend any meeting of the Policy Council, the person may appoint a proxy from the nominating organisation.
- 10.9. A person ceases to be a member of Policy Council if:
- 10.9.1. They provide notice of resignation to the Chairperson,
- 10.9.2. They are absent from three meetings in succession and, in the case of a person elected to Policy Council as a nominee of an organisation or nominated by a peak body, have not appointed a proxy for any of these meetings; or
- 10.9.3. If the organisation which nominated them at the time of their election ceases to be a member of SACOSS or provides notice in writing to the Chairperson that the person is no longer the nominee of the organisation.
- 10.10. Should a position become vacant the Policy Council may appoint a replacement to fill the remainder of the term of the vacancy. If the vacancy relates to a person elected as a nominee of an organisation, the nominating organisation will be invited to recommend a replacement.

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## 11. POLICY COUNCIL DECISION MAKING

- 11.1. The Policy Council may make rules concerning the conduct of its affairs, may appoint 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.
- 11.2. A quorum of the Policy Council shall comprise twelve of its members present at the meeting including the Chairperson or Deputy Chairperson.
- 11.3. 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.
- 11.4. Policy Council may allow participation in meetings via telephone or other electronic means and Policy Council members participating in this way shall be deemed to be present at the meeting and entitled to exercise any vote or right as if they were physically in the same room as the meeting.
- 11.5. The Policy Council shall meet at least six times each year.

## 12. ELECTIONS

- 12.1. Elected positions on the Board and the Policy Council shall be filled by vote of the members, with half of each of the Board positions referred to in clause 7.1.2 and half of the Policy Council positions in clause 10.1.4 being elected each year.
- 12.1.1. Individual and honorary life members shall each have one vote.
- 12.1.2. Organisational members shall have two votes to be exercised by their representatives under clause 5.1.4.
- 12.2. Votes cast in any election shall be counted using a system determined by the Board.
- 12.3. All members are entitled to vote for the election of the Board members referred to in clause 7.1.2 and all members of Policy Council referred to in clause 10.1.4.

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12.4. To be eligible for election to the Board, a person must be:

12.4.1. an individual member or honorary life member of SACOSS;

12.4.2. a representative under 5.1.4 of a member organisation;

12.4.3. a member of the Policy Council or Board; or

12.4.4. be nominated for election by the member organisation that they are employed by or volunteer for.

12.5. With the exception of a peak body, where a person or organisation is eligible for more than one category of membership of the Policy Council they may nominate for more than one category, but may only be elected in one category. Where, apart from this clause, a person would otherwise be elected in more than one category, they shall nominate which category they wish to be elected in and they shall be eliminated from the vote in all other categories. A peak body may not nominate a person for election.

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12.6. All elections for membership of the Board and the Policy Council, other than for the SACOSS Chairperson, shall be conducted by postal ballot or electronic voting.

12.7. Not less than six weeks before the Annual General Meeting, the Chief Executive Officer shall cause a notice to be placed in an appropriate official SACOSS publication or a written notice to be sent to all SACOSS members, calling for nominations from SACOSS members for membership of the Board and the Policy Council within the two weeks following.

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12.8. Not less than two weeks before the Annual General Meeting, the Chief Executive Officer shall cause a postal ballot or electronic voting to take place for election of candidates, nominated in accordance with clause 12.7, to the Board and the Policy Council. The ballot must remain open for voting for at least 13 days, but shall not be required:

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12.8.1. for the Board if the number of vacancies on the Board is equal to or exceeds the number of nominees.

12.8.2. for any category of the Policy Council where the number of vacancies in that category is equal to or exceeds the number of nominees in that category.

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12.9. A ballot conducted by electronic voting can either be done via email, a website or other online platform.

12.9.1. an electronic ballot via email will require members to send an electronic copy of a completed ballot paper to a designated email address by a specified time;

12.9.2. an electronic ballot via website or other online platform will require members to access a password-secured platform and complete an electronic ballot paper by a specified time.

### 13. TRANSITIONAL PROVISIONS

13.1. For the period from the adoption of changes at the General Meeting of 4 August 2014 until the 2015 AGM these transitional provisions shall apply.

13.2. Notwithstanding anything in sections 10 and 12 above, any person elected or appointed to Policy Council and the Board at the date of adoption of the 2014 amendments to the constitution, including those elected in the 2013 elections, shall



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be deemed to be validly elected or appointed and shall serve their full term of office and Policy Council and the Board shall be deemed to be properly constituted by those members.

- 13.3. The 2014 elections shall be run according to the provisions of this constitution (as amended in 2014 – and subsequently if applicable) and upon the election of new members to Policy Council, Policy Council shall be deemed to be properly constituted by those members elected in 2013 and 2014.
- 13.4. The 2015 elections shall be run according to the provisions of this constitution (as amended in 2014 – and subsequently if applicable) and upon the announcement of the results of the election at the 2015 AGM, these transitional provisions shall cease.

14. GENERAL MEETINGS

- 14.1. 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.
- 14.2. At any Annual General Meeting or Special General Meeting, twenty persons being members or representatives of member organisations (not including Associates) shall be a quorum.
- 14.3. The business of the Annual General Meeting shall be:
  - 14.3.1. Confirmation of the minutes of the previous Annual General Meeting.
  - 14.3.2. Adoption of the Annual Report of the activities of SACOSS for the preceding year.
  - 14.3.3. Adoption of the Audited Financial Statements and accompanying reports for the preceding financial year.
  - 14.3.4. Declaration of election results for the membership of the Board and of the Policy Council.
  - 14.3.5. 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.
  - 14.3.6. 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.
- 14.4. Special General Meetings of members shall be convened by decision of the Board or within twenty-eight days following receipt by the ~~Chief Executive Officer~~ of a written request to convene such a meeting signed by at least forty members specifying the business to be conducted at the meeting.
- 14.5. Written notice of all General Meetings shall be properly given to the members and official representatives not less than fourteen days before the proposed meeting.
- 14.6. 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.

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15. THE SACOSS CHAIRPERSON

- 15.1. The Chairperson shall be elected for a two-year term at a joint meeting of the Board and the Policy Council.

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- 15.2. Any individual entitled in law to be on the Board may stand for the position of Chairperson without restriction, but if a person elected as Chairperson is not
- 15.2.1. a current member of SACOSS;
  - 15.2.2. a representative of a member of SACOSS under clause 5.1.4; or
  - 15.2.3. a member of Policy Council;
- they must become a member or representative in order to be eligible to accept appointment to the position.
- 15.3. 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.
- 15.4. 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 unless the meeting appoints a different person to chair the meeting.

16. THE CHIEF EXECUTIVE OFFICER

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- 16.1. The Chief Executive Officer shall be appointed by the Board on such terms and conditions as the Board shall from time to time determine.
- 16.2. The Chief Executive Officer shall be responsible to the Board for the routine operations and management of the affairs of SACOSS, for the implementation of Board and Policy Council decisions, and for the employment and supervision of other employees of SACOSS.
- 16.3. The Chief Executive Officer 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*.

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17. PATRON

- 17.1. 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.
- 17.2. 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 SACOSS or to the Objects of SACOSS. Notice of this resolution must be provided in writing to the Patron.

18. BOOKS OF ACCOUNT AND RECORD

- 18.1. Such books of account shall be kept as are necessary for the proper and efficient functioning of SACOSS.
- 18.2. The Chief Executive Officer shall ensure that accurate records of all gifts and bequests are maintained.
- 18.3. The Chief Executive Officer shall ensure that an annual record of members is maintained.

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- 18.4. 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.
- 18.5. The assets and income of SACOSS shall be applied solely in furtherance of its above-mentioned Objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation..
- 18.6. The financial year of SACOSS shall be from 1 July to 30 June in the following year.

19. AMENDMENTS TO CONSTITUTION

- 19.1. 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.

20. MISCELLANEOUS

- 20.1. 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.
- 20.2. Members of the Board, the Policy Council and Committees, employees of SACOSS and other persons authorised by the Board, 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.

21. WINDING UP

- 21.1. 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 of which not less than one calendar month's written notice including notice of the proposed dissolution has been distributed to all members.
- 21.2. In the event of SACOSS being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation which is not carried on for the profit or gain of its individual members and which has similar or other charitable purposes as shall be approved by SACOSS.
- 21.3. If, at the time of dissolution SACOSS is endorsed as a deductible gift recipient then all surplus assets distributed as per clause 21.2 shall be transferred to another organisation to which income tax deductible gifts can be made.
- 21.4. If at any other time SACOSS' endorsement as a deductible gift recipient is revoked any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:
  - 21.4.1. gifts of money or property for the principal purpose of the organisation;

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