



**Community Living & Support Services Incorporated  
(CLASS Inc)**

# **Constitution**

**Version 2.6**

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## 1. NAME

The name of the Association shall be:

**COMMUNITY LIVING AND SUPPORT SERVICES (CLASS) INCORPORATED**

## 2. VISION

~~The inclusion of people with disabilities as valued citizens in the community.~~

*NB: The CLASS Vision has changed as per the Strategic Plan. The amended Vision will be proposed at the next AGM.*

People with disabilities and their families to have opportunities to live, work and recreate in a supportive community environment.

## 3. INTERPRETATION

In this constitution unless the contrary intention appears,

3.1 "Board" means the Board of Directors of the Association.

3.2 "Client" means a person who utilises the services provided by the Association.

3.3 "Senior Employee" means a person appointed by the Board as Chief Executive Officer.

3.4 "Meeting" means a general meeting of members of the Association convened in accordance with these rules.

3.5 "Member" means a member of the Association.

3.6 "Act" means the Associations Incorporation Act 1985 as amended.

3.7 "Regulations" means the regulations under the Association Incorporation Act 1985.

## 4. OBJECTS

The objects of the Association shall be:

- 4.1 To assist individuals with disabilities to develop and maintain skills that enhance their quality of life and facilitate continued access and/or contribution to the community.
- 4.2 To promote the inclusion of persons with disabilities in community activities.
- 4.3 To provide employment transition opportunities for clients.
- 4.4 To provide sport and recreation activities for individuals with disabilities.
- 4.5 To provide respite services for individuals with disabilities.
- 4.6 To provide accommodation support to people with disabilities.
- 4.7 To provide and develop a range of flexible community based services, which are non-restrictive, non-discriminatory and respond to individual needs.
- 4.8 To adopt sound management practices and professional standards, which maximise outcomes for individuals with disabilities.
- 4.9 To maintain the quality of services through a process of continuous service improvement.
- 4.10 To advocate generally for people with disabilities and their families.
- 4.11 To do all such other things as may be incidental to the attainment of such objects.

## **5. MEMBERSHIP**

- 5.1 Members shall be:
  - 5.1.1 All current clients, primary carers and / or parents of current clients.
  - 5.1.2 Employees and volunteers of the Association who have agreed in writing to accept the above objects.
  - 5.1.3 Members of the Community who have applied in writing for membership and who are accepted as members by majority vote of the Board or of a General Meeting.



5.2 Honorary Life Members shall be:

- 5.2.1 Those persons who have been elected as such by the Association at an Annual General Meeting based on their outstanding services to the Association.
- 5.2.2 Entitled to all privileges of Membership and shall be subject to the provisions of the Constitution.
- 5.2.3 The Board of Directors may propose to the Annual General Meeting persons who have rendered outstanding services to the Association for recognition as Honorary Life Members.
- 5.2.4 The Board of Directors will compile a list of nominations for Honorary Life Membership at the Board meeting prior to the Annual General Meeting at which time nominations for this category of membership shall close.

5.3 Membership shall cease on:

- 5.3.1 Discontinuation as a client or primary carer or parent of a client of the Association.
  - 5.3.2 Termination of voluntary or paid employment of the Association.
  - 5.3.3 Resignation in writing delivered to the premises of the Association.
- 5.4 Membership may be suspended by not less than two-thirds majority vote at a Board or General Meeting.
- 5.5 Any suspended member may on not less than two weeks written notice require the suspension to be reconsidered at one subsequent General Meeting.
- 5.6 The Association shall not be required to accept the renewal of membership of a suspended member.

## 6. APPOINTMENT OF BOARD MEMBERS

- 6.1 Subject to this clause, responsibility shall be vested in a Board of not less than 6 or more than 8 members comprising:
  - 6.1.1 Not less than 4 members of the Association elected at the Annual General Meeting as provided in Clause 8.
  - 6.1.2 Such other persons as co-opted by the Board subsequent to the Annual General Meeting to complete the term of a retiring Member or for the period up to the following Annual General Meeting to fill a vacancy as decided by the Board.
  - 6.1.3 Employees of the Association cannot be Board Members.
  - 6.1.4 The Senior Employee of the Association shall attend Board Meetings ex officio, without voting rights.
- 6.2 The Chairperson of the Association shall be elected by the Board at its first meeting following the Annual General Meeting, which must be held within six weeks of that Meeting.
- 6.3 The Senior Employee of the Association shall not hold the position of Chairperson of the Association whilst employed by the Association.
- 6.4 The term of appointment for each Board Member is two years and they may be re-elected on completion of that term. Every attempt will be made to ensure that there is overlap of Board Members appointment so that the whole Board is not re-elected in the same year.
- 6.5 The Board shall meet as often as required to conduct the business of the Association or not less than six times each calendar year.
- 6.6 The quorum shall be not less than four Board Members.
- 6.7 The Chairperson or any two Board Members may call an extraordinary meeting of the Board so long as at least seven calendar days notice is given in writing to all Board Members with an agenda outlining the purpose of the meeting.

- 6.8 Notice of meetings shall be given at the previous Board Meeting or by seven days written notice distributed to all Board Members or in an emergency by such other notice as shall be ratified by the Board.
- 6.9 A member of the Board shall cease to hold such office upon:
  - 6.9.1 Resignation in writing.
  - 6.9.2 Suspension as a member of the Association.
  - 6.9.3 Absence for three successive Board Meetings without explanation acceptable to the Board.
  - 6.9.4 Becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
  - 6.9.5 Is convicted whether within or without the State of an indictable offence.
  - 6.9.6 Is a bankrupt under administration or enters into a scheme of accommodation with his creditors within the meaning of Part X of the Bankruptcy Act 1966 as amended.
  - 6.9.7 Disclose to any person not authorised to so receive information confidential to the Board.
  - 6.9.8 Majority vote of the Association at a General Meeting that the position will be declared vacant because the duties of the position have not been performed in a proper and acceptable manner provided that notice of motion to declare the position vacant has been given to the members, and that the person the subject of the motion shall be provided with an opportunity to speak on the motion.
- 6.10 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.
- 6.11 The Board shall appoint Action committees and delegate such powers to these Committees as it sees fit.

- 6.12 The Senior Employee of the Association shall be the Public Officer of the Association. The Public Officer shall notify the Corporate Affairs Commission of such appointment and shall file such other returns and notices as shall be required by law.
- 6.13 Board members shall undertake to be aware of their duties under the Associations Incorporation Act 1985 and the CLASS Governance Policy Manual.
- 6.14 In addition to the CLASS Governance Policy Manual requirements, 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 a close associate.

## **7. POWERS**

- 7.1 The powers of the Association shall be the powers contained in the Associations Incorporation Act and without limiting those powers the Association shall be entitled to hold, acquire, maintain, deal with and dispose of land, buildings, real or personal property.
- 7.2 To carry out or fund all or any of the activities of construction, improvement, renovation, maintenance, development work, management or otherwise, to any real or personal property in which the Association shall have an interest.
- 7.3 To open and operate bank accounts, invest or otherwise deal with money not immediately required for the purpose of carrying out the objects of the Association and enter into any necessary or desirable contracts including a contract of employment.
- 7.4 To borrow money from any person or body corporate for the purpose of carrying out any objects of the Association.
- 7.5 The Board shall be entitled to exercise the powers of the Association and without limiting those powers, shall delegate to the Senior Employee the Management and control of the funds and other property of the Association.
- 7.6 To do all such things as are incidental or conducive to the attainment of the objects of the Association.

## 8. GENERAL MEETINGS

- 8.1 The Annual General Meeting shall be held at least once in each calendar year and not more than three months after the close of the financial year.
- 8.2 The business of the Annual General Meeting shall be to:
  - 8.2.1 Confirm the minutes of the preceding Annual General Meeting;
  - 8.2.2 Receive the Chairperson's and Senior Employee's report for the previous financial year;
  - 8.2.3 Receive the audited Financial statements for the previous financial year;
  - 8.2.4 Elect or re-elect the Board Members who must nominate in writing not less than seven days prior to the Annual General Meeting; and
  - 8.2.5 Appointment of a qualified auditor, as required by the Act. Any person so appointed shall be paid such fee as may be fixed by the Board. Every auditor appointed at the Annual General Meeting shall hold office until the auditor is appointed at the succeeding Annual General Meeting.
- 8.3 A Special General Meeting shall be called by the Senior Employee within twenty one days of receipt of a directive of the Board or a written request of two Board Members or eight members specifying the business to be conducted at the meeting.
- 8.4 Written notice of not more than twenty one days and not less than seven days of all General Meetings shall be displayed at the premises of the Association and distributed to all members.
- 8.5 A quorum at any General Meeting shall be twelve members or two-thirds of the members whichever is less.
- 8.6 If at any General Meeting there is no quorum within thirty minutes of the time appointed for the meeting then a majority of members present may decide to adjourn the meeting for a period not exceeding fourteen days. The quorum for such adjourned meeting shall be reduced to six failing which the meeting will lapse altogether.

## **9. VOTING**

- 9.1 Subject to this constitution all members of the Association present in person or by return of proxy votes shall be entitled to one vote at all General Meetings.
- 9.2 Voting shall be by show of hands except that:
- 9.2.1 Any contested election at an Annual General Meeting or otherwise shall be by secret ballot
- 9.2.2 The meeting may by show of hands require any other vote to be by secret ballot.
- 9.2.3 In the case of an equality of votes on any matter, the member present who is Chairperson of the meeting shall have a second or casting vote.

## **10. THE COMMON SEAL**

- 10.1 The Association shall have a Common Seal upon which its corporate name shall appear in legible characters.
- 10.2 The Common Seal shall be used only by the authority of the Board and every instrument to which the Seal is affixed shall be signed by two members of the Board or one member of the Board and the Public Officer. Every use of the Common Seal shall be recorded in the minutes of the meeting held immediately after its use.
- 10.3 The Common Seal shall be secured by a person in such a place as determined and recorded by the Board.

## **11. CHAIRPERSON**

- 11.1 The Chairperson shall chair Board and General Meetings except that in the absence of the Chairperson or at the request of the Chairperson or of a majority of a meeting another member may be elected as Chairperson for that meeting.
- 11.2 The Chairperson at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.

11.3 The Chairperson of a meeting shall encourage full balanced participation by all members and shall decide on matters of order.

11.4 The Chairperson shall act as Spokesperson or his or her nominated delegate, unless an alternative Spokesperson has been appointed by the Board or a General Meeting.

11.5 No Chairperson shall hold the office for more than 4 successive years.

## **12. FINANCIAL RESPONSIBILITIES**

12.1 The Board shall ensure that:

12.1.1 The Association keeps its accounting records and makes such returns as required by the Act.

12.1.2 All monies received are paid into an account authorised by the Board in the name of the Association.

12.1.3 Records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any member.

12.1.4 Financial budgets are prepared and a report on the finances is submitted to each Board Meeting.

12.1.5 Annual Financial Statements shall be prepared following the end of the Association's financial year, which shall commence on the 1st July and end on the 30th June unless altered at a General Meeting.

12.1.6 Ensure that the annual Financial Statements are audited before presentation to the Annual General Meeting.

## **13. NOTICES AND RECORDS**

13.1 The Senior Employee shall ensure that:

13.1.1 Notice of meetings is given in accordance with the provisions of the constitution.

13.1.2 Records are kept of the Association including the constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.

## **14. AMENDMENT OF CONSTITUTION AND RULES**

14.1 This constitution may be repealed or amended by resolution of two-thirds of members present and voting at a General Meeting of which not less than twenty one days written notice including notice of the proposed repeal or amendment has been distributed to all members.

## **15. LIABILITY, PROPERTY AND DISSOLUTION**

15.1 Persons who with the authority of the Board incur any debt or other liability on behalf of the Association shall have such liability met by the Association so that they incur no personal loss.

15.2 The income property and funds of the Association shall be used solely towards the promotion of the objects and shall not be paid or transferred to any members or relatives of members provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.

15.3 On dissolution all property remaining 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:

15.3.1 Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein.

15.3.2 The Association shall not be dissolved except by approval of not less than three quarters of the members present and voting at a meeting called for that purpose of which not less than twenty one day's written notice including notice of the proposed dissolution has been distributed to all members.

## **16. CIRCUMSTANCES NOT PROVIDED FOR**

16.1 Where the Constitution is silent or incapable of taking effect or being implemented according to its strict provisions, the Board shall have the power to determine what action should be taken to give effect to the objects of the Association and to ensure its efficient administration. Every act of the Board decided upon in good faith pursuant to this clause shall be as valid and effectual as if specifically authorised.