

“MT. VIEW” HOMES INCORPORATED



Constitution and Rules

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1. NAME OF THE ASSOCIATION

The name of the Association shall be “MT. VIEW” HOMES INCORPORATED and is hereinafter referred to as “The Association”.

2. DEFINITIONS

In this constitution unless the contrary intention appears –

‘**Act**’ means the Associations Incorporation Act, 1985

‘**Board**’ means the Board of Directors’ of the Association;

‘**Charities and NFP Act**’ means the Australian Charities and Not for Profits Commission Act 2012;

‘**Meeting**’ means a meeting of the Board of Directors;

‘**General Meeting**’ means a meeting of all members of the Association and includes reference to Special General Meetings and Annual General Meetings.

‘**Returning Officer**’ means a person appointed by the Board of Directors to oversee the nominations and voting for a position vacant on the Board.

3. OBJECTS

The objects of the Association shall be:

- 3.1 As a public benevolent institution, provide residential accommodation for elderly and/or disabled persons.
- 3.2 To provide activities, programs and services with the primary purpose of responding to and providing for the needs of the elderly and/or disabled.
- 3.3 The Association shall not be maintained for the purpose of trading or profit or gain of its members.
- 3.4 To do all such things as may be incidental to the attainment of these objects.

The Association shall operate exclusively within South Australia.

4. POWERS

The powers of the Association are in addition to any powers under the Act to:

- 4.1 seek or receive membership fees, donations, gifts and property of any kind
- 4.2 publish periodicals, reports or other documents

- 4.3 provide education and disseminate literature relating to the Association or its purposes
- 4.4 assist in setting up any body having similar or related purposes
- 4.5 join or co-operate with any other body in order to further any purpose of the Association
- 4.6 contribute to any body, or support any body, with purposes of a social, educational, benevolent, patriotic or charitable nature
- 4.7 set up endowments, scholarships, bursaries and educational grants
- 4.8 arrange and provide recreation and other activities for members
- 4.9 deal with property of all kinds and in any manner
- 4.10 enter into any arrangement
- 4.11 invest any property of the Association in any manner
- 4.12 borrow money on any terms, operate bank accounts and give any security
- 4.13 carry on any business or legal proceedings
- 4.14 pay any expense
- 4.15 engage and dismiss workers
- 4.16 administer any property held on trust
- 4.17 regulate and control the admission to and the discharge, removal or expulsion of any person being a resident in premises controlled by the Association
- 4.18 fix and determine the charge (if any) from time to time to be paid by or in respect of any person residing in premises controlled by the Association
- 4.19 establish and operate a specific Gift Fund or Funds for the purpose of receiving donations
- 4.20 do all such other acts and things to further the purposes of the Association as the Association or the Board thinks fit.

5. MEMBERSHIP OF THE ASSOCIATION

The members of the Association shall be those persons who are people registered on the Commonwealth electoral roll for the Hundreds of Booleroo, Willowie, Wongyarra, Gregory, Darling, Appila, Baroota, Willochra, Pinda,

Coonatto, Telowie, Moockra, and Winninowie in County Frome and the Hundreds of Tarcowie and Pekina in County Dalhousie, current residents and current staff members of the Association.

Membership shall entitle Members to vote at any General Meeting of the Association provided, however, that such a vote must be made by the Members in person.

6. THE BOARD OF DIRECTORS

Powers and Duties

- 6.1 The affairs of the Association shall be governed and controlled exclusively by a Board of Directors (hereinafter referred to as The Board) acting in good faith.
- 6.2 The Board shall consist of eleven (11) members, 2 of whom shall be the Chairperson and Vice-Chairperson.
- 6.3 The Board shall be elected at the Annual General Meeting of the Association.
- 6.4 Directors of the Board shall serve a term from the date of their election to the Board for a period of 2 years or until the convening of the second Annual General Meeting following their election, and may be re-elected for a further term/s.
- 6.5 The Board shall have the express power to appoint any member of the Association to fill any extraordinary vacancy occurring on the Board and such appointment shall be effective for the duration of the unexpired term of the said vacancy.
- 6.6 A Director of the Board shall cease to hold such office upon:
 - 6.6.1 Resignation in writing;
 - 6.6.2 Expulsion as a member of the Association;
 - 6.6.3 Absence from three successive Board meetings without explanation acceptable to the Board;
 - 6.6.4 Becoming a person to whom section 30 of the Act applies or becoming disqualified from holding office under any other law; or
 - 6.6.5 Death.
- 6.7 The Board may in addition to any powers and authorities conferred by this constitution, exercise all powers and do such things necessary for the advancement of the objects of the Association, and which are not

required by the Act or the Charities and NFP Act or by this Constitution, to be done by the Association at a General Meeting, in good faith.

6.8 The Board shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, and may delegate any of its powers to such officers and employees (or a committee comprised of such officers and employees) deemed appropriate by it to carry out any of its objects, functions or obligations or to otherwise act for the Association.

6.8.1 A delegate or committee appointed under this clause shall report to the Board as necessary but must make its minuted report to the Board at least once in any three month period on the matters entrusted to them, or so often as the Board requires.

6.8.2 A delegate appointed under this clause shall be subject to the direction and control of the Board at all times.

6.9 The Board, acting reasonably, shall have authority to interpret the meaning of this constitution and any other matter relating to the affairs of the Association on which these rules are silent.

6.10 The Chief Executive Officer shall be appointed as an *ex-officio* member of the Board with full rights to participate in the consideration and determination of matters before the Board but shall have no right to vote on a decision.

6.11 The Board shall from time to time make any changes, as to the management of the Association and the affairs thereof and as to the duties of any officers or servants of the Association and as to the conduct of business by the Board or any subcommittee, or as to any of the matters or things within the powers or under the control of the Board provided that such repeal or alterations shall not be inconsistent with the Constitution of the Association.

7 OFFICERS OF THE ASSOCIATION

The following officers shall be appointed from among the members of the Board:

7.1 A Chairperson who shall:

7.1.1 preside at all meetings of the Board and General Meetings of the Association and ensure that business is conducted with propriety and order;

7.1.2 have authority to speak on behalf of the Association and to act as the principal representative of the Association at all times

subject to the prior approval or subsequent ratification by the Board.

7.2 A Vice Chairperson who shall:

- 7.2.1 in the absence of the Chairperson at any meeting, assume the roles of the Chairperson;
- 7.2.2 and assume any other duties and roles of the Chairperson in his or her absence.

7.3 The Board may appoint a Treasurer who shall ensure:

- 7.3.1 all monies received are properly paid into the correct accounts held by the Association;
- 7.3.2 records of all receipts, payments and other financial transactions of the Association are correctly maintained.
- 7.3.3 that Budgets and statements are prepared and a report on the finances of the Association given at each meeting of the Board of the Association; and
- 7.3.4 that the audited accounts are prepared, maintained, presented to the Annual General Meeting of the Association and filed with the appropriate governmental authorities.
- 7.3.5 that the audited accounts are available for viewing by the members.

The Treasurer may fulfil his or her role by convening a Finance Committee which shall comprise the Treasurer as chairperson and two other Directors.

7.4 The Board may appoint a Secretary who shall:

- 7.4.1 act as Public Officer
- 7.4.2 organise and facilitate meetings convened under this Constitution
- 7.4.3 keep minutes of meetings
- 7.4.4 lodge all returns and paperwork (except financial reports which are the responsibility of the Treasurer) at relevant governmental authorities
- 7.4.5 act as a compliance officer in respect of the governance standards under the Charities and NFP Act
- 7.4.6 attend to all secretarial functions.

7.5 There shall be employed by the Association a Chief Executive Officer who shall attend all meetings of the Board to advise on the day to day operation of the Association, its activities and programs and be responsible for the day to day management and administration of the Association. The CEO will act as the secretary, treasurer and public officer of the Association unless the Board resolves that some or all of those functions should be fulfilled by another officer.

7.6 Such other office bearers as may be determined by the Board.

8. ANNUAL GENERAL MEETING

8.1 The Annual General Meeting of the Association shall be held prior to the end of November at a time and place decided upon by the Board. Twelve (12) members of the Association present shall constitute a quorum for an Annual Meeting of the Association.

8.2 The Business of the Annual General Meeting shall be to:

8.2.1 confirm the minutes of the preceding Annual General Meeting and of any Special General Meeting held since that meeting;

8.2.2 receive the Chairperson's report for the previous financial year;

8.2.3 receive the Association's financial report for the previous financial year;

8.2.4 receive the auditor's report for the previous financial year;

8.2.5 receive the Chief Executive Officer's report for the previous financial year;

8.2.6 confirm or re-confirm the appointment of Board Directors of the Association;

8.2.7 alter the Constitution of the Association of which due notice has been given; and

8.2.8 To conduct any other business placed on the agenda before the commencement of the meeting, or as permitted by the Chairperson.

8.2.9 appoint a qualified Auditor or Auditors to audit the Association's annual financial statements.

8.3 Every candidate nominated to the Board shall be proposed by another member of the Association who shall know the candidate personally. Every such nomination shall be in writing, signed by both the candidate and the proposer and shall be received by the Returning Officer at least

seven (7) days prior to the commencement of the Annual General Meeting of the Association.

- 8.4 Where more than the required number of nominations are received then a secret ballot will be held and the candidate(s) with the most votes will be elected to the position(s).
- 8.5 Any member is eligible to stand as a Director of the Board if they are a fit and proper person and are not precluded by the Act or the Charities and NFP Act.

9 SPECIAL GENERAL MEETING

- 9.1 The Board at the request of at least ten (10) members of the Association in writing shall call a Special Meeting of the Association.
- 9.2 All requisitions for Special General Meetings must state the purpose of the meeting.
- 9.3 At least fourteen (14) days notice shall be given in respect of any meeting of the Association and shall state the time and place of the meeting and the general or special business of the meeting. Such notice shall be deemed effective if it be advertised on the website of the Association and in a newspaper circulating in the membership area in which the Association is established and which is published at least fourteen (14) days prior to the date of meeting.

10 MEETINGS OF THE BOARD OF DIRECTORS.

- 10.1 The Board shall meet as often as may be required to conduct the business of the Association and not less than ten (10) times each calendar year.
- 10.2 The Chairman of the Board or any four (4) Directors of the Board may whenever he or they think fit convene a Meeting of the Board.
- 10.3 Notice of meetings shall be given at the previous Board meeting or by five days written notice distributed to all Board Directors or in an emergency by such other notice as shall be ratified by the Board.
- 10.4 A quorum of the Board shall be a majority the number of current Directors of the Board.
- 10.5 A Director with an actual or perceived conflict of interest with respect to an agenda item at a meeting must disclose that interest to the Board and abstain from voting on that agenda item. The minutes will record the disclosure and will record that the director abstained from voting.

11. VOTING

11.1 Subject to these Rules each Member present is entitled to one vote.

11.2 Voting shall be by a show of hands except that:

11.2.1 the Board may, at its discretion, direct that any contentious issue to be determined at any General Meeting or otherwise shall be by secret ballot; or

11.2.2 the members present at any General Meeting may, by show of hands, require any other vote to be conducted by secret ballot.

11.3 A member of the Association shall be entitled to vote in person at any General Meeting of the Association and may not vote by proxy.

12. MINUTES

12.1 Actual minutes of General meetings and Board meetings must be kept, and shall be the responsibility of the Chief Executive Officer.

12.2 The minutes kept pursuant to this rule shall be confirmed by members at a subsequent General or Board meetings, and signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the subsequent meeting.

12.3 The minutes of General meetings shall be made available for inspection by any member of the Association within 48 hours of such request being received by the Chief Executive Officer.

13. PROPERTY OF THE ASSOCIATION.

13.1 All income and property of the Association may only be applied for the objects of the Association.

13.2 None of it may be paid or transferred directly or indirectly to the members or relatives of members.

13.3 However, this does not restrict the payment in good faith of –

13.3.1 reasonable remuneration or reimbursement to any officer or member of the Association for services actually rendered

13.3.2 reasonable rental for property let or hired to the Association by a member or

13.3.3 any payment incidental to the Association's activities provided it is consistent with the Associations purposes.

- 13.4 Financial records of the Association will be maintained in accordance with Legislative requirements.

14. WINDING UP

- 14.1 On the winding up of the Association all property, including real property, remaining after payment of all debts and legal liabilities shall be transferred to such other body formed to promote similar objects, or for charitable organisations in the membership area as shall be approved by the Association.

15. THE COMMON SEAL

- 15.1 The Common Seal must not be used without the expressed authorisation of the Board, which authority may be provided prospectively or by way of ratification at the next Board meeting following the use of the Common Seal.
- 15.2 Every use of the Common Seal must be recorded in a Seal Register Book kept for such purposes by the Chief Executive Officer.
- 15.3 The affixing of the Common Seal must be witnessed by two Directors of the Board or one Director of the Board and the Chief Executive Officer (at the board's request) and their names, position of authority and date of the affixing of the Seal recorded in the Seal Register Book.
- 15.4 The Common Seal shall be held by the Chief Executive Officer.

16. ALTERATION OF THE CONSTITUTION

The Constitution of the Association may be amended from time to time by resolution passed by a majority of members of the Association present and voting at any Annual Meeting of the Association or at a Special Meeting called for this specific purpose, provided that notice of such meeting together with the proposed amendment or amendments shall have been given to members of the Association fourteen (14) days prior to the date of meeting.

17. INDEMNITY

Each Board Director and the CEO as ex officio shall be indemnified by the Association against all loss, damages and expenses paid or incurred by him or her as a Board Director in the proper exercise of his or her duties.

18. NO LIABILITY

No member or Board Director is liable for –

- (a) the errors or defaults of any other member or Board Director;


- (b) any defect of title to any property acquired by or on behalf of the Association;
- (c) any loss or damage arising from the insolvency or tortuous act of any person controlling any property of the Association or
- (d) any other loss or damage to the Association;

unless due to the default of the member or Board Director.

19. INTERPRETATION OF RULES

Subject to any contrary law, the Board shall be the sole authority for the interpretation of all rules and regulations made hereunder and the decision of the Board thereon and upon any matter not provided for by these rules and regulations made hereunder shall be final and binding on the members.

This is the Annexure marked 'A' referred to in the statutory declaration of Jennifer Lorraine Deer made on the 6th day of NOVEMBER 2013

Before me (Justice of the Peace Signature)  10232
A Justice of the Peace in and for the State of South Australia