



Active Ageing
SA Inc.

CONSTITUTION

Active Ageing South Australia Incorporated

(AASA Inc.)

November 18th 2009

1. PRELIMINARY

Definitions and Interpretation

In these Articles so far as is consistent with the subject or context:

“Articles” means the Constitution of the Active Ageing SA Incorporated as amended from time to time.

“Board” means the body constituted under these Articles to manage the business and affairs of Active Ageing SA Incorporated.

“Financial Year” means the period specified in Article 17.1.

“Rules” means the Rules prescribed by the Board pursuant to Article 14.1.

“Special resolution” has the meaning assigned to it by the Law.

“Voting Members” means financial Members.

- 1.1 Words importing the singular number include the plural number and vice versa.
- 1.2 Words importing the masculine gender include the female and neuter gender and vice versa.
- 1.3 Words importing persons include corporations and organisations whether incorporated or not.
- 1.4 Words which have a special meaning assigned to them in the Law will have the same meaning in these Articles unless a contrary intention appears in these Articles.

2. NAME

The Organisation shall be known as “Active Ageing SA Incorporated” and may trade under the name “Active Ageing Australia®”.

3. OBJECTIVES

- 3.1 To liaise with government recreation, sport, health and like-government authorities and corporate agencies working with older persons in matters relating to recreation and physical activities for older persons in Australia.
- 3.2 To recommend to the Offices for Recreation and Sport and other government agencies the funding priorities of recreation for older persons.
- 3.3 To identify areas of need for older persons in recreational and physical activity matters and recommend appropriate action.
- 3.4 To provide a liaison, education and resource service between personnel in the field and the various agencies, by means of representatives on the Board and the staff of the Organisation taking responsibility for establishing the required service necessary.
- 3.5 To produce and disseminate physical activity information literature.
- 3.6 To train officers/leaders in recreation and physical activity for older persons including Easy Moves for Active Ageing®.
- 3.7 To develop physical activity programs, services and products for older Australians for sale and distribution in Australia

4. POWERS OF AN INCORPORATED ASSOCIATION

For the purpose of carrying out its objects, an incorporated association may, subject to this Act and its rules –

- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate bank or financial institution accounts; and
- (d) invest its moneys – (i) in any security in which trust moneys may, by Act of Parliament, be invested or
(ii) in any other manner authorised by the rules of the association; and

- (e) borrow money upon such terms and conditions as the association thinks fit; and
- (f) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
- (g) appoint agents to transact any business of the association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

5. MEMBERSHIP

- 5.1 Subject to approval by the Board, any person or group interested in active ageing shall be eligible for membership to the Organisation.
- 5.2 The annual membership fee for all classes of membership shall be determined by the Board each year.
- 5.3 A properly constituted Annual General Meeting or Special General Meeting may appoint any person as an honorary member or honorary life member of the Organisation in recognition of services rendered in promoting the interests and objects of the Organisation.
- 5.4 Any member may resign from the Organisation and such resignation must be in writing and forwarded to the Executive Officer of the Organisation.
- 5.5 Upon any persons ceasing to be a member of the Organisation for any reason whatsoever they shall not be entitled to the return of their membership fee or any portion thereof.

6. MEMBERSHIP FEES

- 6.1 The Board may from time to time determine the amount, or amounts (if any) payable by a member as a Membership Fee. The Board may prescribe different Membership Fees for different classes of members.
- 6.2 Any increase in Membership Fees will take effect no earlier than fourteen (14) days after the date of the resolution of the Board approving the increase.

7. FORFEITURE OF MEMBERSHIP

- 7.1 Any sum that, by the terms of these Articles, becomes payable by a member on joining or at a fixed date, whether by way of membership fee, subscription or levy, will for the purposes of these Articles be deemed to be duly payable on the date specified in these Articles or by the Board.
- 7.2 If a member fails to pay any sum payable pursuant to Article 6.1 the Board may, at any time while the sum remains unpaid, serve a notice on the member requiring payment of so much of the sum as is unpaid, together with any interest imposed by the Board which may have accrued.
- 7.3 The notice will name a further day (not earlier than fourteen (14) days after the date of service of the notice) on or before which the payment required by the notice is to be made and will state that, in the event of non-payment at or before the time appointed, the member will cease to be a member of Active Ageing SA Incorporated.

8. BOARD

Herein known as the Board.

- 8.1 The business and affairs of the Organisation shall be under the management and control of the Board provided however that except in the case of extreme urgency the Board shall not take any action contrary to decisions made at a general meeting.
- 8.2 The Board may, subject to the decisions made at general meetings, exercise all the powers of the Organisation and do all such acts and things as may be done by the Organisation, which it considers necessary or expedient to carry out the objects of the Organisation.
- 8.3 The Board shall consist of the following Directors:
- a) President;
 - b) Vice-President;
 - c) Treasurer; (hereinafter called the Office-Bearers);
 - d) Five (5) Board Members of the Organisation elected at the Annual General Meeting or as otherwise provided herein.
- All positions shall be for 2-year periods such that half of the Board is elected every year. For this purpose, the President and three Board Members shall be grouped together and the Treasurer, Vice-President and two Board Members shall be grouped together each year. Board Members may re-nominate for any position declared vacant. The Office Bearers are elected to these positions by the Board following the Annual General Meeting.
- 8.4 The Board shall have the power to appoint additional persons to the Board as non-voting persons, including the Executive Officer, who may also act as the Public Officer. The additional persons and the Executive Officer are not counted as part of the meeting quorum.
- 8.5 All voting members of the Board must be financial members of the Organisation.
- 8.6 The Board shall meet monthly or quarterly or as often as may be required to conduct the business of the Organisation. The President or four (4) Board Members shall have the power to call a meeting of the Board. The President of the Organisation shall take the Chair at all Board meetings. Should the President not be present, then the Vice-President shall be elected to the Chair. If the Vice-President is not present, the Board shall elect one of its Board Members to take the Chair.
- 8.7 The Chair of all Board meetings shall have a casting vote in addition to his/her deliberative vote.
- a) All notices of Board meetings shall be in writing and posted to Board Members at least seven (7) days before the date of such meeting.
 - b) The accidental omission to give any Board Members, or the non-receipt by any Board Members of any notice required by this Constitution, shall not invalidate or affect any proceedings at such meeting.
- 8.8
- a) The Board shall have the power to delegate any of its powers to a subcommittee to deal with any particular matter or matters and upon such terms as the Board may think fit. The President and the Executive Officer shall be ex-officio members of all sub-committees.
 - b) All acts or decisions done or made by any meeting of the Board or any Board Member thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Board Member or all or any Board Member, be as valid and effective as if they had all been properly appointed, unless it is provided that the appointment was made in fraud or bad faith.
- 8.9 The quorum for Board meetings shall be five (5) Board Members with voting rights present in person.

9. CASUAL VACANCIES

- 9.1 The Board may at any time appoint any eligible person to fill a casual vacancy on the Board.
- 9.2 A person appointed to the Board to fill a casual vacancy will hold office until the end of the period of the person they are replacing. If an AGM is scheduled prior to the end of this period, that person shall be required to seek ratification at the AGM. The person is eligible for re-election at the relevant Annual General Meeting.

10. REMOVAL OF A BOARD MEMBER

- 10.1 Subject to these Articles, the eligible voting members may by ordinary resolution at a general meeting of which special notice has been given in accordance with the Law:
- a) remove any Board Member before the expiration of his or her term of office; and
 - b) appoint another Board Member in his or her stead.
- 10.2 Any Board Member so appointed is subject to retirement at the same time as if he or she had become a Board Member on the day on which the Board Member in whose place he or she is appointed was last elected a Board Member.
- 10.3 A Board Member to whom a proposed resolution relates may provide written representations not exceeding a reasonable length to the President and may require that they be read out at the meeting at which the resolution is considered.

11. ELECTION OF BOARD

- 11.1 Nominations shall be in writing, signed by the proposer, seconder and nominee and lodged with the Executive Officer, fourteen (14) days prior to the Annual General Meeting.
- 11.2 No person shall be eligible for election to the Board unless they are a financial member of the Organisation.

12. VACATION OF OFFICE

In addition to the circumstances in which the office of a Board Member becomes vacant by virtue of the Law or these Articles the office of a Board Member becomes vacant if:

- a) he or she becomes bankrupt;
- b) he or she is convicted of a serious felony;
- c) he or she becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Law relating to mental health;
- d) he or she is absent without the consent of the Board from Board meetings for a period of six (6) months and the Board resolves that his or her office be vacated;
- e) he or she resigns his or her office by written notice to the Executive Officer;
- f) he or she becomes prohibited from being a Board Member by reason of any order made under the Law;
- g) he or she ceases to be a member of Active Ageing SA Inc; or
- h) he or she fails to declare the nature of his or her interests whether direct or indirect in any contract or proposed contract with Active Ageing Inc. as provided by the Law.

13. DUTIES

- 13.1 The Executive Officer shall carry out their duties under the direction of the Board and keep a true record of all minutes of all meetings, attend to correspondence, issue notices for meetings, keep records and carry out such duties as the Board may from time to time direct.

- 13.2 The Treasurer shall be responsible for ensuring that all monies received and payable to the Organisation shall be paid into the banking account of the Organisation after receipting of it. The Treasurer shall present at each Board meeting a balance of the finances of the Organisation. The Treasurer shall also assist with the annual audit and the annual budget and generally perform all such duties as are directed by the Board from time to time.
- 13.3 The Board may expel from the Organisation or otherwise punish or penalise any member whose conduct, in the opinion of the Board is discreditable or injurious to the character or interests of the Organisation.
- 13.4 Any member who is expelled or otherwise punished or penalised will have their conduct enquired into by the Board and the member shall be given the opportunity to defend themselves and to justify or explain their conduct.
Provided that a quorum is established when the matter is enquired into, and the Board is of the opinion that the member has been guilty of such conduct or action as aforesaid, then the Board may expel or suspend him or her from membership or otherwise punish or penalise him or her.
- 13.5 Should any member fail to appear at any enquiry conducted under Clause 13.4 thereof, or any adjournment thereof, the Board may proceed in that member's absence to conduct the said enquiry and to make its findings as herein before empowered.

14. RULES

- 14.1 The Board may make Rules from time to time that are not inconsistent with these Articles.
- 14.2 Rules that are binding on members, must be approved by a general meeting or postal ballot of Voting Members and will have effect upon being so approved.
- 14.3 Rules that are not binding on existing members will have effect upon being approved by resolution of the Board.

15. GENERAL MEETINGS (AGM and Special Meetings)

15.1 The Annual General Meeting

15.1.1 The Annual General Meeting of the members shall be held at such time as determined by the Board and members shall be given notice in writing at least twenty one (21) days before such meeting.

15.1.2 Following acceptance by the Board, the Annual Report and audited balance sheet or financial statement shall be submitted to members at the Annual General Meeting.

15.1.3 The Annual General Meeting may make by-laws necessary for proper administration of the Organisation. Any by-law so made shall not be repealed, added to or amended unless and until:

- a) Notice of intention to propose such repeal, addition or amendment is first given in writing by a member of the Organisation to the Executive Officer of the Organisation not later than twenty one (21) days prior to the date of such Annual General Meeting and included in the Agenda for such meeting.
- b) Such repeal, addition is proposed at such Annual General Meeting and is approved by not less than two-thirds of the members of the Organisation present at such meeting and voting thereon.

15.1.4 The quorum for an Annual General Meeting shall be eight (8) members present.

15.2 Special Meetings

15.2.1 A special meeting of members shall be called at the request of the President or any four (4) members of the Board or at the written request of ten (10) financial members of the Organisation. Such meeting shall be held within twenty one (21) days of such request and all members shall be notified in writing not less than ten (10) days before such meeting.

- 15.3 The President of the Organisation shall be the Chair at all general meetings (AGM and Special Meetings). Should he or she not be present then a Vice-President shall be elected to the Chair and if there were no Vice-President present, the members shall elect a member to take the Chair.
- a) At all general meetings the Chair's decision on points of order shall be final.
 - b) The Chair shall have a casting vote in addition to his/her deliberative vote.
 - d) If at any general meeting there be no quorum within thirty (30) minutes of the time appointed for the meeting then the meeting shall lapse unless a majority of the members present decide to adjourn the meeting for a period of fourteen (14) days. If there be no quorum within thirty (30) minutes after the time appointed for such adjourned meeting then the meeting shall lapse altogether.
 - e) Only members present in person shall be entitled to vote at general meetings.

16. DELEGATION OF POWERS

- 16.1 The Board may appoint sub-committees, the members of which need not be Board Members, and delegate such of its powers to the sub-committee as it thinks fit, and may revoke such delegation.
- 16.2 Any sub-committee to which any powers have been delegated will exercise the powers in accordance with any directions of the Board, and any powers so exercised will be deemed to have been exercised by the Board.
- 16.3 The Board shall appoint the Chair of each sub-committee.

17. FINANCE

- 17.1 The financial year shall be from 1st July to 30th June.
- 17.2 All monies of the Organisation shall be paid into the account of the Branch at such bank or financial institution as the Board may from time to time direct.
- 17.3 No monies shall be drawn from the Organisation's account, save by cheque signed by the bank signatories authorised by the Board, or by electronic funds transfer (EFT), or by direct debit or by Credit Card as authorised by the Executive Officer or President or Treasurer.
- 17.4 The books and accounts of the Organisation shall be audited annually by a qualified auditor appointed by the Annual General Meeting in the first instance, or if not, appointed by the Board immediately following the Annual General Meeting.

18. AMENDMENTS TO THE CONSTITUTION

- 18.1 This shall be the only Constitution of Active Ageing SA Inc and shall come into force forthwith and shall not be altered, varied, added to or repealed, unless two-thirds of financial members present at an Annual General Meeting or at a meeting specially convened for that purpose are in favour of such alteration, variation addition, or repeal.
- 18.2 The property assets and income of the Organisation, wherever derived, shall be applied towards the promotion of the objects of the Organisation and no portion thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to members generally of the Organisation, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Organisation or any member in return for services actually rendered, nor prevent the payment of interest on money borrowed from any member of the Organisation. In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another Organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members.