

CONSTITUTION

DIGNITY FOR DISABILITY INCORPORATED

1. Name

- 1.1. The name of the incorporated association is Dignity For Disability Incorporated, referred to herein as “the Association”.

2. Vision

- 2.1. People with disabilities are respected and included as equal members of society and have the same opportunity and choices as all other people.

3. Definitions

3.1. In this Constitution:

- 3.1.1. “Association” means the incorporated association Dignity For Disability Incorporated;
- 3.1.2. “Board” means the Board of management of the Association;
- 3.1.3. “general meeting” means a general meeting of Members of the Association convened in accordance with this Constitution;
- 3.1.4. “Member” means a Member of the Association
- 3.1.5. “the Act” means the *Associations Incorporation Act 1985* (South Australia);
- 3.1.6. “special resolution” means a special resolution as defined in the Act;
- 3.1.7. “month” shall mean a calendar month;
- 3.1.8. “the executive” is a management body of the association, consisting of:
 - 3.1.8.1 the President;

3.1.8.2 the Secretary; and

3.1.8.3 the Treasurer;

3.1.9. “disability” in relation to a person, means:

3.1.9.1 total or partial loss of the person’s bodily or mental functions; or

3.1.9.2 total or partial loss of a part of the body; or

3.1.9.3 the presence in the body of organisms causing disease or illness; or

3.1.9.4 the presence in the body of organisms capable of causing disease or illness; or

3.1.9.5 the malfunction, malformation or disfigurement of a part of the person’s body; or

3.1.9.6 a disorder or malfunction that results in the person learning differently from a person without the disorder or malfunction; or

3.1.9.7 a disorder, illness or disease that affects a person’s thought processes, perception of reality, emotions or judgement or that results in disturbed behaviour;

and includes a disability that:

3.1.9.8 presently exists; or

3.1.9.9 previously existed but not longer exists; or

3.1.9.10 may exist in the future (including because of a genetic predisposition to that disability); or

3.1.9.11 is imputed to a person.

4. Objects or purposes of the Association

- 4.1. The objects of the Association are:
 - 4.1.1. to promote dignity through choice;
 - 4.1.2. to promote the human rights of people with disabilities;
 - 4.1.3. to advocate for appropriate policies, legislation and support programs that are based on an individual's personal circumstances and needs;
 - 4.1.4. to raise public awareness of issues affecting people with disabilities, their families and people who support them;
 - 4.1.5. to empower people with disabilities with the rights to control their own services;
 - 4.1.6. to nominate candidates for the Parliament of South Australia and Australia;
 - 4.1.7. to undertake any other activity in support of or incidental to such objects;
 - 4.1.8. to promote our objectives and policies through increased local government and parliamentary representation and
 - 4.1.9. to undertake any other activity in support or incidental to such objects.

5. Powers of the Association

- 5.1. The Association shall have all the powers conferred as listed below and all such powers incidental to the exercise of such powers;
 - 5.1.1. the power to acquire, hold, deal with, and dispose of, any real or personal property.
 - 5.1.2. the power to administer any property on trust.
 - 5.1.3. the power to open and operate ADI accounts.
 - 5.1.4. the power to invest its moneys:

- 1.5.1.4 in any security in which trust moneys may, by Act of Parliament, be invested; or
- 2.5.1.4 in any other manner authorised by the Constitution of the Association.
- 5.1.5. the power to borrow money upon such terms and conditions as the Association thinks fit.
- 5.1.6. the power to give such security for the discharge of liabilities incurred by the Association as the Association thinks fit.
- 5.1.7. the power to appoint agents to transact any business of the Association on its behalf.
- 5.1.8. the power to enter into any other contract it considers necessary or desirable.

6. Membership

- 6.1. Any person who supports the objects of the Association, agrees to be bound by its Constitution and pays the prescribed membership fee (if any), may, at the discretion of the Board, be admitted as an individual Member
 - 6.1.1. Any person who is a member of another political party cannot be a Member of the Association.
 - 6.1.2. Any person who is a member of another political party has to resign from that party if he or she wants to be a Member of the Association.
- 6.2. Subscriptions
 - 6.2.1. The subscription fees shall be payable annually upon the anniversary of membership or at a time as the Board shall determine from time to time.
 - 6.2.2. Any Member whose subscription is outstanding for more than two (2) months after the due date for payment shall cease to be a Member of the Association, provided always that the Board may reinstate such a person's membership on such terms as it thinks fit.

6.3. Resignations

- 6.3.1. A Member may resign from membership of the Association by giving written notice to the Secretary or Public Officer of the Association. Any resigning Member shall be liable for any outstanding subscriptions, which may be recovered as a debt due to the Association.

6.4. Expulsion of a Member

- 6.4.1. Subject to clause 6.4.2 and giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- 6.4.2. Particulars of the charge shall be communicated to the Member at least one (1) month before the meeting of the Board at which the matter will be determined.
- 6.4.3. The determination of the Board shall be communicated to the Member, and in the event of an adverse determination the Member shall, subject to clause 6.4.4, cease to be a Member 14 days after the Board has communicated its determination to the Member.
- 6.4.4. It shall be open to a Member to appeal the expulsion to the Association at a general meeting. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the Board has been communicated to the Member.

6.4.5. In the event of an appeal under clause 6.4.4, the appellant's membership of the association shall not be terminated unless the determination of the Board to expel the Member is upheld by the Members of the Association in a general meeting after the appellant has been heard by the Members of the Association. In such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

6.5. Register of Members

6.5.1. A register of Members must be kept and contain:

6.5.1.1 the name and address of each Member, and their email address and phone number where available;

6.5.1.2 the date on which each Member was admitted to the Association; and

6.5.1.3 if applicable, the date of and reason(s) for termination of membership.

7. **The Board**

7.1. Powers and duties

7.1.1. The affairs of the Association shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of the Association and the Act or by this Constitution required to be done by the Association in a general meeting.

7.1.2. The Board has the management and control of the funds and other property of the Association.

7.1.3. The Board shall have authority to interpret the meaning of any clause herein and any other matter relating to the affairs of the Association on which this Constitution is silent.

- 7.1.4. The Board shall appoint a Public Officer as required by the Act.
- 7.1.5. The duties of the office holders shall be as follows:
 - 7.1.5.1 The President presides at meetings of Members of the Association and of the Board.
 - 7.1.5.2 The Secretary is responsible for all general correspondence. He or she maintains adequate correspondence files and brings relevant correspondence before the Board for consideration. The Secretary is responsible for maintaining the membership register and the keeping of adequate minutes of the Board meetings. The Secretary will also be the Public Officer for the purpose of “the Act”.
 - 7.1.5.3 The Treasurer attends to the banking of the Association’s income and recording transactions in the Association’s books and records. He or she provides regular financial reports to the Board. The Treasurer prepares the Association’s financial reports and statements for consideration and adoption by the Board before they are presented to Members.

7.2. Appointment

- 7.2.1. Subject to this clause, Members shall elect the Board and the Board shall elect positions within it.
- 7.2.2. The Board shall be comprised of a President, Secretary, Treasurer and such other Board members up to a maximum of seven (7) (i.e. ten (10) inclusive of President, Secretary and Treasurer) as may be appointed or elected in accordance with clause 7.2.
- 7.2.3. A Board member shall be a natural person.

- 7.2.4. The first Board of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation.
- 7.2.5. Members of the first Board shall hold office until whichever is first:
- 7.2.5.1 the first annual general meeting after incorporation; or
 - 7.2.5.2 a Board member resigns their position by delivering written notice to the President or Secretary; or
 - 7.2.5.3 a Board member is disqualified under rule 7.4; or
 - 7.2.5.4. a Board member is no longer a member of the Association,
- at which time a vacancy or casual vacancy (as appropriate) is taken to arise.
- 7.2.6. All Members including retiring Board members who wish to stand for re-election are required to be nominated for such positions at least 14 days before the annual general meeting by delivering the nomination of that person to the Secretary of the Association or the returning officer. The nomination shall be signed by the proposer and by the nominee.
- 7.2.7. Notice of all persons seeking election to the Board shall be given to all Members of the Association with the notice calling the meeting at which the election is to take place.
- 7.2.8. The Board may appoint a person to fill a casual vacancy, and such a Board member shall hold office until the next annual general meeting of the Association.
- 7.2.9. A person cannot fill a casual vacancy unless they have been a Member of the Association for at least three (3) months.

7.3. Proceedings of Board

- 7.3.1. The Board shall meet together for the dispatch of business at least four (4) times per year.
- 7.3.2. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of an equality of votes, the President shall have a casting vote in addition to a deliberative vote.
- 7.3.3. A quorum for the meeting shall be more than half of the members of the Board.
- 7.3.4. A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.
- 7.3.5. The Board may, at any time, in its discretion, delegate some or all of its powers to the executive, or to a sub-committee, as the Board may so appoint. The Board remains ultimately responsible for subsequent actions of the executive, and any sub-committee, following any delegation of power under this clause.
- 7.3.6. The Board may, at any time, revoke any delegation of power made to the executive under rule 7.3.5.
- 7.3.7. Following any delegation of power made to the executive or a sub-committee under rule 7.3.5, the executive or a sub-committee must report to the Board:
 - 7.3.7.1. at any Board meetings whilst the delegation remains in effect; and
 - 7.3.7.2. at the first Board meeting following the revocation of power under rule 7.3.6.

7.4. Disqualification of Board members

7.4.1. The office of a Board member shall become vacant if a Board member:

7.4.1.1 resigns from the Board by delivering written notice to the President or Secretary; or

7.4.1.2 becomes disqualified from being a Board member by the Act; or

7.4.1.3 is expelled as a Member under this Constitution; or

7.4.1.4 if, in the opinion of the Board, the Board member has become incapable of performing his or her duties; or

7.4.1.5 is absent without reasons acceptable to the Board for more than three (3) consecutive meetings in a financial year.

8. **The seal**

8.1. The Association shall have a common seal upon which its corporate name shall appear in legible characters.

8.2. The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Association.

8.3. The affixing of the seal shall be witnessed by the President and the Secretary.

9. **General meetings**

9.1 Annual general meetings

9.1.1. The Board shall call an annual general meeting in accordance with the Act and this Constitution.

9.1.2. The first annual general meeting shall be held within 18 months after the incorporation of the Association, and thereafter within five (5) months after the end of its financial year.

- 9.1.3. The order of the business at the annual general meeting shall be:
- 9.1.3.1 the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - 9.1.3.2 the consideration of the accounts and reports of the Board and the auditor's report (if auditor's report is required);
 - 9.1.3.3 the election of Board members;
 - 9.1.3.4 the appointment of auditors (if required); and
 - 9.1.3.5 Any other business requiring consideration by the Association in a general meeting.

9.2. Special general meeting

- 9.2.1. The Board may call a special general meeting of the Association at any time.
- 9.2.2. Upon a requisition in writing of not less than 25% of the total number of Members of the Association, the Board shall, within one (1) month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 9.2.3. Every requisition for a special general meeting shall be signed by the relevant Members and shall state the purpose of the meeting.
- 9.2.4. If a special general meeting is not convened within one month, as required by clause 9.2.2, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a

notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

9.2.5. Where it is required to give notice in writing, it is permissible to conduct same by email.

9.3. Notice of general meetings

9.3.1. Subject to clause 9.3.2, at least 14 days notice of any general meeting shall be given to Members. The notice shall set out where and when the general meeting will be held, and particulars of the nature and order of the business to be transacted at the general meeting.

9.3.2. Notice of a general meeting at which a special resolution is to be proposed shall be given at least twenty one (21) days prior to the date of the meeting.

9.3.3. A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by post to the address or appearing in the register of Members or emailing to the Members at their recorded email address.

9.3.4. Where a notice is sent by post:

9.3.4.1 the service is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and

9.3.4.2 unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

9.3.5. Where a notice is sent by email it will be deemed to have been effected at the time at which the email was sent.

9.4. Proceedings at general meetings

- 9.4.1. Twelve (12) members presenting personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- 9.4.2. If within 30 minutes after the time appointed for the meeting, a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place. If at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 9.4.3. Subject to clause 9.4.4, the President shall preside as chairperson at a general meeting of the Association.
- 9.3.4 If the chairperson is not present within five (5) minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Board member or one of their own number to be the chairperson of that meeting.

9.5. Voting at general meetings

- 9.5.1. Subject to this Constitution, every Member of the Association has only one vote at a general meeting of the Association.
- 9.5.2. A question for decision at a general meeting, other than a special resolution, must be determined by a majority of Members who vote in person, or, where proxies are allowed, by proxy, at that general meeting.
- 9.5.3. At least 21 days written notice specifying the intention to propose a special resolution must be given to all Members of the Association. A special resolution must be passed at a meeting by a majority of not less than three-quarters of Members who vote in person, or, where proxies are allowed, by proxy, at that general meeting.

9.5.4. Unless a poll is demanded by a majority of Members, a question for decision at a general Meeting will ordinarily be determined by a show of hands.

9.5.5. A secret ballot may be used for:

9.5.4.1 the election of members to the Board;

9.5.4.2 a motion of no confidence in a Board member; and

9.5.4.3 a motion to uphold the expulsion of a Member of the Association under clause 6.4.4.

9.6. Polls at general meetings

9.6.1. If a poll is demanded by a majority of Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

9.6.2. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

9.7. Special and ordinary resolutions

9.7.1. A special resolution is a special resolution as defined in the Act.

9.7.2. An ordinary resolution is any resolution that is not a special resolution.

9.8. Proxies

9.8.1. Any Member may only appoint one (1) proxy for voting purposes. Any Member attending a general meeting can only hold one (1) proxy vote.

10. Minutes

- 10.1. Proper minutes of all proceedings of general meetings of the Association and of meetings of the Board, shall be entered within one (1) month after the relevant meeting in minute books kept for the purpose.
- 10.2. The minutes kept pursuant to clause 10 must be confirmed by the Members of the Association or the members of the Board (as relevant) at a subsequent meeting.
- 10.3. The minutes kept pursuant to clause 10 shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 10.4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting were duly held, and that all appointments made at a meeting were valid.

11. Dispute resolution

- 11.1. The dispute resolution procedure set out in clause 11 applies to disputes under this Constitution between:
 - 11.1.2 a Member and another Member; and
 - 11.1.2 a Member and the Association.
- 11.2. The parties to the dispute must meet and discuss the matter in dispute, having given notice of the basis of the dispute in writing to each other beforehand and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- 11.3. If the parties are unable to resolve the dispute at the meeting, the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

12. Parliamentarians

- 12.1. Responsibilities of parliamentarians

12.1.1. Each parliamentarian who is also a Member, shall provide to the Board at least quarterly a report on:

12.1.1.1. the implementation and application of party policy at the parliamentary level, including recommendations on areas of policy that require revision or development;

12.1.1.2. actions the Member has taken to implement the Association's objects and purposes under this Constitution; and

12.1.1.3. Consultations undertaken by other parliamentarians.

12.1.2. No parliamentarian who is also a Member may resign from the Association without first gaining the consent of the Board and in such event the Board will take whatever steps it deems appropriate.

12.2. Levy on parliamentarian's salary

12.2.1. Members of the Association who are also members of parliament must pay a levy of 3% of their parliamentary income into an account

12.2.2. The monies in the fund can be used by the Board or approved officer for the purpose of carrying out the objectives of the Association.

12.3. Policy

12.3.1. All Parliamentarians who are also members of the Association are expected to:

12.3.1.1. abide by the objects and purposes of the Association; and

12.3.1.2. to speak and vote in accordance with agreed Association policy.

12.3.2. All parliamentarians have the right to speak on all matters relating to the Association. Where a parliamentarian disagrees with Association policy and chooses to speak they must:

12.3.2.1. state the party policy before stating their own; and

12.3.2.2. make it clear that their view is personal.

12.3.3. Where a parliamentarian disagrees with Association policy and intends voting otherwise than in line with that policy, they must, at the earliest opportunity, notify the Board and their Parliamentary colleagues.

12.3.4. Where a parliamentarian disagrees with Association policy and does vote otherwise than in line with that policy, they must, at the earliest opportunity, produce a statement to the Board explaining their decision.

12.4. The Parliamentary Team

12.4.1. All members of the Legislative Council or the House of Assembly, Senate or House of Representatives, who are also Members of Association, shall be members of the Parliamentary Team.

12.4.2. Where only one Member of the Association is a member of Parliament, there will be no Parliamentary Team.

12.4.3. The Parliamentary Team shall appoint a leader and deputy leader from amongst the members of the Team.

12.4.4. The Parliamentary Team shall develop protocols about their conduct in Parliament and about the management of the Team. Those protocols should be developed in accordance with the Association's agreed policies and this Constitution. Members of the team will be bound by these protocols. The protocols must address, but are not limited to:

12.4.4.1. expectations of the conduct of parliamentarians in dealing with the public and other members, the Association, staff and other Parliamentarians;

12.4.4.2. attending, or seeking leave of absence from Parliament and meetings of the Parliamentary team; and

12.4.4.3. the process of rotation of the Whip, the leader and deputy leader.

12.4.5. Wherever possible, members of the Parliamentary Team, shall make decisions by consensus, and failing that by a majority vote.

12.4.6. The President is entitled to attend all Parliamentary Team meetings. He or she is entitled to vote where the Parliamentary Team expressly determines or where a majority vote cannot be reached.

12.4.7. All Parliamentary positions (Whip, committee memberships and chairs, delegations and the like) shall be determined by a resolution of the Parliamentary Team following consultation with the President. The Parliamentary Team shall determine the protocols on the management of such determinations.

12.4.8. The Parliamentary Team and the Board have a duty to keep one another informed and to co-operate closely in decision-making.

12.4.9. The Parliamentary Team should meet a minimum of twice a year to discuss issues of common concern and to ensure consistency of policy.

12.4.10. The Parliamentary Team shall meet at any time at the request of the Whip or the leader of the team.

12.5. The Electoral Process

12.5.1. Candidates

12.5.1.1. Members who intend to seek pre selection will need to express their interests in writing to the Board within two weeks (2) of the Board having called for such expressions of interest.

12.5.1.2. The Board will appoint an Election Sub-Committee which will determine the processes applicable to determining and selecting appropriate candidates for:

12.5.1.2.1. the House of Assembly;

12.5.1.2.2. the Legislative Council in South Australia; or

12.5.1.2.3. the Lower and Upper House of the Australian Parliament; and

12.5.1.2.4. any local government elections

with the Board having to approve the final selections.

12.6. Election Campaigns

12.6.1. The Election Sub-Committee shall be delegated the task of running in the election campaign. The Election Sub-Committee shall consist of the leader of the Parliamentary Team, the President and five (5) other members chosen by the Board. The Election Sub-Committee will appoint an election campaign manager.

12.6.2. No member shall be eligible to nominate for preselection unless he or she is a financial member of the Association.

12.6.3. The Election Sub Committee should meet regularly with the Parliamentary Team or the single parliamentarian where there is no team to discuss their respective organisational duties.

12.6.4. All parliamentarians shall abide by decisions of the Election Sub-Committee provided that these decisions such do not conflict with the parliamentarian's parliamentary obligations.

13. **Financial reporting**

13.1. Financial year

13.1.1. The first financial year of the Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

13.2. Accounts to be kept

13.2.1. The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act. Refer to regulation 8 of the *Associations Incorporation Regulations 2008* (South Australia).

13.3. Accounts and reports to be laid before Members

13.3.1. If required by the Act, the accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before Members at the annual general meeting.

13.4. Annual returns

13.4.1. If required by the Act, the annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six (6) months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Board's statement, and the Board's report.

13.5. Appointment of auditor

13.5.1. If an auditor is required by the Act, then:

13.5.1.1. at each annual general meeting, the Members shall appoint a person to be auditor of the Association;

13.5.1.2. the auditor shall hold office until the next annual general meeting and is eligible for re-appointment; and

13.5.1.3. if an appointment is not made at an annual general meeting, the Board

shall appoint an auditor for the current financial year.

14. Prohibition against securing profits for Members

14.1. The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.

15. Winding up

15.1. The Association may be wound up in the manner provided for in the Act.

16. Application of surplus assets

16.1. If after the winding up of the Association there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has Constitutions which prohibit the distribution of its assets and income to its members:

16.1.1. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

17. Altering the Constitution

17.1. This Constitution may be altered (including an alteration to the Association’s name) by special resolution of the Members of the Association. This includes rescission or replacement by a substitute Constitution.

17.2. Any alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.

17.3. The registered Constitution shall bind the Association and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

18. That this Constitution is amended as at the annual general meeting held on the 25th day of August 2010.