



# Constitution

Cystic Fibrosis SA  
Incorporated





# Cystic Fibrosis SA Incorporated Constitution

*Approved at Cystic Fibrosis SA Inc. Annual General Meeting held on 25 May 2022*

## 1 Name

The name of the Association is **CYSTIC FIBROSIS SOUTH AUSTRALIA INCORPORATED.**

## 2. Interpretation

In this Constitution:

“Association” means Cystic Fibrosis South Australia Incorporated.

“Board” means the Board of Association.

“CFSA” means Cystic Fibrosis South Australia.

“Cystic Fibrosis” includes conditions known as mucoviscidosis, fibrocystic disease of the pancreas and pancreatic steatorrhea.

“Financial Member” means a Member or Life Member who has paid the annual or other subscription, if applicable.

“In attendance in person” means both physically in attendance and in attendance using Zoom or similar technology.

“Member” means any Member of the Association.

“Minute Book” means a record of meetings and may be held in a digital format.

“Month” means calendar month.

“Senior Employee” is the staff member, however titled, responsible for the management of the Association.

Words importing the singular include the plural and vice versa.

## 3. Objects

The objects of the Association are:

- 3.1 To facilitate and promote the provision of optimal care to people living with Cystic Fibrosis and their families and to ensure the best possible quality of life

- 3.2 To provide information, services and activities for the welfare of people living with Cystic Fibrosis, those affected by Cystic Fibrosis, and their families.
- 3.3 To promote public awareness of Cystic Fibrosis and its effects.
- 3.4 To organise fund raising and to administer the proceeds for the benefit of Members of CFSA.
- 3.5 To represent and promote the interest of people living with Cystic Fibrosis and their families.
- 3.6 To initiate and encourage research and study pertinent to Cystic Fibrosis.
- 3.7 To do all the other things incidental to the attainment of these objects.

#### 4. **Patrons**

The Board, to further the objects of the Association, may appoint any number of persons as patrons of the Association.

#### 5. **Ordinary Memberships**

Ordinary Membership of the Association comprises:

- 5.1 Individuals.
- 5.2 Families (residing at the same household).
- 5.3 Any other class of Ordinary Membership created by the Board from time to time.

#### 6. **Other Memberships**

The Board, by unanimous decision, may award Life Membership to any person who has been a Board member for at least 10 years or an Office Bearer of the Association for at least 5 years or who has rendered outstanding service to the Association.

#### 7. **Observance of Constitution**

Members must comply with the Constitution of the Association.

#### 8. **Membership Subscription**

- 8.1 The Members' annual or other subscriptions will be determined by the Board from time to time and are payable by Ordinary Members.
- 8.2 No subscription is payable by Life Members.

#### 9. **Cessation of Membership**

The Board may terminate a member's membership if the Member:

- 9.1 not a Financial Member for more than 2 months of the Association's financial year.

- 9.2 resigns in writing.
- 9.3 is guilty of conduct which the Board considers in its absolute discretion, is not consistent with the interests of the Association.

## 10. **General Meetings**

- 10.1 General Meeting shall be convened by the Senior Employee or, if there is no Senior Employee, by the Secretary within 28 days of receipt of a directive of the Board or a written request of 4 Board Members or 10 Financial Members specifying the business to be conducted at the meeting.
- 10.2 The Association may hold a General Meeting using any technology that gives the Members as a whole a reasonable opportunity to participate, including being able to hear the proceedings clearly and, when appropriate, be able to address the meeting.
- 10.3 Anyone using this technology will be taken to be present in person at the meeting.

## 11. **Annual General Meeting**

The Board must convene an Annual General Meeting prior to the 31 May each year for the following purposes:

- 11.1 To confirm the minutes of the preceding Annual General Meeting.
- 11.2 To receive a report from the President and/or senior employee for the previous financial year.
- 11.3 To receive the Treasurer's report and the audited financial statements for the previous financial year.
- 11.4 To elect members to the Board for the ensuing year.
- 11.5 To appoint an auditor for the ensuing year.
- 11.6 To conduct any other business placed on the agenda not less than 14 days before the commencement of the meeting.

## 12. **Quorum**

A quorum at General Meetings is 15 financial Members in person or by proxy.

## 13. **President**

At every General Meeting the President will preside. In the absence of the President the Vice-President will preside. If both the President and the Vice-President are absent, the Members present will choose one of their number to preside at the Meeting.

## 14. **Presiding Vote**

At all General Meetings the person presiding will, in the event of an equality of votes on any question, have a casting vote in addition to a deliberative vote.

15. **Voting**

- 15.1 Individual Members present in person or by proxy at a General Meeting are entitled to one vote.
- 15.2 Every Family Membership entitles that Family to one vote by a representative of that Family present in person or by proxy at a General Meeting.
- 15.3 Life Members present in person or by proxy at a General Meeting are entitled to one vote.
- 15.4 Proxies must be in writing and lodged with the Senior Employee or in the absence of a Senior Employee, with the President prior to the commencement of the General Meeting which the proxy applies.
- 15.5 Voting at General Meetings will be by show of hands except that any contested election at an Annual General Meeting or otherwise shall be by secret ballot. The meeting may, by show of hands, require any other vote to be a secret ballot.

16. **Minute Book**

- 16.1 A Minute Book must be kept in which must be recorded Minutes of all General Meetings.
- 16.2 Minutes signed by the President of the Meeting at which the proceedings were held or by the President of the next succeeding General Meeting will be conclusive of the Meeting and of the proceedings at that Meeting (in the absence of manifest error).

17. **Auditor**

- 17.1 An auditor must be appointed by Members at the Annual General Meeting.
- 17.2 The auditor will hold office until the Annual General Meeting next succeeding and will be eligible for re-appointment.
- 17.3 The auditor must examine and audit the financial amounts and supporting books and records of the Association annually.

18. **Governance**

- 18.1 Governance of the Association is vested in a Board. The Board will comprise of at least five (5) but no more than eight (8) persons from within the membership of the Association.
- 18.2 At least five (5) persons will be Elected Board members, elected by members at the Annual General Meeting.
- 18.3 The Board may appoint up to two (2) Appointed Board members from within the membership of the Association, provided that the total number of Elected and Appointed Board members does not exceed eight (8) persons.

- 18.4 The Board may appoint up to two (2) Ex-Officio Board members from within the membership of the Association for a specific purpose or project. Any Ex-Officio members do not count towards the total number of Board Members.

**19. Office Bearers**

- 19.1 The Office Bearers of the Association are the President, Vice-President Treasurer and the optional position of Secretary.
- 19.2 The Office Bearers shall be appointed by the Elected Board members at a meeting immediately following the Annual General Meeting and thereafter upon the vacancy of any office.
- 19.3 The criteria for any person seeking to nominate to become an Office Bearer shall be determined by the Board.

**20. Elected Board Members**

- 20.1 The notice calling the Annual General Meeting must invite nominations for the election of Board members. Nominations in writing must be lodged with the Senior Employee, or if there is no Senior Employee, with the Secretary fourteen (14) days prior to the date of the meeting and will be included on any ballot sheet prepared for that meeting.
- 20.2 One half of the Elected Board Members shall be chosen by consensus or by lot to retire at the first Annual General Meeting following their election and thereafter the position of each Elected Board Member shall fall vacant on completion of a term of 2 years. Retiring Elected Board Members are eligible for re-election.

**21. Appointed Board Members**

- 21.1 The Appointed Board members may be appointed at the first meeting of the Elected Board members following the Annual General Meeting.
- 21.2 In appointing Appointed Board Members, the Elected Board members should have regard to which personal skills and experience the Board thinks will complement the Board composition.
- 21.3 The term of Appointed Board members must be fixed by the Elected Board Members at the time of their appointment but cannot exceed two (2) years.
- 21.4 An Appointed Board Member whose term of office ends can be re-appointment.

**22. Ex-Officio Board Members**

- 22.1 The Ex-Officio Board members may be appointed at any meeting of the Board as required.
- 22.2 Any Ex-Officio Board members do not have voting rights and their presence shall not count towards the quorum.
- 22.3 In appointing Ex-Officio Board members, the Board members should have regards to which qualifications the Board thinks are necessary for the specific purpose or project for which they are appointing the Ex-Officio Board members.
- 22.4 The term of Ex-Officio members must be fixed by the Board Members at the time of their appointment but cannot exceed two (2) years.

22.5 An Ex-Officio Board member whose term of office ends can be re-appointed.

## 23. Elections

23.1 If the number of nominations exceeds the number of vacancies the election will be determined by ballot. The Meeting will appoint scrutineers to conduct the ballot.

23.2 If the number of nominations is less than the number of vacancies the nominees will be deemed duly elected.

23.3 When determining the number of vacancies existing at the AGM the Board should consider the skills required and requirement to appoint Board Members to address skills gaps in the Board composition.

## 24. Disputed Elections

If a member disputes the validity of any election the Member must within 7 days. The Board may either itself or by a subcommittee of the Board hear and determine the complaint. The decision of the Board or sub-committee is final.

## 25. Casual Vacancies

25.1 Vacancies unfilled or arising on the Board may be filled for the unexpired remainder of the term by seeking fresh nominations or by co-opting to fill vacancies. The Board may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.

25.2 All Board Members having been appointed to fill a casual vacancy will retire at the first Annual General Meeting following their appointment except if more than 50% of Board Members are completing their term in that year in which case the Board, by resolution, may extend the term of the appointee to the following Annual General Meeting.

## 26. Cessation of Office

The office of a member of the Board will be vacated if the Member:

26.1 resigns in writing

26.2 is absent from 3 successive Board meetings without explanation acceptable to the Board.

26.3 there is a unanimous vote of all other Board Members 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 the motion to declare the position vacant has been given to the Board and that the Member who is the subject of the motion shall be provided with an opportunity to speak to the motion.

## 27. Powers of the Board

27.1 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 real or personal property, open and operate bank accounts, invest in trustee securities, and enter any necessary or desirable contract including a contract of employment.

- 27.2 The Board shall be entitled to exercise the full powers of the Association, and without limiting those powers shall have the management and control of the funds and other property of the Association. Provided that the Board must obtain the approval of a General Meeting before borrowing money or securing any payment by charging the property of the Association otherwise than in accordance with a policy previously approved by a General Meeting.
- 27.3 To appoint 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.
- 27.4 To appoint, dismiss, make provision for the payment of and to define the duties, powers and terms and conditions of employment of a Senior Employee, however titled.
- 27.5 To appoint Appointed Board Members, Ex-Officio Board Members and Board Members to fill casual vacancies.
- 27.6 To open, conduct and close general bank accounts and Trust Accounts for specific purposes from time to time.
- 27.7 To make rules and by-laws not inconsistent with this Constitution.

**28. Financial Year**

The Association's financial year commences 1 January each year and ends on the following 31 December.

**29. Meeting of the Board**

- 29.1 The Board shall meet as often as may be required to conduct the business of the Association and no less than four (4) times in each calendar year.
- 29.2 The President or two other Board Members shall have the power to call a meeting of the Board.

**30. Quorum**

A quorum for a Board meeting shall be no less than 50% of Board members entitled to be present.

**31. President**

The President will preside at all Board meetings. If the President is absent the Vice-President will preside. If both are absent the members present will choose one of their number to preside at the meeting.

**32. Voting**

All questions arising at any Board meeting will be decided by a show of hands or, demanded by any member, by a ballot. Each member has one vote.



### **33. Circulated Resolutions**

- 33.1 If there is an urgent or important decision required between Board meetings, the Board may consider and vote on a resolution circulated to all Board members by mail or email.
- 33.2 Circulated resolutions shall be passed by majority Board members entitled to vote and their written assent on a postal resolution, or the return email with their vote in favour or against will be retained as a record.
- 33.3 Any resolutions so passed shall come into effect immediately but shall be tabled and ratified by the next Board meeting.

### **34. Presiding Vote**

At all Board Meetings the person presiding will, in the event of an equality of votes on any question, have a casting vote in addition to a deliberative vote.

### **35. Minutes**

The Board will cause minutes to be kept of the proceedings at all Board meetings. No business may be transacted at a Board meeting until the minutes of the previous meeting have been confirmed or otherwise disposed of.

### **36. Public Relations**

The President or Senior Employee will act as spokespersons for the Association but may delegate this role to other persons with an appropriate interest or expertise from time to time

### **37. Alteration of Constitution**

Any proposed alteration to the Constitution must be notified in writing to the Members at least 21 days before a General Meeting at which it is to be proposed. The Constitution may be altered only by at least a two-thirds majority of Members present in person or by proxy at a General Meeting.

### **38. Finance**

- 38.1 The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any member.
- 38.2 The Treasurer shall ensure that financial budgets and statements are prepared and shall cause a report on the finances to be submitted to each Board meeting.
- 38.3 The Treasurer shall ensure that annual Financial Statements are prepared following the end of the Association's financial year and that these Financial Statements are audited prior to presentation at the Annual General Meeting.

### **39. Assets**

The income and property of the Association must be applied solely to the promotion of the objects of the Association. No portion of it may be paid or transferred directly or indirectly by way of dividend, bonus or other similar means to the Members. Nothing in this Constitution prevents payment in good faith of remuneration to any officer, employee or any Member for services rendered to the Association.

#### 40. **Winding Up**

40.1 The Association may be wound up by an ordinary resolution of Members passed at a General Meeting convened for the purpose.

40.2 In the event of the Association being wound up the surplus assets must be disposed of to another public benevolent, charitable, scientific, educational or other body of similar status and having similar objects to those of the Association, which has been approved by the Commissioner of Taxation for the purpose of section 78 of the Income Tax Assessment Act and as determined by an ordinary resolution of the Members at a General Meeting convened for the purpose.

#### 41. **Indemnity**

Every Board member and any other officer and employee of the Association is indemnified by the Association against (and out of the funds of the Association the Board will pay) all costs, losses and expenses for which any Board member or other officer or employee may become liable by reason of anything properly done by that member, officer or employee in the discharge of that person's lawful duties.