



CARERS AUSTRALIA LIMITED

CONSTITUTION

ADOPTED

18 NOVEMBER 2015

TABLE OF CONTENTS

1	PRELIMINARY	4
1.1	Name	4
1.2	Incorporation	4
1.3	Replaceable Rules	4
1.4	Interpretation	4
1.5	Objects	5
1.6	No Distribution to Members	6
2	MEMBERSHIP	6
2.1	Membership Categories	6
2.2	Membership Qualifications	6
2.3	Application for membership	7
2.4	Membership Rights	7
2.5	Membership Register	8
2.6	Cessation of Membership	8
2.7	Resignation of Membership	8
2.8	Fees, Subscriptions, etc	9
2.9	Members' Liability	9
2.10	Suspension and Termination	9
3	THE BOARD	12
3.1	Powers of the Board	12
3.2	Constitution and Membership of the Board	13
3.3	Appointment of Board directors	15
3.4	Notification of candidates for appointment to the Board	16
3.5	Nomination & Election of Office-Bearers	16
3.6	The Secretary	17
3.7	The Treasurer	17
3.8	The President/Vice-President	18
3.9	Vacancies	18
3.10	Removal of Board directors	19
3.11	Board Meetings and Quorum	20
3.12	Delegation by Board to, and appointment of, sub-committees and co-option	21
3.13	Informal Conduct of Business	21
4	GENERAL MEETINGS	22
4.1	Annual General Meetings	22
4.2	General Meetings	22
4.3	Procedure and Quorum for General Meetings	23
4.4	Adjournment	24
4.5	Making of Decisions	24

4.6	Voting	24
4.7	Appointment of Proxies	25
5	MISCELLANEOUS	25
5.1	Employees	25
5.2	Funds	25
5.3	Gift Fund	26
5.4	Membership Fees	26
5.5	Amendments to Constitution	27
5.6	Custody of Books	27
5.7	Inspection of Books	27
5.8	Service of Notices	27
5.9	Auditor	27
5.10	Dissolution	28

1 PRELIMINARY

1.1 Name

The name of the Company is 'Carers Australia Limited'.

1.2 Incorporation

The Company will be a public company limited by guarantee incorporated under the Act.

1.3 Replaceable Rules

The replaceable rules in the Act do not apply to the Company.

1.4 Interpretation

For the purpose of this Constitution the words contained herein have the following meaning unless expressed otherwise:

'associate member' means a national organisation or another organisation with a national focus but which does not have a national body which has an active interest in carers generally or of a particular kind who meets with clause 2.2(b) requirements;

'Board' means the Board of Management provided for in clause 3.2;

'Board directors' include both member-nominated directors and co-opted directors;

'carer' means a person providing care and support for family members or friends who cannot manage without help because of disability, mental illness, chronic illness or frailty in older age; or, any former carer;

'casual vacancy' means a vacancy in the Board as a result of a Board director ceasing to hold office between the period of appointment under clause 3.3 and cessation of appointment 2 years thereafter;

'Company' means Carers Australia Limited;

'company year' means the period between Annual General Meetings of the Company;

'co-opted director' means a person properly appointed as a director of the Board in accordance with clause 3.3(b) or clause 3.2(g) who is entitled to vote at meetings of the Board;

'financial member' means a member who has paid all fees or moneys owing to the Company;

'financial year' means a year ending on 30 June;

'member' means the current State Carer Organisation, which becomes a full member in accordance with the Constitution;

‘member-nominated director’ means a member representative who is appointed as a director of the Board in accordance with clause 3.3(a) or clause 3.2(f) who is entitled to vote at meetings of the Board;

‘member representative’ means the properly appointed representative of a full member who is entitled to attend, address and vote at general meetings;

‘non-confidential documents’ means documents deemed by the Board not to be confidential;

‘organisation’ means an associated entity under state law or a corporation;

‘person’ includes an organisation;

‘procedural irregularity’ means non-compliance or insufficient compliance with documents required to be completed in accordance with this Constitution;

‘re-appointed’ means in relation to clause 3.2(d)(iii) every appointment after the first appointment;

‘replaced Board director’ is the Board director who ceased to hold office during the term of appointment, therein creating a casual vacancy;

‘Secretary’ means the Hon. Secretary of the Company;

‘State Carer Organisation’ means a member of the Company (whose primary focus is to represent and promote the interests of carers in their state) which the Company has admitted to membership as a full member, for a particular state;

‘State’ means a state or territory of the Commonwealth of Australia;

‘the Act’ means the Corporations Act 2001 (Cth);and

‘Treasurer’ means the Hon. Treasurer of the Company.

1.5 Objects

The objects of the Company shall be—

- (a) to be the national body with a national voice and focus for carers;
- (b) to represent, advocate and promote the interests of carers and carer organisations;
- (c) to lead change and action with and for carers in Australia at the national level;
- (d) to work to ensure carers have choices, improved health, wellbeing, resilience and financial security, and that caring is recognised as a shared responsibility of family, community, business and government;
- (e) to promote carer responsive services;

- (f) to be an active partner in the core work of the Network of Carers organisations, including research, policy development and advocacy; carer services and programs; and education and training for carers and service providers;
- (g) to develop and promote co-operation and exchange of information with appropriate national and international organisations; and
- (h) to carry out other functions that are of benefit to carers.

1.6 No Distribution to Members

The assets and income of the Company shall be applied solely in the furtherance of its abovementioned objects and no portion shall be distributed directly or indirectly to the members of the Company except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

2 MEMBERSHIP

2.1 Membership Categories

- (a) Only an organisation can be a member of the Company.
- (b) Each state shall be entitled to have one full member in the Company.
- (c) The membership of the Company shall consist of the following categories -
 - (i) Full members; and
 - (ii) Associate members.

2.2 Membership Qualifications

An organisation is qualified to be a member under the following categories -

- (a) Full Membership -
 - (i) only State Carer Organisations may be full members; and
 - (ii) full membership shall be restricted to one (1) State Carer Organisation for each state (Schedule I).

- (b) Associate Membership -

The Board may admit an organisation to associate membership if -

- (i) an organisation makes application for such membership in the manner provided by clause 2.3 and tenders the appropriate fee; and

- (ii) the Board is satisfied having regard to the organisation's constitution, membership, activities and other matters which the Board considers relevant, that the Organisation is an organisation which has an active interest in carers at a national level generally or of a particular kind.

2.3 Application for membership

- (a) An application for membership of the Company shall -
 - (i) be made in writing in the form set out in Appendix I to this Constitution or in such other form as the Board may from time to time prescribe;
 - (ii) indicate the class of membership for which application is made and the basis thereof; and
 - (iii) be lodged with the Secretary.
- (b) The Board shall determine whether the organisation submitting the application satisfies the criteria for members.
 - (i) If in the Board's opinion the organisation satisfies the criteria for membership and would be in accordance with the requirements or qualifications under clause 2.2 then the organisation shall be admitted in the class of the membership sought.
 - (ii) Subject to complying with clause 2.1(b) the Board can refuse membership for any reason and in relation thereto the determination of the Board shall be final.

2.4 Membership Rights

- (a) Full members shall be entitled to all rights conferred upon members by this Constitution. Each full member shall be represented at general meetings by its member representative who shall be entitled to exercise one (1) vote.
- (b) When acting in the capacity of a member representative, a member representative shall express and reflect the views of his or her nominating member organisation.
- (c) When acting in the capacity of a Board director, a member representative must act in accordance with his or her obligations under this Constitution and otherwise at law. Without limiting this requirement, a member representative acting in the capacity of a Board director is expected to:
 - (i) raise with the Company relevant issues of importance to his or her nominating member organisation;
 - (ii) keep his or her nominating member organisation informed of Company issues; and

- (iii) act in the best interests of the Company, regardless of the views of his or her nominating member organisation.
- (d) Associate members
 - (i) are not entitled to vote;
 - (ii) in accordance with policies determined by the Board shall be entitled to receive non confidential communications, and
 - (iii) receive such other benefits as determined by the Board.

2.5 Membership Register

The Secretary shall cause to be kept and maintained a register of all members showing, in respect of each member, its member representative's name, address, telephone number and for each member organisation, the category of membership and date of commencement of membership and date of payment of membership fees. Provision for noting the date of cessation of membership shall also be contained in the register.

2.6 Cessation of Membership

- (a) A Member shall cease to be a member of the Company if:-
 - (i) the member organisation is wound up;
 - (ii) the member organisation resigns from the membership of the Company;
 - (iii) the member organisation is expelled from membership of the Company; or
 - (iv) the member organisation fails to pay the appropriate membership fee within three (3) calendar months after the due date.
- (b) Where an organisation ceases to be a member, the Secretary shall cause to be made an appropriate entry in the register of members recording the date on which the organisation ceased to be a member.

2.7 Resignation of Membership

- (a) A member is not entitled to resign from membership of the Company except in accordance with this clause.
- (b) A member may resign from membership of the Company by giving notice in writing to the Secretary (being not less than one (1) calendar month or, if the Board has determined a shorter period, that shorter period) of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (c) The resignation of membership shall not relieve the member from the obligation to pay any money owing by the member to the Company at the time of the resignation, or subsequently becoming payable to the Company by virtue of obligation which arose before that time.

2.8 Fees, Subscriptions, etc

- (a) Fees shall be as follows -
 - (i) a member or associate member of the Company, shall, upon admission to membership, pay to the Company a fee of \$1.00 or, where some other amount is determined by the Board, of that other amount; and
 - (ii) in addition to any amount payable by the member or associate member under clause 2.8(a)(i), a member of the Company shall pay to the Company an annual membership fee of \$500 and an associate member of the Company shall pay to the Company an annual membership fee of \$100 or, where some other amount is determined by the Board pursuant to clause 5.4, that other amount -
 - I. except as provided by clause 2.8(a)(ii)II, before 1 July in each calendar year; or
 - II. where the member or associate member becomes a member or associate member on or after 1 July in any calendar year – within one (1) calendar month of becoming a member.
- (b) Any member of the Company who is not a financial member may not vote at the annual general meeting or any special general meeting or any meeting of the Board of Management.

2.9 Members' Liability

If the company is wound up:

- (a) each member; and
 - (b) each person who has ceased to be a member in the preceding year, undertakes to contribute to the property of the Company for the:
 - (c) payment of debts and liabilities of the Company (in relation to clause 2.8, contracted before the person ceased to be a member) and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves,
- such amount as may be required, not exceeding \$10.00.

2.10 Suspension and Termination

- (a) Where a majority of two thirds or more of the Board is of the opinion that a member or associate member,
 - (i) has persistently refused or neglected to comply with a provision of this Constitution; or

- (ii) has wilfully acted in a manner prejudicial to the interests of the Company;

the Board may (subject to clause 2.10(c)) -

- (iii) expel the member or associate member from membership of the Company whereupon the membership of the member or associate member shall cease; or
- (iv) suspend the member or associate member from such rights and privileges of membership of the Company as the Board may determine for a specified period.

- (b) Where a majority of two thirds or more of the Board is of the opinion that an individual representative of a member or associate member -

- (i) has persistently refused or neglected to comply with a provision of this Constitution; or
- (ii) has wilfully acted in a manner prejudicial to the interests of the Company; or
- (iii) is no longer able to adequately represent the relevant member or associate member

subject to clause 2.10(c) the Board may -

- (iv) suspend or terminate rights or privileges of the individual representative as the Board may determine for any specified period, in which case the Board may at its discretion agree to a replacement representative continuing the member's or associate member's representation during the period of suspension.

- (c) The Board shall not expel or suspend a member or associate member, or member or associate member representative pursuant to clause 2.10(a) or clause 2.10(b) whichever is appropriate, unless at least twenty-eight (28) days before the meeting of the Board at which such action is considered, the Secretary gives the member or associate member, or member or associate member representative written notice stating -

- (i) the date, time and place of the meeting;
- (ii) the terms of the resolution by which it is proposed that the Board reach an opinion of the kind referred to in clauses 2.10(a)(i) or 2.10(a)(ii) , or clauses 2.10(b)(i), 2.10(b)(ii) or 2.10(b)(iii);
- (iii) particulars of alleged acts and/or omissions which will be placed before the Board in connection with the proposed resolution;

- (iv) that if the resolution is passed, the Board may proceed to expel or suspend the member or associate member, or member or associate member representative; and
 - (v) that any person nominated by the member or associate member and in addition, where applicable, the representative who is the subject of these proceedings may attend and speak at the meeting in connection with the proposed resolution and in connection with any proposed resolution for expulsion or suspension or, alternatively, may submit written representations relating to such matters to be received by the Secretary no later than seven (7) days prior to the meeting date.
- (d) At a meeting of the Board held as referred to in clause 2.10(c), the Board shall -
 - (i) give to the member or associate member, or member or associate member representative an opportunity to have oral representations made on its or their behalf;
 - (ii) give due consideration to any written representations submitted to the Board by the member or associate member, or member or associate member representative prior to the meeting; and
 - (iii) by voting determine whether to pass the resolution.
- (e) Where the Board passes a resolution under clause 2.10(d) the Secretary shall, within seven (7) days after that date, by notice in writing, inform the member or associate member and/or where relevant, the representative concerned of the fact.
- (f) A resolution passed by the Board under clause 2.10(e) does not take effect -
 - (i) unless the member or associate member, or member or associate member representative does not ask the Board to reconsider the resolution within fourteen (14) days of the date of the notice issued under clause 2.10(e); or
 - (ii) unless and until the Board, having reconsidered the resolution, has confirmed the resolution.
- (g) The termination or suspension of membership shall not relieve the member or associate member from the obligation to pay any money owing by the member or associate member to the Company at the time of the termination or suspension, or subsequently becoming payable to the Company by virtue of obligation which arose before that time.

- (h) Any termination or suspension of membership of a member organisation shall result in any member representative of that member organisation appointed in accordance with this Constitution having their appointment terminated in the case of cessation of membership, or membership suspended in the case of suspension of membership, the period of suspension commencing when the membership of the member organisation is suspended and ending when the suspension of that member organisation also ends.
- (i) Any termination of appointment of the member representative in accordance with clause 2.10(b) of this Constitution does not affect the status of the member organisation.

3 THE BOARD

3.1 Powers of the Board

- (a) The Board, subject to the Act, this Constitution, and to any resolution passed by the Company in a general meeting -
 - (i) shall control and manage the affairs of the Company;
 - (ii) may exercise in the name of the Company all the functions that may be exercised by the Company other than those functions that are required, by the Act, this Constitution or the general law, to be exercised by the Company in a general meeting;
 - (iii) shall, consistent with and in pursuance of this Constitution, have authority to interpret the meaning of this Constitution and any matter relating to the Company on which this Constitution is silent; and
 - (iv) has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Company and in accordance with the Constitution.
- (b) Any Board decision which is later found to be in contravention of this Constitution shall be either rescinded or submitted to a General Meeting called as soon as practicable but no less than twenty-eight (28) days after the contravention is found.
- (c) A General Meeting called in pursuance of clause 3.1(b) shall, subject to clause 3.1(d), either:
 - (i) ratify the decision which was in contravention of the Constitution whereupon it shall be deemed to be in accordance with the Constitution; or
 - (ii) rescind the decision.

- (d) The Constitution can only be amended in accordance with clause 5.5 and any ratification of a decision pursuant to clause 3.1(c) shall not in any way allow amendment of the Constitution other than in accordance with clause 5.5.

3.2 Constitution and Membership of the Board

- (a) The Board shall consist of eight (8) member-nominated directors (who are the member representatives) and the Board may appoint up to four (4) co-opted directors (who do not need to be a member of a member organisation).
- (b) Four (4) of the Board directors will be office-bearers of the Company appointed pursuant to clause 3.5.
- (c) The office-bearers of the Company shall be -
 - (i) the President;
 - (ii) the Vice-President;
 - (iii) the Treasurer; and
 - (iv) the Secretary.
- (d) Subject to this Constitution -
 - (i) each member-nominated director shall hold office for a period of two (2) years or until the second Annual General Meeting following their appointment under clause 3.3(a) of this Constitution, whereupon they shall be eligible for re-appointment;
 - (ii) the appointment of member-nominated directors shall be on a rotational basis such that four (4) member-nominated directors are appointed at each Annual General Meeting;
 - (iii) a member representative is only entitled to be re-appointed twice.
 - (iv) subject to clauses 3.2(d)(v) any member representative shall only be entitled to hold office as a member-nominated director of the Company for a period not exceeding six (6) years and any period of holding office, whether accumulative or continuous shall be included in the determination of the six-year period;
 - (v) any appointment under clause 3.2(g) of this Constitution shall not be included in the determination of the six-year period; and

- (e) Subject to this Constitution -
 - (i) each co-opted director shall be initially appointed for a period of two (2) years following their appointment under clause 3.3(b) of this Constitution, at the end of which period they shall be eligible for re-appointment (subject to clause 1.5(b)); and
 - (ii) any co-opted director shall only be entitled to hold office as a co-opted director of the Company for a period not exceeding six (6) years and any period of holding office, whether accumulative or continuous shall be included in the determination of the six-year period;
 - (iii) any appointment under clause 3.2(g) of this Constitution shall not be included in the determination of the six year period.
- (f) If a member-nominated director position becomes vacant -
 - (i) the member organisation who nominated the member-nominated director whose position is now vacant, may appoint a new person to fill the vacancy who is a carer and a financial member of the member State Carer Organisation or is or has served on the board of the member State Carer Organisation;
 - (ii) if the member organisation does not fill the vacancy within three (3) calendar months the Board may appoint a member of that member organisation to fill such vacancy;
 - (iii) any member-nominated director appointed pursuant to this clause 3.2(f) to fill a casual vacancy shall hold office, subject to this Constitution, until the conclusion of the period for which the vacating member-nominated director would have retained the position; and
 - (iv) upon the expiry of the term of a replacement member-nominated director appointed pursuant to this clause 3.2(f) the replacement member-nominated director shall be eligible for appointment in accordance with clause 3.3(a) and such appointment shall be considered their first term and subject to re-appointment under clause 3.2(d)(iii).
- (g) If a co-opted director position becomes vacant -
 - (i) the Board may appoint a candidate to fill a vacancy of a co-opted director where such director leaves or is removed from office before the end of their term of office;
 - (ii) any co-opted director appointed pursuant to this clause 3.2(g) to fill a casual vacancy shall hold office, subject to this Constitution, until the conclusion of the period for which the vacating co-opted director would have retained their position; and

- (iii) upon expiry of the term of a replacement co-opted director appointed pursuant to this clause 3.2(g) the replacement co-opted director shall be eligible for appointment in accordance with clause 3.3(b) and such appointment shall be considered their first term and subject to re-appointment under clause 3.2(e)(i).

3.3 Appointment of Board directors

- (a) The member-nominated directors shall be appointed as follows -
 - (i) each member State Carer Organisation, in respect of whom a vacancy is due to occur at the Annual General Meeting, shall nominate a new representative to be appointed to the Board in accordance with the following procedure -
 - I. when giving notice of an Annual General Meeting ('notified AGM'), the Secretary shall give written notice to those member State Carer Organisations calling for a nomination of a candidate for appointment to the Board; and
 - II. any person who is a carer and a financial member of the member State Carer Organisation or is or has served on the board of the member State Carer Organisation is eligible for nomination under this clause; and
 - (ii) all member representatives nominated pursuant to this clause shall be appointed member-nominated directors during the AGM, such appointment to be effective at the conclusion of the said AGM, whereupon the previous member-nominated directors whose positions were available for appointment in accordance with clause 3.2(f) shall cease to hold office.
- (b) The process for nomination and assessment of candidates to be co-opted directors will be as follows -
 - (i) any member-nominated director or, any member State Carer Organisation, may nominate a candidate for appointment to the Board;
 - (ii) nominated candidates will be assessed by the Board members on the basis of their skills and expertise. Where there are more than 4 candidates nominated, the Board may undertake a short-listing process; and
 - (iii) in accordance with clause 3.13(a) of this Constitution, the Board may appoint a selection sub-committee to identify possible candidates for co-opted director membership, and to assess candidates' suitability. A co-opted director who is already on the Board may be a member of such selection sub-committee.

- (c) A candidate will be appointed if the majority of the Board directors present at the Board meeting vote in favour of their appointment. A co-opted director already on the Board has full voting rights and may vote on the appointment of further co-opted directors.
- (d) A co-opted director need not be a member of a member organisation to be appointed as a co-opted director.
- (e) A person who has served his or her maximum term as an member-nominated director, as set out in section 3.2(d)(iv) shall not be eligible for appointment as a co-opted director.

3.4 Notification of candidates for appointment to the Board

- (a) The name and address of the member representative for each State Carer Organisation shall be advised in writing, in the form prescribed by the Board from time to time, to the Secretary at least two (2) weeks before the date fixed for the commencement of an Annual General Meeting of the Company.
- (b) The names and addresses of the candidates for appointment to the Board as a co-opted directors shall be advised in writing, in the form prescribed by the Board from time to time, to the Secretary at least four weeks before the date fixed for the first Board meeting after the Annual General Meeting.
- (c) Each written notice under clauses 3.4(a) and 3.4(b), must enclose the signed Statement of Commitment as it appears at Appendix III to this Constitution.

3.5 Nomination of Office-Bearers

- (a) In the period between the appointment of the member-nominated directors at the annual general meeting and the election of the office bearers at the first meeting of the Board after each annual general meeting the most senior remaining office bearer shall be deemed President.
- (b) If no office bearers are holding office during the period outlined in clause 3.5(a) then the Board shall determine who will be deemed President.
- (c) A director deemed to be President pursuant to clause 3.5(a) or 3.5(b) above shall have the power to determine other deemed office bearer's positions if required.
- (d) Any appointment pursuant to this clause 3.5 shall only be effective until the office bearers are elected in accordance with clause 3.6 of this Constitution.

3.6 Election of Office-Bearers

- (a) Subject to clause 3.6(b), the Board will, at the first meeting of the Board after each annual general meeting, elect from its directors, by a simple majority, the office-bearers as defined at clause 3.2(c) who will hold office for one (1) year. Both member-nominated directors and co-opted directors are eligible to be appointed as office bearers.
- (b) If an office-bearer position becomes vacant for any reason the Board must elect from its directors a new office-bearer to that position.
- (c) If there is a period between an office-bearer position becoming vacant and the Board electing a new office-bearer to that position:
 - (i) if the vacancy is the position of the President, the Vice President will fill the vacancy; and
 - (ii) if the vacancy is any other position, the President, or if there is no current President, the Vice-President, may appoint any Board director to fill the vacancy.
- (d) A Board director appointed to an office-bearer position under clause 3.6(c) will hold the position until the Board elects from its directors a new office-bearer to the position.
- (e) The Board will determine the procedure for election of the office-bearers.
- (f) Any office-bearer shall not hold the same office for a period exceeding three (3) consecutive years, except in special circumstances decided and approved by an ordinary resolution at an Annual General Meeting.

3.7 The Secretary

- (a) The Secretary shall, in addition to his or her other responsibilities under this Constitution, cause to be kept a record of -
 - (i) the names, addresses and dates of all elections and appointments of office-bearers and other Board directors and shall update these records within one (1) month of any changes;
 - (ii) the names of those present at a Board meeting or a general meeting; and
 - (iii) minutes of all proceedings at Board meetings and general meetings.
- (b) Minutes of proceedings of meetings other than annual general meetings shall be submitted for confirmation at the next meeting as applicable and be signed by the person presiding at that meeting as a true record.

3.8 The Treasurer

The Treasurer shall -

- (a) ensure that all moneys due to the Company are collected and received and that all payments made are authorised by the Company;
- (b) ensure that correct accounts and books are kept and maintained showing the financial affairs of the Company with full details of all receipts and expenditure connected with the activities of the Company;
- (c) report to each general meeting of the Company and meetings of the Board as to the financial position of the Company; and
- (d) furnish to the Board for presentation at the annual general meeting of the Company -
 - I. a report on the financial position of the Company at the end of the financial year immediately preceding that meeting;
 - II. a statement of the income and expenditure of the Company for the financial year; and
 - III. a statement of the assets and liabilities of the Company at the end of the financial year.

3.9 The President/Vice-President

- (a) The President or, in the President's absence, the Vice-President, shall preside at meetings of the Company and the Board.
- (b) If the President and the Vice-President are absent from the meeting or unwilling to act, the Board directors present shall elect one (1) of their number to act as chairperson.
- (c) The President or, in his/her absence, the Vice-President shall act as the official spokesperson for the Company. The Board may from time to time appoint other spokespersons for specific purposes. Other than as provided in this Constitution no person shall purport to act as spokesperson for the Company.

3.10 Vacancies

For the purposes of this Constitution, a vacancy in the office of a Board directors occurs if the Board director -

- (a) dies;
- (b) ceases to be a member of a State Carer Organisation;
- (c) resigns from office;
- (d) is removed from office pursuant to clause 3.11;

- (e) becomes an insolvent under administration within the meaning of the Act;
- (f) is disqualified from office by law; or
- (g) is absent without the consent of the Board from more than three (3) consecutive meetings of the Board.

3.11 Removal of Board directors

- (a) The Company may, by ordinary resolution requiring a majority or more of the members entitled to vote, and subject to the Act, remove any Board director from the office of Board director before the expiration of the Board directors term of office in circumstances where a majority or more of the members entitled to vote is of the opinion that the Board director:
 - (i) has persistently refused or neglected to comply with a provision of this Constitution;
 - (ii) has wilfully acted in a manner prejudicial to the interests of the Company; or
 - (iii) is no longer able to adequately perform his or her role as Board director.
- (b) The members must provide the Company with at least two months' notice of their intention to move a resolution to remove a Board director under clause 3.11(a).
- (c) The Company shall not remove a Board director under clause 3.11(a) unless at least twenty-eight (28) days before the general meeting of the Company at which such action is considered, the Secretary gives the Board director written notice stating -
 - (i) the date, time and place of the meeting;
 - (ii) the terms of the resolution by which it is proposed that the members reach an opinion of the kind referred to in clauses 3.11(a)(i), 3.11(a)(ii) or 3.11(a)(iii);
 - (iii) particulars of alleged acts and/or omissions which will be placed before the members in connection with the proposed resolution;
 - (iv) that if the resolution is passed, the Company may proceed to remove the Board director from office, and
 - (v) that the Board director who is the subject of these proceedings may attend and speak at the meeting in connection with the proposed resolution and/or, may submit written representations relating to such matters to be received by the Secretary no later than seven (7) days prior to the meeting date.

- (d) At a general meeting of the Company held as referred to in clause 3.11(c), the Company shall -
 - (i) give to the relevant Board director an opportunity to have oral representations made on his or her behalf;
 - (ii) give due consideration to any written representations submitted to the Company by the relevant Board director prior to the general meeting; and
 - (iii) by voting determine whether to pass the resolution.
- (e) Where the Company passes a resolution under clause 3.11(d) the Secretary shall, within seven (7) days after that date, by notice in writing, inform the relevant Board director of the fact.
- (f) A resolution passed by the Company under clause 3.11(d) does not take effect -
 - (i) unless the relevant Board director does not ask the Company to reconsider the resolution within fourteen (14) days of the date of the notice issued under clause 3.11(e); or
 - (ii) unless and until the Company, having reconsidered the resolution, has confirmed the resolution.

3.12 Board Meetings and Quorum

- (a) At the first meeting of the Board after the Annual General Meeting:
 - (i) the member-nominated directors will appoint the co-opted directors in accordance with clause 3.3(b); and
 - (ii) after appointing the co-opted directors in accordance with clause 3.12(a)(i), the Board will elect the office bearers in accordance with clause 3.6(a).
- (b) The Board shall meet either in person or by teleconference a minimum of four (4) times in each calendar year at such place and time as the Board may determine.
- (c) Additional meetings of the Board (in person or by teleconference) may be convened by the Secretary or on the requisition of at least five (5) Board directors.
- (d) Oral or written notice of a meeting of the Board shall be given by the Secretary to each Board director at least two (2) weeks (or such other period as may be unanimously agreed upon by the Board directors) before the time appointed for the holding of the meeting.
- (e) A quorum for the transaction of the business of a meeting of the Board is constituted as follows, where there are:
 - (i) eight (8) or nine (9) Board directors in total, by any five (5);
 - (ii) ten (10) Board directors in total, by any six (6);

- (iii) eleven (11) Board directors in total, by any six (6); or
 - (iv) twelve (12) Board directors in total, by any seven (7), Board directors.
- (f) No business shall be transacted by the Board unless a quorum is in attendance, and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same or another time and place by person or teleconference, as determined by the Board directors in attendance, but in no case later than the same day in the following week.
 - (g) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Board directors present shall constitute a quorum.
 - (h) Questions arising at meetings of the Board shall be determined by a majority of votes of the Board directors attending at the meeting.
 - (i) At the meeting of the Board, in the case of a tied vote, the person presiding has a casting vote.

3.13 Delegation by Board to, and appointment of, sub-committees and co-option

- (a) The Board may appoint such sub-committees as it deems necessary or appropriate from time to time to consider and report to the Board on any matters. The membership of a sub-committee shall include at least one (1) Board director (who, to avoid doubt, may be either an member-nominated director or a co-opted director). Sub-committees shall have the power to co-opt any person with a particular expertise as needed. Each member of a sub-committee shall have the right to one (1) vote on any matter arising for decision of a sub-committee.
- (b) A sub-committee may meet and adjourn as it thinks proper.
- (c) Questions arising at any meeting of any sub-committee shall be determined by a majority of the votes of sub-committee members present at the meeting.
- (d) The Board may delegate any of its functions (other than this power of delegation) to a sub-committee comprising the office-bearers of the Company. Where this sub-committee exercises a function pursuant to a delegation, it must report to the Board at its next meeting on the exercise of that function. This sub-committee may meet and adjourn as it thinks proper.

3.14 Informal Conduct of Business

- (a) The Board may pass a resolution without a meeting of the Board being held if a majority approve the resolution.
- (b) The resolution shall be recorded in the minutes of the following meeting of the Board.
- (c) Approval may be given by signature, fax or email.

- (d) Separate copies of a resolution may be used for approval by Board directors if the wording of the resolution and approval is identical in each copy.

4 GENERAL MEETINGS

4.1 Annual General Meetings

- (a) The Company shall, at least once in each calendar year and within the period of five (5) months after the expiration of each financial year of the Company, convene an annual general meeting of its members.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
 - (i) to confirm the minutes of the last preceding annual general meeting;
 - (ii) to receive from the Board reports on the activities of the Company during the preceding financial year;
 - (iii) to receive and consider the financial statements of the Company;
 - (iv) to receive the reports on nominations to, and appoint members of, the Board; and
 - (v) to appoint an auditor in accordance with clause 5.10.
- (c) Written notice of the annual general meeting shall be given to all members of the Company and the member representatives not less than one (1) calendar month prior to the date of the meeting and shall otherwise comply with the requirement of clauses 4.2(f) and 4.2(g).

4.2 General Meetings

- (a) The Board may, whenever it thinks fit, convene a general meeting of the Company that may be conducted in any city within Australia or by teleconference.
- (b) The Board shall, on the requisition in writing of not less than five (5) percent of members entitled to vote at a general meeting, convene a general meeting of the Company.
- (c) A requisition of members for a general meeting -
 - (i) shall state the purpose of the meeting;
 - (ii) shall be signed by the member representatives of the members making the requisition;
 - (iii) shall be lodged with the Secretary; and

- (iv) may consist of several documents in a similar form, each signed on behalf of one or more of the members making the requisition.
- (d) If the Board fails to convene a general meeting within twenty one (21) days after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a meeting to be held not more than two (2) months after that date.
- (e) A general meeting convened by a member or members referred to in clause 4.2(d) shall be convened as nearly as is practicable but no later than two (2) months after the requisition is received by the Company, and in the same manner as general meetings are convened by the Board.
- (f) Subject to the Act, the Secretary shall, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause to be sent to each member and its representative at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (g) Where the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Company, the Secretary shall cause notice to be sent to each member and its representative in the manner provided in clause 4.2(f) specifying, in addition to the matter required under that clause, the intention to propose the resolution as a Special Resolution and the proposed wording thereof.
- (h) No business other than that specified in the notice convening a general meeting, may be transacted except in the case of an Annual General Meeting.

4.3 Procedure and Quorum for General Meetings

- (a) No item of business shall be transacted at a general meeting unless a quorum of member representatives entitled to vote is present during the time the meeting is considering that item.
- (b) Five (5) member representatives present in person (being member representatives entitled to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of the member representatives shall be dissolved and in any other case shall be adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the

member representatives present (being less than five (5)) shall constitute a quorum.

4.4 Adjournment

- (a) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of member representatives present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a general meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each full member of the Company and its member representative stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in clauses 4.4(a) and 4.4(b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

4.5 Making of Decisions

- (a) A question arising at a general meeting of the Company shall be determined by a majority vote of those present or of those participating in the teleconference and a declaration by the person presiding that a resolution has been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Company, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the Company, a poll may be demanded by the person presiding or by not less than three (3) member representatives present in person or by proxy at the meeting.
- (c) Where the poll is demanded, the poll shall be taken -
 - (i) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (ii) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be the resolution of the meeting on that matter.

4.6 Voting

- (a) Subject to clause 4.6(c), upon any question arising at a general meeting of the Company a member representative entitled to vote has one (1) vote only.

- (b) All votes shall be given personally or by proxy but no member representative may hold more than one (1) proxy.
- (c) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (d) A member representative or proxy is not entitled to vote at any general meeting of the Company unless all money due and payable by the member Company has been paid, other than the amount of the annual membership fee payable in respect of the then current year.

4.7 Appointment of Proxies

- (a) Each member representative shall be entitled to nominate another member representative proxy, provided that person who is nominated is a member of the same organisation represented by the member representative, by notice given to the Secretary prior to the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in the form set out in Appendix II to this Constitution.

5 MISCELLANEOUS

5.1 Employees

- (a) The Board may employ staff as may be necessary and convenient for the purposes of the Company.
- (b) The Board may appoint a Chief Executive Officer of the Company for such term, at such remuneration and upon such conditions as the Board may think fit.
- (c) The Board shall have the power to suspend or remove the Chief Executive Officer.
- (d) The Board may invest in the Chief Executive Officer such powers and authorities of the Board as it may from time to time determine and the Chief Executive Officer shall exercise all such powers and authorities subject at all times to the control of the Board.
- (e) The Chief Executive Officer shall not be a director of the Board but shall attend all its meetings and all meetings of the Company (or in the absence of the Chief Executive Officer, a senior employee) and may be heard on any matter but shall not be entitled to vote.

5.2 Funds

- (a) The funds of the Company shall be derived from annual membership fees, donations, grants and interest on investment and such other sources as the Board may determine.

- (b) All money received by the Company shall be deposited as soon as practicable and without deduction to the Company's bank account. The Company shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (c) The funds of the Company shall be used in pursuance of the objects of the Company in such a manner as the Board determines.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments can be signed by any two (2) authorised staff members.
- (e) The income, property and funds of the Company shall be used and applied solely towards promotion of the objects of the Company in such manner as the Board thinks fit.

5.3 Gift Fund

(a) Purpose

- (i) The Company shall (unless the Board decides otherwise) establish and maintain in its financial records a separate Gift Fund for the purpose of:
 - I. receiving gifts of money or property made to the Company for use in its activities;
 - II. contributing to the purchase of property and/or the expenditure on projects which further the aims of the Company;
 - III. funding the reasonable costs of managing the Gift Fund; and
 - IV. receiving interest earned from the balance of unused funds maintained in the Gift Fund.

(b) Winding Up

Notwithstanding clause 5.10, if the Gift Fund is wound up, or if the endorsement of the Company as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to another fund, authority or institution having objects similar to the objects of the Company, and to which income tax deductible gifts can be made.

5.4 Membership Fees

- (a) The Board shall determine the membership fees annually and in so doing may determine different amounts for different categories of membership.
- (b) Membership fees for any period less than a year shall be proportionate.

5.5 Amendments to Constitution

No new clause shall be added nor shall any of the clauses contained herein be amended, altered or rescinded except by special resolution requiring the consent of a three quarters majority of the members present at an Annual General Meeting or a general meeting of members and PROVIDED THAT no alteration shall be made to the objects of the Company or the Constitution which would render the registration of the Company under the Act or any amendment of it liable to be cancelled.

5.6 Custody of Books

Subject to the Act and this Constitution, the Secretary shall keep in his or her control all records, and other documents relating to the Company, but these may be kept at the offices of the Company.

5.7 Inspection of Books

The records, books and other documents of the Company shall be open to inspection, free of charge, by any representative of a member of the Company at a mutually agreed time.

5.8 Service of Notices

- (a) For the purposes of this clause, a notice may be served by or on behalf of the Company upon any member or member's representative at the member's address shown in the register of members.
- (b) Where a document is sent to a member or member's representative by properly addressing, prepaying, posting, or faxing to the member or person a letter containing the document, the document unless the contrary is proved, shall be taken to have been served on the member or member's representative at the time at which the letter or fax would have been delivered in the ordinary course of post.

5.9 Auditor

- (a) The auditor shall be appointed at each Annual General Meeting.
- (b) The auditor shall have the power at any time to call for the production of all books, accounts, vouchers and other documents relating to the financial affairs of the Company, and shall furnish a report thereon to the members and their representatives at each annual general meeting. Audits shall be conducted at regular intervals of not more than twelve (12) months.
- (c) The auditor shall not be a director of the Board or the spouse, child, sibling or parent of such a member.
- (d) The auditor must be a registered company auditor

5.10 Dissolution

- (a) In the event of the Company being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation nominated by the Company by special resolution, which has similar purposes and which is not carried on for the profit or gain of its individual members.
- (b) This clause 5.10 does not affect the operation of clause 5.3(b).

SCHEDULE I

Nominated State Carer Organisations

Australian Capital Territory...	Carers ACT Ltd ACN 600 578 872.
New South Wales...	Carers NSW Ltd ACN 606 277 552
Northern Territory...	Carers NT Inc.
Queensland...	Carers Queensland Inc.
South Australia...	Carers Association of SA Inc.
Tasmania...	Carers Tasmania Inc.
Victoria...	Carers Victoria Inc. ACN 143 579 257
Western Australia...	Carers WA Inc.

APPENDIX I

Carers Australia Limited

Application for Membership

(Clause 2.3)

We

.....
(full name of organisation)

of

.....
(address of organisation)

hereby apply to become a Member of Carers Australia Limited. If we are admitted to membership, we agree to be bound by the Constitution of the Company for the time being in force.

- Full Member
 Associate Member
- (tick appropriate box)*

In support of our application for membership of the Company, we submit the following information and/or documentation as evidence of our eligibility for the category of membership for which we have applied.

.....

(Signature of authorised officer)

(Dated)

APPENDIX II

Carers Australia Limited

Form of Appointment of Proxy
(Clause 4.8)

I,
(full name of member representative)

of
(address of member representative)

hereby appoint

.....
(full name of proxy)

of
(address of proxy)

being a member of with voting rights,
(name of member organisation)

as my proxy to vote for me on my behalf at the general meeting of the Company to
be held on the day of 20 and at any
adjournment of that meeting.

* My proxy is authorised to vote in favour of / against (delete as appropriate) the
resolution (insert details)

.....
(Signature of member representative) (Date)

* To be inserted if desired.

APPENDIX III

Carers Australia Limited

Statement of Commitment

Board directors including office-bearers agree to:

- Support the objects of Carers Australia Limited;
- Not act or make any public statements on any matters relating to Carers Australia Limited without the consent of the Board;
- Represent Carers Australia Limited in a positive way;
- Abide by and accept the decisions of the majority of the Board;
- Not discuss any confidential matters with people outside of the Company; and
- Declare any personal interest or connection which may exist in the provision of services to the Company or the establishment of any business relationships with the Company and declare any potential or existing conflict of interest.

I have read the Constitution of Carers Australia Limited and I agree to be bound by it and by this Statement of Commitment.

Name:
(please print)

Signature:.....

Name of
Witness:
(please print)

Signature of
Witness:

Date: