

**CONSTITUTION  
ASSOCIATIONS INCORPORATION ACT**

**CONSTITUTION  
of  
COUNCIL ON THE AGEING (SOUTH AUSTRALIA) INCORPORATED**

1. The name of the association is **COUNCIL ON THE AGEING (SOUTH AUSTRALIA) INCORPORATED** (hereinafter called 'the Council').

2. **Interpretation**

2.1 The following shall have the meanings respectively assigned to them unless there is something in the subject or context inconsistent with it:

2.1.1 **'Act'** means South Australia Associations Incorporation Act 1985, as amended.

2.1.2 **'Associate Member'** means a member of the Council pursuant to clause 4.

2.1.3 **'Associations Incorporation Act'** means the Associations Incorporation Act 1985 or any statute operating with or in lieu of it.

2.1.4 **'Board'** means the Board for the time being of the Council and includes the whole or any number (not being fewer than a quorum) of the Board Members of the Council for the time being assembled at a meeting of Board in accordance with this Constitution.

2.1.5 **'Chief Executive'** means any person so appointed by the Board pursuant to clause 17.16.

2.1.6 **'Council'** means the Council registered as Council on the Ageing.

2.1.7 **'Constitution'** means this Constitution.

2.1.8 **'Deputy President'** means the Deputy Chairperson of the Board of the Council from time to time.

2.1.9 **'Financial Year'** means the period from 1 July in any year to 30 June in the immediately subsequent year.

2.1.10 **'Governor'** means the Governor of the State of South Australia.

2.1.11 **'Individual Member'** means a member of the Council pursuant to either clause 4.3 or clause 4.4.

2.1.12 **'Member'** means a member of the Council in accordance with this Constitution.

2.1.13 **'Membership Appeals Tribunal'** means the Appeals Tribunal established by the Board to determine appeals by persons who have had their application for membership rejected by the Board OR to determine appeals by Members who have had their membership terminated.

2.1.14 **'Older People' or 'Older Person'** means a person(s) who has attained the age of 50 years.

- 2.1.15 **'Older Persons Organisation'** means a body corporate, or other legal entity which, in the opinion of the Board, has Members who are predominantly older people or persons who voluntarily care for older people (or both) and whose principal purposes include either representing the interests of older people or improving the well-being of older people or both, and includes a body corporate, or other legal entity a member of which is an Older Persons Organisation within the meaning of this definition.
- 2.1.16 **'Older Persons Organisation Member'** means an organisation that is a member of the Council pursuant to clause 7.4.2.
- 2.1.17 **'Office'** means the registered office from time to time of the Council.
- 2.1.18 **'Officer'** includes any Board Member, and the Chief Executive.
- 2.1.19 **'Partner of an Individual Member'** means a person who cohabits with an Individual Member.
- 2.1.20 **'Person'** and words importing persons shall include partnerships, associations, corporations, companies unincorporated and incorporated by Act of Parliament or registration, except in the context of older person when the definition for older person will apply.
- 2.1.21 **'Policy Council'** means the Policy Council referred to in clause 16 of this Constitution.
- 2.1.22 **'President'** means the Chairperson of the Board of the Council from time to time (or in the case of a meeting at which a Chairperson is appointed).
- 2.1.23 **'Public Officer'** means the Public Officer of the Council as set out in the Act.
- 2.1.24 **'Quorum'** means the number of Members specified at clauses 7.7 and 9.3 to constitute a minimum for a specified meeting.
- 2.1.25 **'Register'** means the Register of Members of the Council to be kept pursuant to the Act.
- 2.1.26 **'Service Provider Organisation'** means a body corporate, or other legal entity which, in the opinion of the Board, has as its principal purpose the provision of services which promote or advance the well-being of older people and includes a body corporate, or other legal entity a member of which is a Service Provider Organisation within the meaning of this definition.
- 2.1.27 **'Year'** means calendar year except as otherwise specifically provided.
- 2.2 A reference to the Act or any section of it shall be read as though the words 'or any statutory modification of it or any statutory provision substituted for it' were added to such reference.
- 2.3 Words importing the singular number include the plural number and vice versa and the masculine gender includes the feminine gender and person includes corporation and vice versa.
- 2.4 The headings shall not affect the construction of this Constitution.
- 2.5 The provisions of this Constitution shall be subject in all things to the Act and to the extent that the Act imposes any requirement or permits any action or thing to be done by the Council or its Board or Members then those requirements or permitted acts or things shall be deemed to be provided for in this Constitution. In the event of any inconsistency between the provisions of the Act and this Constitution the former shall prevail.

### **3. Objectives**

The objectives for which the Council is established are:

- 3.1 To enhance the quality of life of older people;
- 3.2 To provide services to older people and to undertake programs and projects to benefit the well-being of older people, and in particular with respect to:
  - 3.2.1 Relieving poverty, isolation, distress or illness;
  - 3.2.2 Providing support services in the home and community;
  - 3.2.3 Advancing or furthering physical or mental health;
  - 3.2.4 Developing physical improvement, recreation and rehabilitation;
  - 3.2.5 Furthering co-operation between governmental, statutory, municipal, business, voluntary organisations and other organisations of older people in respect of these concerns;
- 3.3 To provide direct social and economic benefits to older people including through Membership of the Council;
- 3.4 To promote opportunities for productive ageing in employment, recreation, education, community service and voluntary work, including to promote the positive contribution of older people to a caring and just community;
- 3.5 To inform older people, the broader community, media and governments on issues relevant to the well-being of older people; to ensure access by older people to information and advice; and to contribute to greater community understanding of ageing;
- 3.6 To develop and promote policies and initiatives to governments and to respond to policies and legislation proposed by governments in respect of these objectives; and of the needs, rights and interests of older people and the redress of all forms of disadvantage;
- 3.7 To provide donations and other support to other charities and organisations that assist older people or promote the well-being of older people;
- 3.8 To develop links and co-operate with other organisations working to achieve similar objectives, in Australia and overseas.
- 3.9 To secure sufficient financial resources on a planned basis that will enable the objectives within this constitution to be realised.

### **4. Membership of the Council**

- 4.1 The number of persons who may be admitted as Members of the Council is not limited.
- 4.2 The Members of the Council shall consist of the following classes:
  - 4.2.1 Individual Members;
  - 4.2.2 Older Persons Organisation Members;

- 4.2.3 Associate Members; and
- 4.2.4 Honorary Life Members
- 4.3 Individual members, older persons organisation members, and honorary life members shall all be considered to be full-time members.
- 4.4 All Members are required to meet the following requirements:
  - 4.4.1 Any older persons may become a member.
  - 4.4.2 The Board may admit to Membership of the Council any of the classes of Members described in clauses 4.2 and 4.4 upon such class of member agreeing to be bound by this Constitution.
  - 4.4.3 Each Membership class shall pay such Membership fee as the Board may from time to time determine. The Board may establish different levels of fees for different categories of Members.
  - 4.4.4 Any member wishing to withdraw from Membership of the Council may do so by one month's notice in writing to the Council but the withdrawal shall not release such Individual Member from any liability contingent or otherwise.
  - 4.4.5 Any Member who fails to pay the Membership fee within sixty (60) days of its due date shall automatically cease to be a Member of the Council.
- 4.5 In addition to the general requirements specified in clause 4.4 the following also apply:
  - 4.5.1 For Individual Members of the Council
    - 4.5.1.1 Any Partner of an Individual Member may become an Individual Member of the Council.
  - 4.5.2 Older Persons Organisation Members
    - 4.5.2.1 Any Older Persons Organisation may become an Older Persons Organisation Member of the Council.
  - 4.5.3 Associate Members of the Council
    - 4.5.3.1 Any of the following may become an Associate Member of the Council:
      - 4.5.3.1.1 any Service Provider Organisation;
      - 4.5.3.1.2 any professional, industry or employee association;
      - 4.5.3.1.3 any body corporate or incorporated association which supports the well-being of Older persons in Australia;
      - 4.5.3.1.4 any individual representing any Government Department;
      - 4.5.3.1.5 statutory authorities;
      - 4.5.3.1.6 service and social clubs;
      - 4.5.3.1.7 tertiary educational institutions;
      - 4.5.3.1.8 any person not eligible to be an Individual Member of the Council but otherwise wishing to provide support to the objectives of the Council; and
      - 4.5.3.1.9 any other person approved by the Board.

#### 4.5.4 Honorary Life Members

- 4.5.4.1 The Council may admit to Honorary Life Membership (subject to their consent) persons who have rendered special or conspicuous service or benefit to or for the Council or in the furtherance of its objectives and on whom the Council desires to confer honour.
- 4.5.4.2 Any person admitted to Membership of the Council under this clause 4.4.4 shall be styled Honorary Life Member.
- 4.5.4.3 Honorary Life Members shall enjoy all of the rights of Individual Members but shall not be obliged to pay any Membership fee.

### 5. Patrons

- 5.1 The Board may invite the Governor to be Patron of the Council and the duration of their appointment shall continue at the pleasure of the Governor but shall not continue after the expiry of the term of office of the Governor.
- 5.2 Should the Governor decline the invitation of the Council to act as Patron of the Council then the Board may invite such other person or persons as it deems fit to be Patron(s) of the Council on such terms as the Board may from time to time decide.
- 5.3 The Board may also invite such persons as it may from time to time determine to be Vice-Patrons of the Council.

### 6. Membership Process

- 6.1 Membership to the Council will be subject to a Membership process whereby the Board will accept or reject applications that have been submitted through the application process determined and varied by the Board at its discretion.
- 6.2 The Board may accept or reject a Membership application at its discretion. In the event that a Membership application is rejected then the following review and appeal processes are applied.
- 6.3 Rejection of Membership Application

The Board may reject a Membership application if:

- 6.3.1 There are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the Council;
- 6.3.2 Required by law;
- 6.3.3 The applicant has been convicted of an indictable offence;
- 6.3.4 There are reasonable grounds to believe that the applicant would pose a security risk to the Members or premises of the Council;
- 6.3.5 The applicant has not acted in the best interest of the Council;
- 6.3.6 The person has previously breached the rules of the Council; as a former member;
- 6.3.7 The person has not complied with the Membership process;

6.3.8 The applicant has acted in a manner that may damage the reputation of the Council.

#### 6.4 Statement of Reasons for Rejection

6.4.1 Within 2 weeks of a Membership application being rejected by the Board, written advice will be provided to the applicant stating the reasons why the Membership application was not accepted by the Board.

#### 6.5 Applicants Right of Appeal

6.5.1 The written advice will also state the basis upon which the person may appeal the rejection. The intention to appeal shall be communicated in writing to the Public Officer within 14 days after the determination of the Board has been communicated to the person.

6.5.2 In the event of an appeal, the appellant's application for Membership shall not be rejected unless the determination of the Board to reject the Membership application is upheld by the Membership Appeals Tribunal after the appellant has been heard by the Membership Appeals Tribunal as shown in clauses 6.9 and 6.10.

#### 6.6 Misconduct of a Member

6.6.1 If a Member does not comply with any provision of this constitution or is guilty of conduct which, in the opinion of the Board, is unbecoming of a Member or prejudicial to the interests of the Council, then the Board may resolve to censure, fine or suspend the Member or terminate their Membership. The Board may also impose a penalty on the Member as it sees fit. On termination of Membership, all rights of the Member will cease.

6.6.2 If the Member is also a Board member, the Board must not suspend or terminate their Membership unless and until the Member is removed as a Board member in accordance with this constitution.

#### 6.7 Cessation of Membership

Membership of the Council shall cease:

6.7.1 In the case of any Member upon an order or resolution for its winding up or dissolution becoming effective;

6.7.2 In the case of a natural person who is a Member - on the death of that person.

A Member who for any cause whatsoever ceases to be a member of the Council shall not have any claim monetary or otherwise upon the Council, its funds or property.

#### 6.8 Termination of Membership

A Member's Membership is terminated if:

6.8.1 The Board by resolution terminates the Membership of the Council of any Member and removes from the Register any Member who:

6.8.1.1 Shall refuse or neglect to comply with the provisions of this Constitution or the By-laws, rules or regulations of the Council; or

- 6.8.1.2 Shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Council.
- 6.8.2 At least twenty one (21) days before the meeting of the Board at which such a resolution for termination is passed the Member shall have received notice of the intended resolution for termination and shall have had an opportunity of attending such meeting and of giving thereat any explanation or defence which such member may desire to make either orally or in writing.
- 6.8.3 If the Board resolve to terminate the Membership of the Council of any Member in accordance with clause 6.8.1 then that Member may lodge a written appeal (Appeal Notice) to the Public Officer within fourteen (14) days of receipt of a termination of Membership notice from the Board; appealing against the decision of the Board to terminate the Membership.
- 6.8.4 In the event of an appeal, the appellant's Membership shall not be terminated unless the determination of the Board to terminate the Membership is upheld by the Membership Appeals Tribunal after the appellant has been heard by the Membership Appeals Tribunal.
- 6.9 Membership Appeals Tribunal
  - 6.9.1 Persons are appointed to the Membership Appeals Tribunal as determined by the Board.
  - 6.9.2 The Membership Appeals Tribunal will comprise of three (3) persons who are not members of the Board. The Membership Appeals Tribunal will comprise of one (1) full member of the Council and two (2) persons with relevant skills who may not be Members of the Council.
- 6.10 Membership Appeals Tribunal Process
  - 6.10.1 The Membership Appeals Tribunal will consider the appellant's application for Membership or a Member's Appeal Notice and determine the extent to which it requires additional information from the appellant or the Member, and the Council to enable a decision to be made to uphold or reject the appeal. The Membership Appeals Tribunal will communicate the decision to the appellant or the Member and the Board.
  - 6.10.2 In the event the Membership Appeals Tribunal rejects the appeal then:
    - 6.10.2.1 The application for Membership will be rejected at the date of the meeting at which the determination of the Board occurred to reject the application for Membership; or
    - 6.10.2.2 The Appeal against termination of Membership to the Council will be rejected at the date of the meeting at which the resolution of the Board occurred to terminate the Membership.
  - 6.10.3 In the event that the Membership Appeals Tribunal upholds the appeal then:
    - 6.10.3.1 The application for Membership will be accepted at the date of the meeting at which the determination of the Board occurred to reject the application for Membership; or

- 6.10.3.2 The Appeal against termination of Membership to the Council will be accepted at the date of the meeting at which the resolution of the Board occurred to terminate the Membership.

## **7. General Meetings**

- 7.1 An Annual General Meeting of the Council shall be held in accordance with the provisions of the Act at such place as the Board may determine.
- 7.2 All other General Meetings shall be called a Special General Meetings.
- 7.3 The Board may whenever it thinks fit convene a Special General Meeting.
- 7.4 A Special General Meeting shall be convened by the Council, upon the written request of:
- 7.4.1 At least One Hundred (100) Members of the Council entitled to vote at a General Meeting; or
  - 7.4.2 The President; or
  - 7.4.3 Any four (4) Members of the Board.
- 7.5 In the event that:
- 7.5.1 The Annual General Meeting is not held as specified in clause 7.1; or
  - 7.5.2 A Special General Meeting is not held as requisitioned in clause 7.4;
- then the Annual General Meeting or Special General Meeting may be convened by any two (2) of the Board members in such manner as they reasonably consider to be appropriate.
- 7.6 Subject to the provisions of the Act relating to special resolutions and to a notice of special resolutions, twenty eight (28) days' notice shall be given by the Board to all Members of the Council.
- 7.7 No business shall be transacted at any General Meeting unless a quorum of Members entitled to vote at the meeting is present at the time when the meeting proceeds to business; twenty one (21) Members entitled to vote at the meeting shall be a quorum.
- 7.8 If on the day appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the Members present shall be a quorum.
- 7.9 The President, or in the absence of the President, the Deputy President, shall preside as Chairperson at every General Meeting of the Council.
- 7.10 If neither the President nor the Deputy President is present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as Chairperson, the Members present and entitled to vote shall choose one of their number to be Chairperson.
- 7.11 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished



at the meeting from which the adjournment took place.

7.11.1 When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

7.11.2 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

7.12 At any General Meeting a resolution put to a vote of the meeting shall be decided by a majority through a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by or on behalf of at least five Members entitled to vote at the meeting.

7.13 If a poll is duly demanded it shall be taken at such time and in such manner as the Chairperson directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

7.14 In the case of an equality of votes whether on a show of hands or on a poll, the Chairperson shall not have a second or casting vote and the resolution put to the meeting shall fail.

7.15 No Member shall be entitled to vote at any General Meeting unless any moneys payable by them to the Council have been paid.

7.16 An Associate Member shall not be entitled to vote at any General Meeting under any circumstances.

7.17 Appointment of Proxies

7.17.1 A Member entitled to vote at a General Meeting may appoint a proxy to be present at any General Meeting of the Council provided that:

7.17.1.1 Notification of such appointment shall be made in writing and shall be lodged with the Public Officer at or prior to the meeting which the Member proposes the proxy should attend.

7.17.1.2 The document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.

7.17.1.3 Unless otherwise instructed the proxy may vote as the proxy thinks fit.

7.17.1.4 Except as expressly provided by the document appointing a proxy, an appointment of a proxy confers authority to do all things that the Member can do in respect of a General Meeting.

7.17.1.5 Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, the document appointing the proxy must be deposited with the Council.

## **8. Management of the Council**

- 8.1 The Council and the business affairs and the property thereof shall be managed by a Board whose number shall be not less than six (6) and not more than nine (9) appointed in accordance with this Constitution.
- 8.2 At least one half of the members of the Board shall be elected by and from the members of the Council and a person nominated for election must be a Full Member and be nominated by a Full Member.
- 8.3 Nominations for election to the Board shall be called by notice at least four weeks in advance of nominations closing, in a publication of the Council sent to all Members.
- 8.4 The elected Board Members of the Council shall be elected by vote of the Full Members, with each Full Member having one vote.
- 8.5 All elections shall be by a postal ballot of all Full Members conducted in accordance with procedures set out in the by-laws, and the results of the election shall be declared at the Annual General Meeting immediately following the election, at which time the term of the elected Board Members shall commence.
- 8.6 At the first meeting of the Board subsequent to the Annual General Meeting the elected Board Members shall determine the number of additional Board Members to be appointed and shall appoint them.
- 8.7 Any person appointed or co-opted to the Board shall be a Full Member and aged 50 years or more; in special cases one, but no more than one person aged less than 50 may be appointed to the Board,
- 8.8 . The term of office of each Board Member shall be two (2) years; Board members may seek re-election or re-appointment for further term(s).
- 8.9 The Board shall appoint from their number a President and a Deputy President who shall hold office as President or Deputy President for an initial period of two (2) years but shall then be eligible for re- appointment.
- 8.10 A Board Member may retire from office upon giving seven (7) days' notice in writing to the Public Officer of their intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Board.
- 8.11 In the event of any vacancy occurring among the Board, the Board shall by resolution appoint a replacement Board Member, who shall hold office for the balance of the term of office of the Board Member who is replaced.

## **9. Governance Responsibilities**

- 9.1 The Board may exercise all such powers, authorities and discretions of the Council as are not identified by the Act, or by this Constitution required to be exercised by the Council in General Meeting.
- 9.2 The Board undertakes all governance responsibilities as stated in this Constitution and the Act, including the following:

- 9.2.1 Exercising powers and discharging their duties with care and diligence.
  - 9.2.2 Making judgments in good faith and for a proper purpose.
  - 9.2.3 Ensuring they do not participate in making any decision on a matter where they have or could be perceived to have a material personal interest in that matter.
  - 9.2.4 Informing themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate.
  - 9.2.5 Rationally believing that the judgment is in the best interests of the Council.
  - 9.2.6 The Board will meet the governance and role requirements as specified in this clause and ensure that they are able to competently and consistently apply relevant skills in achieving these requirements.
- 9.3 Fifty (50) percent plus one Board Member will need to be present to form a quorum for a meeting of the Board.

## **10. Appointment of Chief Executive**

- 10.1 The Board shall appoint a person as Chief Executive who shall perform this role upon such terms and conditions as the Board may determine and may subject to this Constitution define the powers, authorities, discretions and duties of such Chief Executive.
- 10.2 The Chief Executive shall be responsible to the Board for the operation and management of the Council's affairs and records (including the Register), for the implementation of Council policy and Board decisions, and for the employment and supervision of other employees of the Council.
- 10.3 The Chief Executive, shall not be a member of the Board but shall attend Board meetings.
- 10.4 The Chief Executive shall be the Public Officer of the Council. In the absence of a Chief Executive the Board shall appoint another person to be Public Officer.

## **11. Minutes of Meetings**

- 11.1 The Board shall cause Minutes to be kept:
  - 11.1.1 Of the names of the Board present at each meeting of the Board and of any Committee of the Board;
  - 11.1.2 Of all resolutions and proceedings at all meetings of the Council and of the Board and of Committees of the Board.

## **12. Disqualifications of Board**

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

- 12.1 Is removed from office by a resolution of the Council pursuant to the Act;
- 12.2 Becomes bankrupt;
- 12.3 Resigns his office by notice in writing to the Board;
- 12.4 If the Member:

12.4.1 Is directly or indirectly interested within the meaning of the Act in any contract with the Council; or

12.4.2 Participates in the profits of any contract with the Council.

A Board Member shall not vacate their office if they have declared the nature of their interest in the manner required by the Act. A Board Member shall not vote in respect of any contract in which they are interested or any matter arising. If they vote their vote shall not be counted.

A Board Member shall not be precluded from signing documents on behalf of the Council on account of any interest, provided that nothing in this clause shall affect the operation of clause 9.2.3 and clause 19 of this Constitution.

### **13. Proceedings of Board**

13.1 The Board may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit.

13.2 The Board may conduct meetings and make decisions through the use of electronic means provided that the decisions so made meet all voting and governance requirements as stated in this Constitution.

13.3 The President or in the absence of the President, the Deputy President shall preside at every meeting of the Board of the Council.

13.4 If neither the President nor the Deputy President is present within fifteen (15) minutes after the time appointed for the holding of a meeting of Board, or if neither of them is willing to act as Chairperson, the Board present shall choose one of their number to be the Chairperson of the meeting.

### **14. By-Laws, Rules and Regulations**

The Board shall have power from time to time to make such by-laws, rules and regulations not inconsistent with this Constitution as in the opinion of the Board are necessary and desirable for carrying out the objectives for which the Council is formed and to amend or rescind from time to time any such by- laws, rules or regulations.

### **15. Committees**

15.1 The Board may appoint such committees as it may from time to time think fit and may delegate in writing to any such Committee all or any of its powers except the power of sub-delegation; any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

15.2 The Board shall appoint a Chairperson of each Committee who shall be a Board Member.

15.3 A Committee may have members who are not Members of the Council.

15.4 A Committee may meet and adjourn as it thinks proper.

15.5 Each Committee shall furnish to each regular meeting of the Board a report of its activities and shall tender to the Board such advice concerning the subject matter of its activities as it shall deem desirable.

## **16. Policy Council**

- 16.1 The Council shall have a Policy Council that shall function as a committee of the Board.
- 16.2 The Chairperson of the Policy Council shall be a Board Member.
- 16.3 The Policy Council shall provide expertise and advice on issues of ageing to support the work of the Council in advancing the rights, needs and interests of older people.
- 16.4 The role and operations of the Policy Council, and the process for appointment of Policy Council Members shall be specified in terms of reference approved by the Board. These terms may be amended at any time, subject to Board approval.
- 16.5 The Membership of the Policy Council shall be at least 15 and no more than 25 persons, including the Chairperson.
- 16.6 The Membership of the Policy Council shall reflect the diversity of the South Australian community and shall comprise no less than 75% of its Members being aged 50 or more years.
- 16.7 Members shall be appointed to the Policy Council through a transparent process and for terms of office approved by the Board. The process and terms of appointment may be altered from time to time, with the approval of the Board.

## **17. Accounts and Audit**

- 17.1 The Board shall cause proper accounts to be kept in accordance with relevant accounting standards and relevant reporting requirements.
- 17.2 The accounts shall be kept at the registered office of the Council, or at such other place or places as the Board think fit, and shall always be open to inspection by the Board.
- 17.3 The Board shall in accordance with the Act cause to be prepared and to be laid before the Council in Annual General Meeting such accounts and reports as are referred to in that Act for the financial year preceding the Annual General Meeting.
- 17.4 Auditors shall be appointed by the Board and their duties regulated in accordance with the Act.

## **18. Amendment**

This constitution may be amended or replaced from time to time by a resolution passed by at least 75% of Full Members present and voting at a General Meeting of the Council convened in accordance with this Constitution provided that notice of the amendment or replacement is included in the notice of the General Meeting.

## **19. Liability, Property and Dissolution**

- 19.1 Persons who by authority accept or incur any pecuniary liability on behalf of the Council shall be held indemnified against any personal loss in respect of such liability.
- 19.2 The income, property and funds of the Council shall be used solely towards the promotion of the objects and shall not be paid or transferred to any Members or relatives of Members provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Council and without undue preference, including:

- 19.2.1 Payment of interest on any money lent;
  - 19.2.2 Payment of proper rent for premises let by any Member to the Council; or
  - 19.2.3 Payment of any other expenses, properly incurred by the Council.
- 19.3 If the Council is about to be wound up or dissolved all property remaining after payment of all legal liabilities shall:
- 19.3.1 Not be paid to or distributed among the Members of Council;
  - 19.3.2 Be given or transferred to another organisation that is a registered charity and public benevolent institution, has similar aims to those of the Council and is not carried on for the purposes of profit or gain to its individual Members. Such other body shall also prohibit the distribution of income and property to the Members;
    - 19.3.2.1 This must be done before, or when, the Council is dissolved.
    - 19.3.2.2 If it is not done by that time, then it must be done in a way ordered by the Supreme Court of any State or Territory of Australia or such other Judge of a Court as may have or acquire jurisdiction in the matter after such Judge has considered the objectives of the Council and has decided which public benevolent institution or body may carry out all or some of the objectives of the Council.
  - 19.3.3 If the Council shall have been approved pursuant to Division 30 of the Income Tax Assessment Act then such other body shall also be so approved; and
  - 19.3.4 The Council shall not be dissolved except by approval of not less than 75% of the Members present and voting at a meeting called for that purpose of which not less than four week's written notice including notice of the proposed dissolution has been distributed to all Members.

## **20. Oppressive or Prejudicial Conduct**

Neither the Council nor the Board may conduct their affairs in a manner that is oppressive or unfairly prejudicial to, or unfairly discriminatory against, a Member or Members, or in a manner that is contrary to the interests of the Members as a whole.

## **21. Presumption of Validity**

Subject to clause 20 all acts of and things done by the Board, or any Board Member, for and on behalf of the Council and in good faith, are to be taken to have been validly done notwithstanding that it may afterwards be discovered that some defect or irregularity existed in the manner or circumstances of such act or thing or in the appointment or election of the Board or of any Member thereof.

## **22. Commencement, Interpretation and Effect of the Constitution**

- 22.1 Nothing in this Constitution shall affect the force or validity of any act or thing done by the Council, the Board, any Committee of the Council or any Member prior to any amended Constitution commencing.
- 22.2 Any question which may arise as to the interpretation or effect of this Constitution or of any Council rules or by-laws made pursuant thereto may be determined by the Board and any such determination is to be final and binding upon the Members.
- 22.3 If any provision of the Constitution is found to be contrary to or inconsistent with the Act or any other applicable Act, regulation or law then this Constitution is to be construed as if that provision had not been included and the remainder is to retain its full force and effect.
- 22.4 If any circumstances shall arise where this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions, the Board shall, subject to any direction from time to time given to it by resolution of the Annual General Meeting or any General Meeting, have power to determine what action may be taken to best give effect to the objectives of the Council and ensure its efficient administration; and every act of the Board bona fide resolve upon pursuant to this clause shall be valid and effectual as if specifically authorised herein.