

Advocacy for Inclusion Incorporated

Constitution

Preamble

Advocacy for Inclusion Incorporated (A.B.N. 90 670 934 099) is a not-for-profit community organisation that provides advocacy support for people with disability, residing in the Australian Capital Territory (ACT) and surrounding region. Advocacy for Inclusion Incorporated does this through individual, systemic and self-advocacy for people with disability.

Advocacy for Inclusion Incorporated was incorporated on 18 July 2005 as an association under the Associations Incorporation Act 1991 (ACT).

1. Name

1.1. The name of the Association is Advocacy for Inclusion Incorporated (in this Constitution called 'the Association').

2 Definitions and Interpretations

2.1 In this Constitution

“Act” means the Association Incorporation Act 1991 (ACT).

“advocate” refers to a person who primarily represents the interests of a person with disability in a way consistent with the expressed wishes of the person with disability, or who acts in the best interests of the person with disability where they are unable to express their wishes, in order to assist the person with disability to exercise control over their life.

“advocacy” refers to a process in which an advocate assists, or acts on behalf of, a person or group of persons who have disability, to address actual or perceived grievances of an individual or systemic nature.

“associate member” means a member of the nature referred to in clause 6 of this Constitution whose name appears on the register of members kept and maintained by the Association in accordance with clause 6.9 of this Constitution at the relevant time.

“business day” means a day other than a Saturday, Sunday or public holiday in the Australian Capital Territory.

“by-law” means a by-law made by the Board of Management in accordance with clause 11 of this Constitution.

“Chairperson” means the person holding office under this Constitution as Chairperson of the Association.

“consumer(s)” means any person (or persons) whom the Association assists through advocacy.

“Board of Management” means the Board of Management of the Association, established pursuant to clause 9 of this Constitution.

“Deputy Chairperson” means the person holding office under this Constitution as Deputy Chairperson of the Association.

“financial year” means the year ending on 30 June.

“full member” means a member of the nature referred to in clause 6 of this Constitution whose name appears on the register of members kept and maintained by the Association in accordance with clause 6.9 of this Constitution at the relevant time.

“gift fund” means the fund referred to in clause 19 of this Constitution.

“individual advocacy” refers to seeking to uphold the rights and interests of people with disability on a one-to-one basis by addressing areas of need.

“member” means a full member or associate member.

“notice” includes both written and electronic forms of communication, including email.

“Secretary” means the person holding office under this Constitution as secretary of the Association or, in the absence of the secretary, the Public Officer of the Association.

“self-advocacy” means supporting people with disability to advocate on their own behalf, to the extent possible, on a one-to-one basis.

“systemic advocacy” means seeking to influence or secure positive long-term changes that remove barriers and address discriminatory practices to ensure that the collective rights and interests of people with disability are upheld.

“Treasurer” means the person holding office under this Constitution as treasurer of the Association.

2.2 The provisions of the Legislation Act 2001 (ACT) apply to any word or expression which is not defined in this Constitution.

3. Vision, Mission, Object and Purposes of The Association

3.1 The Association is committed to the vision of a society in which people with a disability live inclusive and meaningful lives as part of the community, in accordance with United Nations Convention on the Rights of Persons with Disabilities.

3.2 The Association is a disabled peoples’ organisation, which means it is majority owned and managed by people with disabilities.

3.3 The mission of the Association is to provide advocacy services to people with disability residing in the Australian Capital Territory and the surrounding region, to enable each individual to overcome discrimination and empower each individual to control their lives and participate in the community.

3.4 The Association’s object is to assist people with disability to overcome the poverty, and the social and economic disadvantages resulting from having a disability. It shall do this by:

- (a) providing individual advocacy and systemic advocacy for people with disability;
- (b) providing training for people with disability in self-advocacy skills, and support for people with disability to exercise self-advocacy in their daily lives;
- (c) influencing policies of governments and society to support the principles of inclusion of people with disability in the life of the community;
- (d) providing information to people with disability; and
- (e) providing information and advice to governments and the community on practices for inclusion, and the rights, of people with disability.

3.5 The Association seeks to provide advocacy as an intervention to remedy the infringement of social justice for a person with disability. Social justice underpins all forms of advocacy provided by the Association, and comprises four key components:

- (a) Access – to services, education, health care, and legal representation;
- (b) Equity – getting what is needed (not equality, which is everyone getting the same);
- (c) Participation – inclusion, decision making processes; and
- (d) Rights and responsibilities – abuse of rights, and duty of care.

4. Functions and Powers

- 4.1** The Association has, subject to the law, power to do all things necessary or convenient to be done for, or in connection with, the achievement of its vision, mission, object and purposes.

5. Not-For-Profit Status and Reimbursements

- 5.1** The Association is a not-for-profit organisation.
- 5.2** The property and income of the Association shall be used only for the achievement of its vision, mission, object and purposes.
- 5.3** No portion of the property and income of the Association shall be paid or transferred directly or indirectly, to any member of the Association.
- 5.4** Nothing in clause 5.3 of this Constitution shall prevent the payment in good faith to a member of the Association, of:
- (a) the price of any goods or services supplied to the Association in the ordinary course of business;
 - (b) reasonable out-of-pocket expenses incurred when acting on behalf of the Association;
 - (c) interest at a rate not exceeding the current bank rate on monies borrowed by the Association; or
 - (d) reasonable or proper rent for premises leased to the Association.
- 5.5** The Association is prohibited from paying fees to its Board of Management members.
- 5.6** Notwithstanding clause 5.5 of this Constitution, each Board of Management member is entitled to reimbursement of their reasonable expenses incurred in performing their duties as a Board of Management member.

5.7 All payments made by the Association to any of its Board of Management members must be approved by the Board of Management.

6. Membership

6.1 There are two classes of membership of the Association, being:

- (a) full membership; and
- (b) associate membership.

6.2 A person:

- (a) with a disability is qualified to be a full member of the Association;
and
- (b) who does not have a disability is qualified to be an associate member of the Association,

if that person:
 - (c) believes in the vision, mission, object and purposes of the Association; and
 - (d) has applied for membership of the Association in accordance with clause 6.4 of this Constitution and has been approved for membership of the Association by the Board of Management in accordance with this Constitution; or
 - (e) is a person mentioned in section 21(2) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act.

6.3 All members of the Association have the right to attend and vote at general meetings of the Association.

- 6.4** To apply for membership of the Association a membership form relevant to the type of membership in the form at Appendix 1 to this Constitution must be completed and lodged with the Secretary.
- 6.5** As soon as is practicable after receiving an application for membership in accordance with clause 6.4 of this Constitution, the Board of Management must decide by resolution whether to approve or to reject the application.
- 6.6** If the Board of Management decides to approve an application for membership, the Board of Management must as soon as practicable after that decision notify the applicant of that approval and (if applicable) request the applicant to pay within 28 days after receipt of the notification any sum payable as a first year's annual membership fee in accordance with clause 7 of this Constitution.
- 6.7** Where the minutes of a Board of Management meeting record a person's application for membership as having been approved, the person shall be deemed to be a member from the close of that meeting, notwithstanding that the person's name has not yet been duly recorded in the register of members in accordance with clause 6.9 of this Constitution. The Secretary will record the date that the person was approved to be a member in the register of members kept and maintained by the Association in accordance with clause 6.9 of this Constitution as soon as possible following such approval.
- 6.8** If the Board of Management rejects an application for membership the process outlined in clauses 8.2 to 8.10 of this Constitution applies.
- 6.9** A register of members must be kept and maintained by the Secretary. The register will record the full name and address of each full member and associate member of the Association.
- 6.10** Any member may inspect the register of members at any reasonable time at the address of the Public Officer of the Association.

- 6.11** Members of the Association will receive information from the Association in the form of newsletters and other material in written or electronic form from time to time.
- 6.12** A right, privilege or obligation that a person has because of being a member of the Association:
- (a) cannot be transferred or transmitted to another person; and
 - (b) terminates on cessation of the person's membership.
- 6.13** It is a condition of membership that a person agrees to act in accordance with this Constitution and the by-laws.
- 6.14** A person ceases to be a member of the Association if the person:
- (a) dies;
 - (b) resigns from the membership of the Association in accordance with clause 6.15 of this Constitution;
 - (c) is expelled from the Association in accordance with clause 8 of this Constitution; or
 - (d) if the Association is wound-up, dissolved or cancelled.

6.15 A member may resign from the Association by advising the Board of Management by notice in writing to the Secretary. The resignation shall take effect at the time the notice is received, unless the notice specifies a later date, in which case the resignation shall take effect at that later date. The Secretary will record the date that the person ceased to be a member in the register of members kept and maintained by the Association in accordance with clause 6.9 of this Constitution.

6.16 The liability of a member to contribute towards the payment of the debts and liabilities of the Association on the costs, charges and expenses in winding up the Association is limited to the amount (if any) unpaid by the member in relation to any membership fees in accordance with clause 7 of this Constitution.

7. Membership Fees

7.1 An annual membership fee of \$2.00 shall be paid by each full and associate member.

7.2 The annual membership fee shall be payable in such manner as the Board of Management shall from time to time determine.

7.3 The Board of Management or the Chief Executive Officer may waive all or part of any annual membership fee payable by a member.

8. Discipline of Members and Appeals

8.1 If the Board of Management is of the opinion that a member:

(a) has persistently refused or neglected to comply with this Constitution or with any by-laws;

(b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association; or

(c) has membership fees in arrears for a period of twelve (12) months or more,

(d) then the Board of Management may, by resolution:

(e) warn the member;

(f) suspend the member from the rights and privileges of membership of the Association for a specified period; or

(g) expel the member from the Association.

8.2 A resolution of the Board of Management to reject an application for membership under clause 6.8 of this Constitution or a resolution under clause 8.1 of this Constitution is of no effect unless the Board of Management, at a meeting held not earlier than 14 days and not later than 28 days after service of a notice on the applicant or the member under clause 8.3 of this Constitution, confirms the resolution in accordance with this clause.

8.3 If the Board of Management rejects an application for membership under clause 6.8 of this Constitution or passes a resolution under clause 8.1 of this Constitution, the Board of Management must, as soon as practicable, serve a written notice on the applicant or member:

(a) setting out the resolution of the Board of Management and the grounds on which it is based;

(b) stating that the applicant or member may address the Board of Management at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;

(c) stating the date, time and place of that meeting; and

(d) informing the applicant or member that the applicant or member may do either or both of the following:

- (a) attend and speak at that meeting;
- (b) submit to the Board of Management at or before the date of that meeting written representations relating to the resolution.

8.4 Subject to section 50 of the Act, at any meeting as mentioned in clause 8.2 of this Constitution, the Board of Management must:

- (a) give to the applicant or member an opportunity to make oral representations;
- (b) give due consideration to any oral representations made in accordance with clause 8.4(a) or any written representations submitted to the Board of Management by the applicant or member at or before the meeting; and
- (c) by resolution decide whether to confirm or to revoke the resolution of the Board of Management made under clause 6.8 or clause 8.1 of this Constitution.

8.5 If the Board of Management confirms a resolution under clause 8.4(c) of this Constitution, the Board of Management must within seven days after that confirmation, by notice in writing inform the applicant or member of that decision and of the applicant's or member's right to appeal under clause 8.7 of this Constitution.

8.6 The rejection of an application for membership under clause 6.8 of this Constitution that is confirmed by the Board of Management under clause 8.4(c) of this Constitution or a resolution under clause 8.1 of this Constitution that is confirmed by the Board of Management under clause 8.4(c) does not take effect:

- (a) until the end of the period within which the applicant or member is entitled to appeal against the resolution if the applicant or member does not exercise the right of appeal within that period; or

(b) if within that period the applicant or member exercises the right of appeal, unless and until the Association confirms the rejection or resolution in accordance with clause 8.10 of this Constitution.

8.7 An applicant or member may appeal to the Association in a general meeting against a resolution of the Board of Management under clause 8.4(c) of this Constitution, within seven days after notice of the resolution is served on the applicant or member, in accordance with clause 8.5 of this Constitution, by lodging with the Secretary or (in the absence of a Secretary) the Public Officer a notice in writing to that effect.

8.8 On receipt of a notice under clause 8.7 of this Constitution, the Secretary or Public Officer must notify the Board of Management which must call a general meeting of the Association to be held within 21 days after the date when the Secretary or Public Officer received the notice in accordance with clause 8.7 of this Constitution or as soon as possible after that date.

8.9 Subject to section 50 of the Act, at any general meeting called under clause 8.8 of this Constitution:

(a) no business other than the appeal may be transacted;

(b) the Board of Management and the applicant or member must be given the opportunity to make representations in relation to the appeal orally, in writing, or both; and

(c) all members present at the general meeting must vote by secret ballot on the question of whether the resolution made under clause 8.4(c) of this Constitution should be confirmed or revoked.

8.10 If the general meeting passes a special resolution in favour of the confirmation of the resolution made under clause 8.4(c) of this Constitution, that resolution is confirmed.

9. Board of Management

- 9.1** The Board of Management, subject to this Constitution and to any resolution passed by the Association in general meeting:
- (a) controls and manages the affairs of the Association;
 - (b) may exercise all functions that may be exercised by the Association other than those functions that are required by law and by this Constitution to be exercised by the Association in a general meeting;
 - (c) has the authority to interpret the meaning of this Constitution and any other matter relating to the Association where this Constitution are silent;
 - (d) must appoint a Public Officer, that resides in the Australian Capital Territory and is at least 18 years of age;
 - (e) must provide for the safe custody of all books, record, accounts, documents, instruments of title and securities of the Association; and
 - (f) otherwise has the power to perform all acts and do all things that appear to the Board of Management to be necessary or desirable for the proper management of the affairs of the Association.
- 9.2** The Board of Management consists of up to seven members each of whom must be elected or appointed in accordance with this clause 9.
- 9.3** At least four Board of Management members must be full members of the Association.
- 9.4** The office-bearers of the Association are:
- (a) the Chairperson;
 - (b) the Deputy Chairperson;

(c) the Treasurer; and

(d) the Secretary.

9.5 Each member of the Board of Management holds office, subject to this Constitution, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

9.6 Any member of the Association is eligible to nominate for election as a member of the Board of Management.

9.7 Nominations of candidates for election as Board of Management members must be made in writing, signed by the candidate using a nomination form in the form at Appendix 2 to this Constitution. The form is to be given to the Secretary not less than seven days before the date fixed for the annual general meeting at which the election is to take place.

9.8 If insufficient nominations are received to fill all vacancies on the Board of Management, the candidates nominated are taken to be elected to the Board of Management.

9.9 If less than four nominations are received from full members then nominations from full members may be received from the floor at the annual general meeting.

9.10 If insufficient further nominations are received any vacant positions remaining on the Board of Management are taken to be vacancies.

9.11 If, at the close of nominations, there are no nominations for any particular position nominations for the positions may be received from the floor at the annual general meeting.

- 9.12** If, at the close of nominations, there is only one candidate for any vacant position, that person shall be deemed to be elected at the annual general meeting.
- 9.13** If the number of nominations received exceeds the number of vacancies to be filled on the Board of Management, an election must be held in the following manner:
- (a) the names of candidates shall be provided to all members of the Association attending the annual general meeting;
 - (b) balloting lists shall be prepared (if necessary) containing the names of the candidates;
 - (c) each member of the Association who is present shall be entitled to vote for any number of candidates not exceeding the number of vacancies;
 - (d) the election of candidates shall be by secret ballot, with the candidate receiving the most votes being declared elected;
 - (e) a Returning Officer shall be appointed by the Board of Management prior to the annual general meeting to direct the election of members; and
 - (f) in the event of a tie between two or more candidates in any secret ballot for any vacancy, another round of voting shall be held.
- 9.14** At the first meeting of the Board of Management held after the Annual General Meeting, the incoming Board of Management members shall appoint office bearers to fill all vacant office-bearer positions from amongst those Board of Management members sitting on the Board of Management at the time of that Board of Management meeting. Any member of the Board of Management may be appointed as an office bearer.

- 9.15** The first meeting of the Board of Management should be held no later than one month after the Annual General Meeting.
- 9.16** A person is not eligible to simultaneously hold more than one position on the Board of Management.
- 9.17** The Chairperson shall be responsible for the Board of Management's overseeing of all aspects of the Association's business, but has no power to direct the affairs of the Association other than through resolution of the Board of Management, or within the agreed policies of the Association as determined by the Board of Management.
- 9.18** The Deputy Chairperson shall assist the Chairperson and act for them in their absence.
- 9.19** The Treasurer's financial responsibilities are specified in clause 18 of this Constitution.
- 9.20** The Secretary shall keep minutes of:
- (a) all elections and appointments of office-bearers and ordinary Board of Management members;
 - (b) the names of members of the Board of Management present at a Board of Management meeting or a general meeting; and
 - (c) all proceedings at Board of Management meetings and general meetings.
- 9.21** A vacancy in the office of a member of the Board of Management happens if the member:
- (a) dies;
 - (b) ceases to be a member of the Association;
 - (c) resigns the office;

- (d) is removed from office under the provisions of clause 9.23 of this Constitution;
- (e) becomes bankrupt or personally insolvent;
- (f) ceases to be legally competent;
- (g) is disqualified from office under section 63(1), or 63(2) of the Act;
- (h) accepts an appointment while disqualified under other legislation in accordance with section 63B of the Act;
- (i) is subject to a disqualification order under section 63A of the Act; or
- (j) is absent without the consent of the Board of Management from all meetings of the Board of Management held during a period of six months.

9.22 If there is a vacancy in the membership of the Board of Management, the Board of Management may appoint any member of the Association to fill the vacancy and the member so appointed holds office, subject to this Constitution, until the conclusion of the next annual general meeting, providing that the majority of the Board of Management are full members of the Association.

9.23 The Association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the Board of Management from the office of member of the Board of Management before the end of the member's term of office.

9.24 The Board of Management can appoint from time to time, any individual as an adviser in a particular area, provided the number of persons appointed as advisers to the Board of Management does not exceed four at any one time.

9.25 Any person appointed as an adviser in accordance with clause 9.24:

- (a) will attend Board of Management meetings, when requested by the Board of Management;
- (b) shall be entitled to address such meetings by leave of the person presiding at the meeting, but shall not be entitled to vote at such meetings; and
- (c) may make a report to the Board of Management, when requested by the Board of Management.

9.26 The term of any person appointed as an adviser under clause 9.24 shall be until the next Annual General Meeting or such shorter time as is determined by the Board of Management. A person who has previously been appointed as an adviser is eligible to be appointed again by the incoming Board of Management.

10. Board of Management Meetings

10.1 The Board of Management must meet at least six times in each calendar year and at least once every eight weeks at the place and time that the Board of Management may decide.

10.2 Additional special Board of Management meetings may be called by any member of the Board of Management.

10.3 Seven days advanced oral or written notice of a Board of Management meeting shall be given to Board of Management members by the Secretary. Notice of a meeting must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Board of Management members present at the meeting unanimously agree to treat as urgent.

- 10.4** A quorum for Board of Management meetings shall be a majority of the current members of the Board of Management, and never less than four members of the Board of Management.
- 10.5** No business shall be conducted by the Board of Management unless there is a quorum present. If within 30 minutes of the proposed starting time of the meeting a quorum is not present, then the meeting shall be adjourned to such other day, time and place as the Board of Management may determine. If the meeting was a special meeting, then the meeting shall lapse.
- 10.6** The Chairperson shall chair the meetings of the Board of Management, or if they are absent the Deputy Chairperson shall chair the meetings; in the absence of both, the members of the Board of Management present shall elect another Board of Management member to preside at the meetings.
- 10.7** The meetings of the Board of Management shall be conducted in a manner which encourages open and full discussion and aims to achieve consensus within a reasonable time frame.
- 10.8** Questions arising at a meeting of the Board of Management are decided by a majority of the votes of the Board of Management present at the meeting.
- 10.9** A member of the Board of Management has one vote only, and votes by proxy at Board of Management meetings are not permitted, but if the votes are equal, the person presiding over the meeting in accordance with clause 10.6 of this Constitution may exercise a second or casting vote.

11. By-Laws

- 11.1** The Board of Management may from time to time make, alter or modify by-laws of the Association as it considers are reasonably required from time to time, as long as they are consistent with this Constitution and with the law.

- 11.2** Members of the Association must follow all by-laws until they are repealed either by the Board of Management or by resolution at a general meeting.

12. Board of Management Delegations

- 12.1** The Board of Management may, from time to time, form a sub-Committee with such delegations as it sees fit.

13. Meetings – Convening, Notice and Conduct

Annual general meetings

- 13.1** The Association must, at least once in each calendar year of the Association and within five months after the end of each financial year of the Association, call an annual general meeting. The annual general meeting will, subject to the Act, be called on the date and at the place and time that the Board of Management considers appropriate. This clause has effect subject to the powers of the registrar-general under section 120 of the Act in relation to extensions of time.

- 13.2** In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is to:

- (a) confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
- (b) receive from the Board of Management an Annual Report on the activities of the Association during the past financial year, including any statement of accounts;
- (c) elect members of the Board of Management; and
- (d) receive and consider the audited statement of the Association's accounts and the reports that are required to be submitted to members under section 73(1) of the Act and appoint the auditor for the next financial year.

- 13.3** An annual general meeting must be specified as such in the notice in writing calling it, including the place, date and time of the meeting.
- 13.4** Members shall be given not less than 28 days' notice in writing of the annual general meeting, and the Association shall in the said notice call for nominations for members of the Board of Management to be elected at the meeting, and provide details of the nomination process.

General meetings – calling of

- 13.5** The Board of Management may, whenever it considers appropriate, call a general meeting of the Association.
- 13.6** The Board of Management must also call a general meeting of the Association in accordance with clause 8.8 of this Constitution.
- 13.7** The Board of Management must also, on the requisition in writing of not less than five members, call a general meeting of the Association.
- 13.8** A requisition of members for a general meeting:
- (a) must state the purpose or purposes of the meeting;
 - (b) must be signed by the members making the requisition;
 - (c) must be lodged with the Secretary or Public Officer; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 13.9** If the Board of Management fails to call a general meeting within one month after the date when a requisition for the meeting has been lodged, any one or more of the members who made the requisition may call a general meeting to be held not later than three months after that date.

13.10 A general meeting called by a requisition of members specified in subclause 13.9 of this Constitution must be called as nearly as is practicable in the same way as general meetings are called by the Board of Management, and any member who thereby incurs an expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

Notice

13.11 The Association will give members at least 14 days notice in writing of any general meeting, other than for an annual general meeting as specified under clause 13.4 of this Constitution. The notice must specify the place, date and time of the meeting and the nature of the business to be dealt with at the general meeting.

13.12 If the nature of the business to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must at least 21 days before the date fixed for the holding of the general meeting, send to each member notice in writing, specifying:

(a) the nature of the business to be dealt, and the intention to propose the resolution as a special resolution; and

(b) the place, date and time of the meeting.

13.13 No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under clause 13.2 of this Constitution.

13.14 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary. The Secretary must include that business in the next notice calling a general meeting, after receipt of the notice from the member.

General meetings – procedure and quorum

- 13.15** No item of business may be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 13.16** Five members present in person constitute a quorum for the transaction of the business.
- 13.17** If the general meeting has been called by the Board of Management under clause 13.5 of this Constitution, and a quorum is not present within 30 minutes of the scheduled starting time, then the meeting shall lapse. In relation to any general meeting called under clause 13.1 or clause 13.9 of this Constitution, if a quorum is not present within 30 minutes of the scheduled starting time, the members present (being not less than three) shall be deemed to be a quorum.

Presiding member and making of decisions

- 13.18** Unless otherwise stated in this Constitution, at every annual general or general meeting:
- (a) the Chairperson shall chair the meeting, or if they are absent the Deputy Chairperson shall chair the meeting; in the absence of both, the members present shall elect a member for the purposes of presiding over that meeting;
 - (b) the person presiding over the meeting in accordance with clause 13.18(a) of this Constitution shall conduct the meeting in a proper and orderly way, and, on matters of policy, in a manner which encourages open and full discussion, aiming to achieve consensus wherever possible within the time available;
 - (c) a member must be a current member to vote at a meeting of the Association;

- (d) subject to clause 13.18(f), a member has one vote only, which may be exercised in person or by proxy;
- (e) voting on any issue shall be decided by a show of hands unless a secret ballot is demanded by at least three members present in person or by proxy;
- (f) if in the case of a vote by show of hands, the votes on a question are equal, the person presiding over the meeting in accordance with clause 13.18(a) of this Constitution is entitled to exercise a casting vote;
- (g) a resolution is deemed if decided by the required majority of votes and so declared by the person presiding over the meeting in accordance with clause 13.18(a) of this Constitution; and
- (h) the resolution so carried shall be entered into the minutes of the Association.

14. Meetings – Adjournment

- 14.1** The person presiding at a Board of Management meeting in accordance with clause 10.6 or a general meeting in accordance with clause 13.18(a) may, with consent of the majority of Board of Management members or members present as relevant at the meeting where a quorum in accordance with clause 10.4 or clause 13.16 of this Constitution as relevant is present, adjourn a Board of Management meeting or general meeting. The only business to be conducted at the adjourned meeting shall be business left unfinished.
- 14.2** If a general meeting is adjourned for 14 days or more, the Secretary must give notice in writing of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

15. Proxies

- 15.1** Notwithstanding that proxy votes are permitted at annual general or general meetings; no member may hold more than three proxies.
- 15.2** A member intending to exercise the right to a proxy shall give notice in writing of this intention to the Chairperson (or other person presiding at the meeting) before the time of the meeting.
- 15.3** The notice of appointing a proxy shall be in the form set out at Appendix 3 to this Constitution.
- 15.4** Only a current member may be appointed as a proxy.

16. Common Seal

- 16.1** The Board of Management shall provide for a common seal and for its safe-keeping. The common seal will only be used under the authority of the Board of Management, and each document to which the seal is attached must be signed by two Board of Management members.

17. Conflict of Interest

- 17.1** A Board of Management member who has an interest in any contract or arrangements made or proposed to be made with the Association must declare their interest at the first meeting of the Board of Management at which the contract or other arrangement is discussed, if their interest then exists, or in any other case at the first meeting of the Board of Management after the acquisition of their interest.
- 17.2** If a Board of Management member becomes interested in a contract or arrangement after it is made or entered into, they must disclose that interest at the first meeting of the Board of Management after they become so interested.

17.3 No Board of Management member shall vote as a Board of Management member in respect of any contract or arrangement in which they are interested, and if they do so vote their vote shall not be counted.

18. Financial Responsibilities

18.1 The Association receives funds from membership fees under clause 7 of this Constitution, gifts, donations and, subject to any resolution passed by the Association in general meeting and subject to section 114 of the Act, any other sources that the Board of Management decides.

18.2 The Board of Management, acting on the advice of the Treasurer, shall determine and keep under review the annual budget for the Association and financial policies and procedures of the Association, including reporting requirements, delegations and limitations.

18.3 Subject to clause 19 of this Constitution, the funds of the Association shall be banked in the name of the Association in such bank account as the Board of Management may from time to time direct.

18.4 Full and accurate accounts and records shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure takes place, and of the property credits and liabilities of the Association.

18.5 All monies shall be banked as soon as possible after receipt.

18.6 As soon as possible after the end of each financial year, the Treasurer shall cause a statement to be prepared for the Association containing particulars for the year just ended of the Association's:

(a) income and expenditure;

(b) assets and liabilities, and

(c) all mortgages, charges and securities affecting the property of the Association.

18.7 Any member may inspect all books and records of account at any reasonable time, upon application to the Treasurer.

18.8 Once at least in every financial year, the accounts of the Association shall be examined by an independent auditor appointed by the Board of Management.

18.9 The Board of Management will determine the process for withdrawal of moneys from the Association bank accounts including the drawing and signing of cheques. This direction will be reflected in the financial policies and procedures of the Association determined by the Board of Management in accordance with clause 18.2 of this Constitution.

19. Establishment and Operation of Gift Fund

19.1 The Association shall maintain a special account called the gift fund.

19.2 Any money gifted to the Association to carry out its vision, mission, object and purposes described in clause 3 of this Constitution must be deposited in the gift fund.

19.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

19.4 A receipt given by the Association for a gift made to the gift fund must be issued in the name of the Association, and must include the Australian Business Number of the Association.

19.5 If any money in the gift fund produces income, that income must also be deposited in the gift fund.

19.6 Money in the gift fund can only be used for the Association's vision, mission, object and purposes described in clause 3 of this Constitution in the way that the Board of Management decides.

19.7 If the gift fund is wound up, or the endorsement of the Association as a deductible gift recipient is revoked, any money in any gift fund at the time must be transferred to another fund that can receive deductible gifts.

20. Notices

20.1 A notice given by the Association under this Constitution to a member shall be in writing and delivered:

(a) personally;

(b) by sending it to the postal address for the member shown in the register of members; or

(c) by sending it to the email address for the member shown in the register of members.

20.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting the notice, and is taken to have been given on the third business day after the date it was posted.

20.3 A notice sent by email is taken to be given on the day after it is sent.

21. Revision or Amendment of This Constitution

21.1 Neither the objects of the Association mentioned in section 29 of the Act nor this Constitution may be altered except in accordance with the Act.

- 21.2** This Constitution may be revised or amended at a general meeting by a three-fourths majority of members present.
- 21.3** No revision or amendment of this Constitution shall be put to a general meeting unless it has been first approved by the Board.
- 21.4** Any notice of a general meeting at which a revision or amendment of this Constitution is to be considered must include an explanatory memorandum.

22. Winding Up or Dissolution of The Association

22.1 The Association shall be wound up or dissolved if, after one month's notice in writing of a general meeting has been given to all members by the Board of Management, stating an intention to discuss the dissolution of the Association at that meeting, a resolution to dissolve the Association is carried by a three-fourths majority vote of members present at that general meeting.

22.2 At or before the general meeting referred to in clause 22.1 of this Constitution, the Association must pass a special resolution nominating:

(a) another association for the Act (section 92(1)(a) of the Act); or

(b) a fund, authority or institution for the Act (section 92(1)(b) of the Act),

in which to vest any surplus property after all its debts are paid. The association, fund authority or instruction must:

(c) have similar purposes to the Association;

(d) be not-for-profit;

(e) be a public benevolent institution; and

(f) be endorsed as deductible gift recipient.

22.3 An association nominated under clause 22.2(a) of this Constitution must fulfil the requirements specified in section 92(2) of the Act.

Appendix 1

Application for Full Membership Advocacy For Inclusion Incorporated

(incorporated under the Associations Incorporation Act 1991 (ACT))

Full name Applicant

Address:

I identify as a person with a disability and hereby apply to become a full member of the above named incorporated association.

I believe in the vision, mission, object and purposes of the incorporated association.

I do/do not (please circle or delete as appropriate) have a conflict of interest as outlined in clause 17 of the Constitution of the incorporated association.

In the event of my admission as a full member, I agree to be bound by the Constitution and by-laws of the incorporated association.

Signature of applicant

Date :

I being a member of the association, nominate the applicant for membership of the association.

Name of Member

Signature:

Date:

Application for Associate Membership Advocacy For Inclusion Incorporated

(incorporated under the Associations Incorporation Act 1991 (ACT))

Full name Applicant

Address:

I hereby apply to become an associate member of the above named incorporated association.

I believe in the vision, mission, object and purposes of the incorporated association.

I do/do not (please circle or delete as appropriate) have a conflict of interest as outlined in clause 17 of the Constitution of the incorporated association.

In the event of my admission as an associate member, I agree to be bound by the Constitution and by-laws of the incorporated association.

I being a member of the association, nominate the applicant for membership of the association.

Name of Member

Signature:

Date:

Appendix 2

Nomination for The Board Of Management Advocacy For Inclusion Incorporated

(incorporated under the Associations Incorporation Act 1991 (ACT))

Full name Applicant

Address:

hereby wish to nominate for Board of Management Member

of the above named incorporated association. In the event of my admission to this position, I agree to be bound by the Constitution and by-laws of the incorporated association.

Signature of applicant

Date :

Appendix 3

Notice of Appointment Of Proxy Advocacy For Inclusion Incorporated

(incorporated under the Associations Incorporation Act 1991 (ACT))

Full name Member

Address:

I a member of the above named incorporated association, hereby appoint

Full name of Proxy

Address:

a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the incorporated association (annual general meeting or general meeting as the case may be) to be held on (insert date) and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the following resolution(s):

Signature of member appointing proxy

Date :

Note: A proxy vote may not be given to a person who is not a member of the incorporated association. No member may hold more than three proxies at a general meeting of the incorporated association.