

cancer voices south australia incorporated

raising a voice for those affected by cancer

RULES OF INCORPORATION

[Notes in square brackets do not form a part of the rules and are for information only]

These rules of incorporation took effect upon acceptance by the founding members of the association at a general meeting held on the 25th day of July 2007 in Adelaide, South Australia.

The rules were reviewed at the annual general meeting on 9 Dec 2010.

1. Name

The name of the incorporated association is Cancer Voices South Australia, hereinafter referred to as "the association".

[Note: The ASIC records have been searched and no-one else is currently using this exact name. A memorandum of understanding with Cancer Voices NSW who are prepared to grant a licence to use the words "Cancer Voices" to South Australia has been prepared].

2. Definitions

"Committee" refers to the executive committee;

"cancer patient" means anyone who has been diagnosed with cancer, or who is undergoing treatment, or has completed treatment and may or may not be in remission;

"carer" means any person physically caring for or looking after a cancer patient but not a paid employee or health professional providing services to the patient;

"executive committee" means the committee of management of the association;

"general meeting" means a general meeting of members convened in accordance with these rules;

"member" means a member of the association;

"the Act" means the *Associations Incorporation Act 1985 (SA)*;

"month" shall mean a calendar month;

"steering committee" means the group of people appointed from amongst the promoters of the association in 2006 to prepare the structures of the association and commence activities;

"supporter" means any person providing love, friendship, practical assistance (whether health related or otherwise) emotional, psychological, financial or in kind support to a cancer patient or cancer patients generally, other than a paid employee or health professional providing services to the patient(s).

3. Objects of the association

3.1 Improve representation of the views and interests of cancer patients, their carers, and supporters;

3.2 Promote the perspectives and interests of cancer patients, their carers and supporters to health professionals, government and the public and create a balanced public awareness of cancer;

3.3 Encourage and support recognition of the experiences of cancer patients, their carers and supporters as a key aspect of the information, screening, diagnostic, treatment and post-treatment process, and promote their participation in all aspects of that process;

3.4 Work to increase funding and help provide effective management of funds for cancer prevention, detection, research and improved treatment of cancer patients and their carers or supporters;

- 3.5 Influence the direction of research into causes, prevention, optimal treatments and support;
- 3.6 Work to reduce the impact of cancer on the community in terms of lives affected and lives lost;
- 3.7 Work towards ensuring cancer patients and their carers or supporters are receiving the best possible information, access to the highest quality/world's best practice treatment and support services for people with cancer, regardless of their geographical location, social or economic status, age, ethnicity, sexuality, gender, stage or type of cancer;
- 3.8 Encourage and provide a facility for those with experience of cancer to contribute to all levels of decision-making about the disease;
- 3.9 Provide a forum for people affected by cancer to share experiences and information;
- 3.10 Do such other things as may be incidental or conducive to the above.

[Note: the last objective is to allow activities such as fund-raising if that should be determined as a core activity at a future date]

4. Powers of the association

The association shall have all the powers conferred by section 25 of the *Associations Incorporation Act 1985 (SA)*.

[Note: these relate to property, bank accounts, investments, borrowings use of agents and entering into contracts]

5. Membership

5.1 Admission

Any person or organisation may apply in writing for membership as set out in these rules, and upon acceptance of the application by the committee and payment of any subscription, will become a member.

5.2 Categories of membership shall be as follows:

5.2.1 Ordinary membership which shall entitle a person or organisation to all the rights and benefits accruing to any member of the association including receipt of the written information of the association which the committee decides to send to members, the right to attend general meetings, propose resolutions, vote, stand for office or committee;

5.2.2 Any other category of membership which is determined at an annual general meeting following a recommendation of the committee and/or by resolution of the members attending.

5.3 Subscriptions:

5.3.1 The subscription fees for membership shall be such sums (if any) as the members shall determine from time to time at an annual general meeting.

5.3.2 Any subscription fees shall be payable annually on 1 January or at such other time as the members voting at an annual general meeting may determine.

5.4 Cessation of membership

5.4.1 Where applicable, any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association provided that the committee may reinstate such membership on such terms as it thinks fit.

5.4.2 A member may resign from membership by giving written notice to the public officer.

5.4.3 If mail or other notices to a member at the last notified address or other contact details are returned undelivered for a period greater than three months the membership shall lapse, provided that if a new address or contact details are

subsequently notified within the same calendar year the membership may be reinstated.

5.4.4 Subject to the member being given an opportunity to be heard or make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association. Particulars of that charge shall be communicated to the member at least 28 days before the meeting of the committee at which the member's views will be considered and the matter will be determined. The determination shall be communicated to the member along with a statement of this sub-rule. If the determination is adverse, the member shall cease to be a member immediately it has been communicated to the member. However within a 14 day period the member shall have the right to request an appeal to the association at a general meeting.

5.5 Register of members.

5.5.1 A register of members shall be kept and contain the name and address or other contact details of the member; the date of admission to membership, and where applicable the date and reasons for termination of membership.

5.5.2 The keeping of this register shall comply with the provisions of the *Privacy Act 1988 (Cw)* or its equivalent, particularly in relation to any health information it contains.

6. The executive committee

6.1 Powers and duties

6.1.1 The affairs of the association shall be managed and controlled by an executive committee, which in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association and are not required by these rules or the Act to be done in general meeting.

6.1.2 The committee has the management and control of the funds and other property of the association.

6.1.3 The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

6.1.4 The committee shall appoint a public officer as required by the Act

[Adapted from HCA revision to Constitution Oct 2010] The Public Officer doesn't need to be the secretary

[Note: Notice of appointment and any change in the identity or address of the public officer is to be lodged within one month after the change (Form 10) with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, Ground Floor, Chesser House, 91 Grenfell Street, Adelaide 5000; postal address GPO Box 1407, Adelaide 5001.]

6.2 Appointment

6.2.1 The committee shall be comprised of a chairperson, deputy chairperson, secretary, treasurer and up to six other members. One person may hold two of the positions of chairperson, secretary or treasurer simultaneously, in which case there may be seven other members of committee.

[Add capacity to maintain a viable committee and manageable workload]

6.2.2 A committee member shall be a natural person.

6.2.3 The first executive committee of the association shall be those appointed from amongst the promoters of the association as the steering committee. This committee shall hold office until the first annual general meeting after incorporation. All future committee positions shall be subject to election at each annual general meeting

6.2.4 No person shall be eligible to stand for election unless a member of the association has nominated that person before or at the annual general meeting by

delivering the written nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and the nominee.

6.2.5 Notice of officers and other committee positions falling vacant at the annual general meeting, with details of any nominations already received, shall be given to all members of the association with the notice calling the meeting at which the election is to take place.

6.2.6 The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association.

6.3 Proceedings of executive committee

6.3.1 The committee shall meet together for the dispatch of business at least every six weeks from the end of January to the beginning of December each year.

6.3.2 Questions arising at any meeting of the committee shall be decided by consensus but where this is not possible, a majority of votes. In the event of equality of votes the Chairperson has a casting as well as deliberative vote.

6.3.3 A quorum for a meeting of the committee shall be one half of the membership of the committee.

6.3.4 A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not participate in discussions or vote with respect to that contract or proposed contract. That member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

6.4 Disqualification of executive committee members

The office of a committee member shall become vacant if a committee member is disqualified from being a committee member by the Act; expelled as a member under these rules; permanently incapacitated by ill health; absent without apology from more than three consecutive meetings; or no longer the duly appointed representative of an organisational member.

6.5 Insurance

6.5.1 The Association shall purchase and keep in force insurance against any liability incurred by a executive committee member or other officer of the Association acting in that capacity for the reasonable costs and expenses of defending either civil or criminal proceedings, whatever their outcome.

6.5.2 The Association shall give any officer of the Association or former officer access to any document or record for the purposes of any legal proceedings to which this clause applies.

[Adapted from HCA revision to Constitution Oct 2010]

6.6 Sub-Committees

6.6.1 The executive committee may appoint sub-committees for such purposes and with powers and terms of reference as it determines from time to time.

6.6.2 The members of the sub-committees need not be members of the executive committee.

6.6.3 The Chairperson is ex officio a member of all committees.

6.6.4 Any determination of sub-committees shall be by way of recommendation to the executive committee unless the executive committee has given the sub-committee power to give effect to the determination.

6.6.5 Such a determination shall not diminish from the right of the executive committee to exercise powers delegated and determinations may be modified or revoked by the executive committee.

[Adapted from HCA revision to Constitution Oct 2010]

6.7. Officers of the Association

The Officers of the Association shall be the Chairperson, Deputy Chairperson, Secretary and Treasurer

6.7.1 A Chairperson who shall:

6.7.2 preside at all meetings of the executive committee and General Meetings of the Association and ensure that business is conducted with propriety and order;

6.7.3 have authority to speak on behalf of the Association and to act as the principal representative of the Association at all times subject to the prior approval or subsequent ratification by the executive committee.

6.7.4 ensure that all meetings as required under this Constitution are called and conducted in accordance with this Constitution; and

6.7.5 prepare an agenda for all meetings and ensure in so far as is reasonably possible and in accordance with the Constitution that all members of the Association on the executive committee (as appropriate) are advised in good time of all matters to be raised;

6.7.6 oversight and ensure the maintenance of proper minutes of meetings, receive, attend to, dispatch and maintain records of all correspondence to and from the Association;

6.7.7 ensure the proper care and use of the Association Seal and maintain the Seal Register Book;

6.7.8 ensure maintenance of the Register of Members.

6.8 A Deputy Chairperson who shall:

6.8.1 act in the stead of the Chairperson as required.

6.9 A Treasurer who shall ensure:

6.9.1 all monies received are properly paid into the correct accounts held by the Association:

6.9.2 records of all receipts, payments and other financial transactions of the Association are correctly maintained:

6.9.3 that budgets and statements are prepared and a report on the finances of the Association is given at each meeting of the executive committee of the Association; and

6.9.4 that the audited accounts are presented to the Annual General Meeting of the Association.

[adapted from HCA original constitution 2002, 2008]

7. The seal

The association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the association. The affixing of the seal shall be witnessed by the chairperson or secretary or treasurer and one other committee member.

[Note: Section 26(1)(a) deals with contracts made under common seal, section 63(5) deals with documents bearing the common seal as evidence in legal proceedings.]

8. General meetings

8.1 Annual general meetings

8.1.1 The committee shall call an annual general meeting in accordance with the Act and these rules.

8.1.2 The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.

8.1.3 The order of the business at the meeting shall be:

- the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
- the consideration of the accounts, report(s) of the committee and the auditor's report (if an auditor's report is required);
- the election of committee members;
- the appointment of auditors (if required under the Act);
- determination of any new subscription fees and the date from which they fall due;
- any other business requiring consideration by the association in general meeting.

8.2 Special general meetings

8.2.1 The committee may call a special general meeting of the association at any time.

8.2.2 Upon a requisition in writing of not less than 10 full members or 5% of the full members of the association, whichever is the greater number, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

8.2.3 Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

8.2.4 If a special general meeting is not convened within one month, as required by 8.2.2 above, those requisitioning, or at least half of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that those making the requisition are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3 Notice of general meetings

8.3.1 Subject to 8.3.2, at least 14 days notice of any general meeting shall be given to all members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

8.3.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

[Conform with OCBA 21 days]

8.3.3 A notice may be given by the association to any member by giving the member notice personally, or by sending it to the address or other contact details appearing in the register of members.

8.3.4 Where a notice is sent by post the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.3.5 Where a notice has been sent by electronic means (facsimile, email, telephone or telephone answering machine) service will be taken to have been effected from time of sending to the last electronic address notified to the association by the member for inclusion in the register.

8.4 Proceedings at general meetings

8.4.1 Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.

8.4.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

8.4.3 Subject to 8.4.4, the chairperson shall preside as chairperson at a general meeting of the association.

8.4.4 If the chairperson is not present within ten minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair; the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

8.5.1 Subject to these rules, every member of the association has only one vote at a meeting of the association.

8.5.2 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person, or by proxy, at that meeting.

8.5.3 Unless a poll is demanded by at least six members, a question for decision at a general meeting will be determined by a show of hands.

8.5.4 An organisational member (whether a body corporate or an un-incorporated association) shall be entitled to appoint one person, who shall not otherwise be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the organisation member by a resolution of its board or committee, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association until the authority to represent the organisation member is revoked.

8.6 Poll at general meetings

8.6.1 If a poll is demanded by at least six members, it must be conducted by a written secret ballot as determined by the chairperson and the result of the poll is the resolution of the meeting on that question.

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

8.7 Special and ordinary resolutions

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

8.7.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

8.8.1 A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association. Proxies are to be tabled prior to any vote.

9. Minutes

9.1 Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within 28 days after the relevant meeting in minute books kept for the purpose.

9.2 The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.

9.3 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

9.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

[Here the model rules suggest an optional dispute resolution provision subject to it being relevant. It is not considered necessary for Cancer Voices SA]

10. Financial reporting

10.1 Financial year

The first financial year of the association shall be the period ending on the next 31 December following incorporation. From 1 July 2010 the financial year will be the twelve months from 1st July each year to the 30th June in each subsequent year, provided that a financial report for the six months from 1st January 2010 to 30th June 2010 will also be prepared

[Change from calendar to financial year reporting]

10.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

10.3 Accounts and reports to be laid before members

The accounts, together the committee's report, shall be laid before members at the annual general meeting. If required by the Act, this shall include an auditor's report and committee's statement.

[Note: provision that an auditor's report and committee statement be laid before members is not required unless the association becomes a "prescribed association" under s3 of the Act, i.e. one with gross annual receipts over and above subscriptions of greater than \$200,000. The model rules also suggest provisions for an annual return to the Office of Consumer and Business Affairs, and appointment of an auditor, which are also only relevant to prescribed associations]

10.4 Annual return

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

10.5 Appointment of auditor

10.5.1 If required by the Act, at each annual general meeting the members shall appoint a person to be auditor of the association.

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

10.5.3 If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

11. Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates, except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association, which shall be payable upon presentation of an invoice or receipt as appropriate.

12. Winding up

12.1 If the organisation is wound up or if the endorsement of the organisation as a deductible gift recipient is revoked, the following assets remaining after the payment of the organisation's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made:

- *gifts of money or property for the principal purpose of the organisation*
- *contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and*
- *money received by the organisation because of such gifts and contributions.*

[Words suggested by ATO for DGR charity status].

12.2 Except as may be provided by the rules of the association, a member of an association is not liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of a winding up of the association.

[Adopted from HCA revised constitution Oct 2010]

13. Application of surplus assets

13.1 If after the winding up of the association there remains "surplus assets" as defined in the Act such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

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

14. Rules

14.1 These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescision or replacement by substitute rules. Such alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, or equivalent as required by the Act.

14.2 The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

15. Commencement

These rules of incorporation shall take effect upon acceptance by the founding members of the association at a general meeting held on the 25th day of July 2007 in Adelaide, South Australia.

Founding members

Name:

Signature: