

# CONSTITUTION AND RULES OF *Families Australia Incorporated*

## 1. NAME:

The name of the Association is “*Families Australia Inc*” referred to in these Rules as *Families Australia*.

## 2. ACRONYMS:

In these Rules the following words and acronyms have the following meanings unless the context plainly indicates to the contrary:

“AFCA” means “**Australian Foster Care Association**” being an association incorporated in the Australian Capital Territory.

“ASSAF” means “**Association of Services Supporting Australian Families**” being an association incorporated in the Australian Capital Territory.

“CAFWAA” means “**Child Adolescent and Family Welfare Association of Australia**” being an association incorporated in Victoria.

“SNAICC” means “**Secretariat National Aboriginal and Islander Child Care**” being an association incorporated in Victoria.

“EO” means the “**Executive Officer**” appointed pursuant to clause 20(2).

## 3. DEFINITIONS:

“*An incorporated national body*” is a body incorporated in any state or territory, or in the process of incorporating, including a body constituted by statute, whose Objectives are directed to national goals and which operates services in, or whose voting membership is composed of **organisations** from, at least three states and/or territories. An organisation includes a body corporate, association, trust, or other legal entity, either incorporated or unincorporated, but shall not include an individual person or a partnership of individual persons.

“*Member*” means a founding member as defined in clause 8(1)(a), or general member as defined in clause 8(1)(b), or associate member as defined in clause 8(2)(a) and (b).

“*The Board*” is a reference to the Board of Governance of *Families Australia* as provided for in rule 11 of these Rules.

## 4. PURPOSE:

The purpose of *Families Australia* is to represent the interests of families in Australia, working from a network of services, organisations, carers, consumers and communities, which takes in a rich diversity of families and communities.

## 5. **OBJECTIVES:**

The objects of *Families Australia* are to:

- (1) Work towards the recognition of, and support for, the social, economic, cultural, spiritual, and developmental needs of families, young people and children in Australian communities;
- (2) Provide a strong, pro-active, national voice and advice to government on broad issues which impact on families;
- (3) Provide a range of processes which facilitate the voices of families regarding family policy;
- (4) Improve policy, programs and service delivery in all parts of the sector with a particular focus on the interface between Commonwealth and State/Territory responsibilities;
- (5) Be a leading organisation in the field of family policy by working in collaboration with other stakeholders, including government and non-government organisations;
- (6) Advocate for adequate resources for and ensure that family policy:
  - reflects the diversity of family forms;
  - addresses disadvantaged circumstances experienced by many families, and;
  - has a primary emphasis on the best interests of children and young people.
- (7) Initiate or undertake research which contributes to improved knowledge, policy, programs and service delivery practice;
- (8) Support the development and capacity of the network of members, their individual or organisational members and/or their constituents, and to utilise the skills and knowledge of these networks; and
- (9) Have regard for the need to ensure geographic diversity and coverage in its own structures and processes.

## 6. **POWERS OF THE ASSOCIATION:**

In addition to the powers:

- (1) Conferred by the ACT or by any other Law; and
- (2) Conferred elsewhere in the Constitution:

*Families Australia* shall have such powers as are reasonably required for attaining its Objectives, and, without limiting the generality of the foregoing, it shall have powers:

- (3) To receive monies and grants;
- (4) To acquire and dispose of real and personal property;
- (5) To borrow money and to charge its property by way of security;
- (6) To accept donations of money and property and enter into sponsorships; and
- (7) To engage and dismiss employees as *Families Australia* deems necessary, and to determine the terms of employment.

## **7. INCOME AND PROPERTY:**

- (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objectives of *Families Australia* and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Federation.
- (2) This does not prevent the payment in good faith to a worker or member of *Families Australia* of remuneration in return for services actually rendered to *Families Australia* by the worker or member, or for goods supplied to *Families Australia* by the worker or member in the ordinary course of business.
- (3) This rule does not prevent the reimbursement by *Families Australia* of the out of pocket costs incurred by members of the Board and other representatives attending formal meetings of *Families Australia* or other meetings, as agreed by the Board.

## **8. MEMBERSHIP:**

- (1) The membership of *Families Australia* shall be:
  - (a) CAFWAA, ASSAF, AFCA as founding members of the organisation;
  - (b) General members being:
    - (i) any incorporated national body which demonstrates that it supports the Objectives of *Families Australia* or works towards similar goals and whose application for membership has been approved by the Board;
    - (ii) any national body in the process of incorporating, which demonstrates that it supports the Objectives of *Families Australia* or works towards similar goals and whose application for membership has been approved by the Board; and
    - (ii) any group, alliance, or organisation which demonstrates that it supports the Objectives of *Families Australia* or works towards similar goals and whose application for membership has been approved by the Board.
  - (c) Associate members as defined in clause 8(2).

- (2) An Associate member shall be:
- (a) An individual whose application for membership has been approved by the Board; or
  - (b) Any group, alliance, or organisation including an incorporated body or a body constituted by statute which demonstrates that it supports the Objectives of *Families Australia* or works towards similar goals; and whose application for membership has been approved by the Board.
- (3) Associate members shall have full right of attendance and speaking rights at Annual General Meetings and Special General Meetings but shall not have voting rights.
- (4) Membership shall remain current as long as the prescribed fees, as determined by the Board from time to time, relevant to the application for membership, are paid in full.

#### **9. REGISTER OF MEMBERS:**

A register of members shall be kept and be available for inspection at all reasonable times by the Secretary of the Association. A register of members will record the full name of each member; the date of commencement of membership and termination of membership, and shall be conclusive evidence of matters recorded.

#### **10. GOVERNANCE OF THE ASSOCIATION:**

The affairs of *Families Australia* shall be managed by the Board of Governance. The Board, subject to the Associations Incorporation Act 1991, Regulations and the Rules, shall:

- (1) Exercise all functions as may be exercised by the Association;
- (2) Perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association;
- (3) At its discretion, employ staff to carry out the day to day policy, research, liaison, secretarial and financial activities of the Association;
- (4) Keep under its control the books of the Association which shall be available for perusal of any member with reasonable notice to the Secretary, except in so far as any record relates to the private affairs of an individual.

#### **11. THE BOARD OF GOVERNANCE:**

- (1) The Board of *Families Australia* is subject to the requirements of the Associations Incorporation Act 1991, and to the will of the members at a general meeting.

- (2) The first Board of *Families Australia* shall take office on incorporation and shall continue until the AGM of *Families Australia* in the year 2002.

The first board shall consist of:

- (a) Two (2) nominees from each of the members referred to at rule 8(1)(a) and SNAICC; and
- (b) Up to two (2) persons co-opted by the Board who need not be members of any member organisation.
- (3) Thereafter the Board shall consist of up to thirteen (13) persons, being:
- (a) One (1) nominee appointed by the Committee of each of the three members referred to at rule 8(1)(a) above and no more than one other Committee member who may be elected at an AGM;
- (b) One (1) nominee from the SNAICC Committee and no more than one (1) other SNAICC Committee member who may be elected at an AGM;
- (c) Up to seven (7) persons elected at the AGM being nominees of member organisations entitled to vote; and
- (d) Up to two (2) persons co-opted annually by the Board who need not be members of any member organisation.
- (4) These rules shall not prevent any of the organisations referred to in clauses 11(3)(a) and (b) above from nominating individuals for election to the Board from other organisations eligible to apply for membership of the Board.

## **12. APPOINTMENT OF BOARD MEMBERS:**

- (1) The term of the first Board of *Families Australia* shall commence on the date of incorporation of *Families Australia* and shall expire at the date of the first AGM of *Families Australia* in 2002.
- (2) Each successive Board shall be appointed for a term commencing at the AGM marking the expiration of the term of the previous Board and expiring at the second AGM occurring after the appointment of the Board, such that the term of each Board, other than the first Board shall be two (2) years.
- (3) At least fourteen (14) days prior to the AGM marking the expiration of the term of an existing Board, each of the members referred to at rule 11(3)(a) and (b) above shall notify the Secretary of *Families Australia* of the identity of that one nominee for the forthcoming Board and the appointment of those nominees shall be confirmed at the AGM and they shall take office immediately.

- (4) The election of the Board members in accordance with rule 11(3)(c) shall occur at the AGM preceding the term of the Board in question. All nominations for these positions shall be received in writing by the Secretary of *Families Australia* at least 28 days prior to the date fixed for the AGM and the Secretary shall include details of the nominations in the agenda for the AGM to be distributed to members in accordance with rule 16(3).
- (5) The members of a new Board may at any meeting co-opt up to two persons to be members of the Board in accordance with rule 11(3)(d). These persons need not be members of, or associated with, any member organisation.
- (6) The Board shall, at its first meeting elect a Chair, Deputy Chair, and Secretary who shall hold office for the term of the Board. These officers may be removed from office by a motion of no confidence, on notice, passed by the Board at which time the Board shall appoint a replacement officer from the existing Board members.
- (7) The Board shall not make a decision to remove a Board member pursuant to paragraph 12(6) unless the Board has provided the Board member concerned with the particulars of the allegation against them and provided a fair opportunity for the member concerned to put their case to the Board.

### **13. TERMINATION OF APPOINTMENTS TO THE BOARD AND CASUAL VACANCIES:**

- (1) The membership of the Board of those members appointed under rule 11(2)(a), or 11(3)(a) and (b) shall automatically terminate if the Board member ceases to be a member of the nominating organisation, or if the organisation informs the Board that the member concerned no longer has the confidence of the nominating organisation.
- (2) A person's membership of the Board shall automatically cease if the member is absent from three (3) consecutive meetings of the Board without the leave of the Board.
- (3) A person's membership of the Board may be terminated by the Board if the Board is satisfied that the person is not prepared or able to uphold the Purpose and Objectives of *Families Australia*, or behaves in a manner that is inconsistent with the Objectives and Purpose of the Association.
- (4) If the Board member concerned is a nominee appointed under rule 11(3)(a) or (b), then the member organisation shall nominate a replacement Board member whose term shall be the balance of the term of the member.
- (5) If the Board member concerned is an elected member pursuant to rule 11(3)(c) then the Board may co-opt a replacement Board member to hold office until the next AGM at which time the vacant office shall be filled in the manner set out at rule 12(4).

- (6) If the Board member concerned was a co-opted Board member then the Board may co-opt another person to fill that office for the balance of the term of the Board.
- (7) The Board shall not make a decision to remove a Board member pursuant to paragraph 13(3) unless the Board has provided the Board member concerned with the particulars of the allegation against them and provided a fair opportunity for the Board member concerned to put their case to the Board.

#### **14. MEETINGS OF THE BOARD:**

- (1) The Board shall meet at least four (4) times each year, which may occur in person or by telecommunications but at least two shall be face to face. The Chairperson shall determine the mode of conduct of the meeting, subject to any resolution of the Board as a whole.
- (2) A quorum for the Board shall be 50% plus one.
- (3) No business shall be conducted unless there is a quorum present. If within half an hour of the proposed starting time of the meeting a quorum is not present, then the meeting shall be adjourned to another day, time and place as the Board may determine. If the meeting was a special general meeting then the meeting shall lapse.
- (4) The Board shall endeavour, as far as possible, to resolve all matters by consensus, otherwise all resolutions shall be decided by a majority of votes of Board members.
- (5) In the case where the votes are equal, the motion shall lapse.
- (6) Voting on any issue shall generally be by show of hands or indication by voice on teleconferences, but if so requested by any four (4) members present, shall be by secret ballot to be conducted immediately, or for which suitable arrangements are made in the case of a teleconference.
- (7) Board members shall be given at least fourteen (14) days written notice of an ordinary Board meeting and invited to provide items for the agenda. The agenda for an ordinary Board meeting shall be given to members at least five (5) working days prior to the meeting.
- (8) The Board may grant such speaking rights to non Board members as it sees fit.
- (9) Special general meetings of the Board shall be convened by the Board or the Secretary of *Families Australia* on the written request of any four (4) members of the Board.
- (10) Five (5) working days notice shall be given for any special general meeting of the Board. The notice shall outline the general nature of the business to be done, and no other business will be done unless agreed by the Board.

- (11) If any Board member nominated under rule 11(3)(a) or (b) cannot attend a meeting, the nominating member organisation may appoint an alternate delegate for the purpose of that meeting and shall advise the Secretary of the Association of the appointment in writing before the meeting. Other Board members may not appoint an alternate delegate to attend Board meetings.

**15. DISCIPLING OF A MEMBER:**

- (1) The Board may inquire into whether the conduct of any member or associate member, is or has been, inconsistent with the Objectives or has otherwise been contrary to the interest of the Association.
- (2) The Board shall provide the member or associate member concerned with the particulars of the complaint and findings of any inquiry by the Board and shall invite the member concerned to put any evidence or submission to the Board that they so wish to do. The Board may determine whether the member's evidence and submission shall be in written or in person before the Board.
- (3) After considering all the evidence and submissions the Board may determine to:
- (a) take no action;
  - (b) reprimand the member;
  - (c) suspend membership for a fixed time;
  - (d) expel the member.
- (4) The Board shall provide the member so concerned with a written statement of reasons for its decision.
- (5) The member concerned may require the Secretary to convene a Special General Meeting of the Board or the Association to consider any appeal by the member concerned against the decision of the Board under paragraph 15(3)(c) or (d) which shall be conveyed as soon as practicable. Pending the Special Meeting of the Board or Special General Meeting of the Association the membership of the member concerned shall be suspended.
- (6) The member concerned has the right to put their case to the Board or members of the Association at the Special General Meeting in person or in writing.
- (7) The membership of the Association in general meeting shall have the powers set out at 15(3) above.

**16. ANNUAL GENERAL MEETING:**

- (1) An Annual General Meeting will be held within five (5) months of the close of each financial year.
- (2) The business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the last Annual General Meeting and of any general meetings held since that meeting;
  - (b) the receiving of the Board's Annual Report;

- (c) the receiving of the Auditor's Report;
  - (d) the confirmation the appointment of Board members when relevant;
  - (e) the election of Board members when relevant; and
  - (f) the appointment of the Auditor.
- (3) The Secretary of *Families Australia* shall give all members at least thirty five (35) days notice of the date and venue of an AGM and shall invite any items for the agenda. The Secretary shall give all members a copy of the agenda for the AGM at least twenty one (21) days prior to the date appointed for the meeting.
  - (4) A quorum for the AGM shall be 50% of members entitled to vote plus one, present in person, by proxy, or electronically, including by teleconference.
  - (5) No business shall be done unless there is a quorum present. If within half an hour of the proposed starting time of the meeting a quorum is not present, then the meeting shall be adjourned to another day, time and place as the Board may determine.
  - (6) The chair of an AGM shall endeavour to secure consensus on all resolutions, otherwise all resolutions shall be decided by a majority of votes of members entitled to vote. In the case where the votes are equal, the motion shall lapse.
  - (7) Voting on any issue shall generally be by show of hands or indication by voice on teleconferences, but if so requested by any four (4) members present, shall be by secret ballot to be conducted forthwith, or for which suitable arrangements are made in the case of a teleconference.

#### **17. SPECIAL GENERAL MEETINGS OF MEMBERS:**

- (1) A Special General Meeting (SGM) of members may be convened by the Board or by the Secretary upon receipt of the written request of 25% of members entitled to vote or in the circumstances set out at 14(9) above. A quorum for a SGM shall be 50% of members entitled to vote plus one present in person, by proxy, or electronically, including by teleconference.
- (2) Clause 16(3) applies in like manner in respect of Special General Meetings.
- (3) If within an hour of the proposed starting time of the meeting a quorum is not present, then the meeting shall be adjourned to another day, time and place as the Board may determine.
- (4) The chair of any Special General Meeting shall endeavour as far as possible to secure a consensus on all resolutions, otherwise all resolutions shall be decided by a majority of votes of members entitled to vote. In the case where the votes are equal, the motion shall lapse.
- (5) Voting on any issue shall generally be by show of hands or indication by voice on teleconferences, but if so requested by any four (4) members present, shall be by secret ballot to be conducted forthwith, or for which suitable arrangements are made in the case of a teleconference.

**18. PROXIES:**

In the event of an AGM or SGM, voting by proxy will be permitted, on the proviso that the intention to cast a vote by proxy is notified to the Secretary seven (7) days in advance of the meeting, and that members present and voting may only cast one (1) proxy vote each.

**19. POSTAL VOTES:**

In the event of an AGM or SGM votes may be cast by postal ballot. The Secretary shall distribute postal ballot forms at least twenty one (21) days prior to an AGM or SGM together with the Agenda, and only postal votes received by the Secretary two (2) working days prior to the date of the meeting shall be counted.

**20. STAFF OF THE ASSOCIATION:**

- (1) The Board may employ such staff as it sees fit to conduct the affairs of *Families Australia* and may determine their terms and conditions of employment, subject to any relevant award or statute.
- (2) The Board may employ a head of staff of *Families Australia* to be titled Executive Officer (EO).
- (3) The Board may second staff from outside *Families Australia* on such terms and for such period as may be agreed by the Board.
- (4) All staff are ultimately responsible to the Board and shall accept all lawful directions from the Board.
- (5) The Board may delegate any of its staff and administration functions to the EO but the Board always retains the right to withdraw any such delegation or to review any decision made by the EO pursuant to such delegations. The EO shall accept direction from the Board on all and any matter pertaining to their duties and functions.

**21. PUBLIC REPRESENTATION OF THE ASSOCIATION:**

- (1) No officer of *Families Australia* nor any staff member is empowered, by virtue of their appointment alone, to make any public statement, or represent *Families Australia* in any public forum.
- (2) The Board may delegate to such of its members or staff as it sees fit, the right to make public statements on behalf of *Families Australia* or to represent *Families Australia* in public forums. The delegation may be given with such conditions and qualifications as the Board sees fit.

**22. SUB-COMMITTEES AND DELEGATIONS:**

- (1) The Board may establish sub-committees as are necessary to conduct its business and fulfil its objects. The Board may delegate any of its powers to such sub-committees, specify timelines for the life of a committee and make rules for regulating the proceedings of the sub-committees. Any such sub-committee must act within the agreed policies of the organisation.
- (2) The term of members of a sub-committee is at the discretion of the Board.
- (3) The Board may appoint Board members and non Board members or other people to sub-committees.
- (4) The Board may delegate any of its powers to specified members of any sub-committee to be exercised subject to any conditions imposed in the delegation.
- (5) The delegation of any power by the Board under sub-paragraph (4) does not preclude the Board from exercising the same power.
- (6) The Secretary may delegate any of the functions of this position to a member of staff or enlist the assistance of a member of staff, on such terms and conditions as the Secretary may prescribe, provided that they retain a sufficient oversight of the discharge of those delegated functions to satisfy their duty of care to *Families Australia* arising by virtue of their office on the Board.

### **23 RESOLUTION OF DISPUTES:**

- (1) Where any dispute arises between any two or more members of the Board, over matters related to the affairs of the organisation, which cannot be resolved by direct negotiations between the parties, the parties shall agree to submit their disagreement to mediation.
- (2) The mediation shall be conducted by an independent mediation service agreed between the parties unless the parties agree to the appointment of a mutually acceptable specified individual to conduct the mediation, with any reasonable costs thereof to be borne by the Association.
- (3) If the mediation is not successful, the parties shall submit their disagreement to arbitration by a mutually agreed arbitrator. If the parties are unable to agree on an arbitrator, then the Board may be approached by either party to the dispute to appoint a suitable arbitrator. The parties must accept the arbitrator appointed by the Board and proceed to arbitration in good faith. The arbitration process shall be determined by the arbitrator subject only to the mandatory requirement that the arbitrator ensure that each party has a fair chance to present their case and to test the merits of the other party's case. The costs of the arbitrator shall be borne by the Association.
- (4) Each Party to a dispute agrees to abide by the decision of the arbitrator.

### **24. PUBLIC OFFICER:**

The Board of *Families Australia* shall within fourteen (14) days after the position of Public Officer becomes vacant, appoint a person to fill the vacancy. The person need not be a member of the Board, but must reside in the ACT.

## **25. FUNDS AND ACCOUNTS:**

- (1) The funds of *Families Australia* shall be banked in the name of *Families Australia* in such bank as the Board may determine from time to time.
- (2) Proper records and accounts shall be kept and maintained.
- (3) All moneys shall be banked as soon as possible after receipt.
- (4) As soon as possible after the end of the financial year the EO shall arrange the preparation of a statement containing the particulars of:
  - (a) income and expenditure for the year just ended; and
  - (b) the assets, liabilities and of all mortgages, charges and securities affecting the property of *Families Australia* at the close of that year.
- (5) Any member may inspect the records of account and other records at any reasonable time after application to the Secretary.
- (6) Cheques may be signed by such combination of Board members and the Executive Officer as the Board so authorises and within the terms of the Board authorisation.
- (7) Subject to the Act, the Regulations and these Rules the Board shall ensure the safe storage and custody of all books, records and other documents relating to the organisation.

## **26. DISSOLUTION OF THE ASSOCIATION:**

- (1) *Families Australia* shall be dissolved by any process provided for at law.
- (2) *Families Australia* may be dissolved on a motion put and carried by 75% of all members present and entitled to vote at a Special General Meeting called for this purpose.
- (3) If upon the winding up or dissolution of *Families Australia* there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be transferred to another organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members.

## **27. MEMBERS' LIABILITIES:**

The liability of a member to contribute towards the payment of the debts, and liabilities, of the Association or the costs, charges, and expenses of the winding up

of the Association is limited to the amount, if any, unpaid by the member in respect of membership as in clause 8(4).

**28. ALTERATION OF THE CONSTITUTION:**

The Constitution may be amended, rescinded or added to, by resolution, carried by a seventy five percent (75%) majority of voting members at any general meeting. At least twenty one (21) days notice in writing shall be given to all members of the meeting.

**29. COMMON SEAL:**

The Board shall provide for a common seal and for its safe keeping, and it may be affixed and attested by two Board members or one Board member and one authorised staff member. The use of the seal by two Board members or one Board member and one authorised staff member will be tabled at the next meeting of the Board for endorsement.

**30. FINANCIAL YEAR:**

The financial year of *Families Australia* shall commence on 1 July, and end on 30 June of the following year.

**31. NOTICES:**

The Board shall determine the way notice is given to members unless stated otherwise in this Constitution.

**32. APPOINTMENT OF AN AUDITOR:**

*Families Australia* shall appoint an Auditor at each Annual General Meeting. This shall be a Certified Practising Accountant with sufficient experience to carry out capably the duties of Auditor. This person shall not be a member of the Association

**33. ANNUAL AUDIT OF ACCOUNTS:**

- (1) The Board shall submit to the Auditor all the accounts, books, receipts and records of *Families Australia* at the end of each financial year.
- (2) The Auditor shall present a detailed annual balance sheet and statement of receipts and expenditure at the Annual General Meeting.