

# COUNCIL ON THE AGEING (ACT) INC.

## CONSTITUTION

### INTERPRETATION

1. In these rules, unless the contrary intention appears:
  - (i) "Act" means the Associations Incorporation Act 1991 of the Australian Capital Territory;
  - (ii) "Board" means the Board constituted under rule 22 and has the same meaning as "Committee" as defined by the Act;
  - (iii) "Co-opted person" means a person co-opted by the Board to serve as a Board member;
  - (iv) "Regulations" means the Associations Incorporation Regulations of the Australian Capital Territory;
  - (v) "Seniors" means persons who are at least fifty (50) years of age.

The provisions of the Interpretation Act 1967 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

### NAME

2. The name of the Council shall be "Council on the Ageing (ACT) Incorporated", hereinafter referred to as "the Council".
  - 2.1 The Council may also be referred to by the acronyms "COTA" or "COTA (ACT)", and as a "Member of COTA Over 50s"

### VISION, MISSION AND OBJECTIVES

#### Vision

3. The Council's Vision embraces the shaping of a more just, equitable and humane community in which older people are enabled to contribute and grow to their fullest capacity, and have access, with dignity, to appropriate care and support.

#### Mission

4. The Council's Mission is to provide services to and to protect and promote the well-being of older people.

## Objectives

5. The Council's Objectives are:
  - 5.1 To promote policies, practices and services that advance well-being and justice for older people, and redress injustice and disadvantage;
  - 5.2 To promote the positive contribution of older people to their own well-being and a more caring and just community;
  - 5.3 To facilitate collaboration within and between older people's organisations, aged service agencies, Government, the private sector and community groups in working to improve well-being and social justice for older people;
  - 5.4 To promote and present the needs, rights and interests of older people, giving priority to those suffering injustice, discrimination, disadvantage or disability;
  - 5.5 To provide, direct to older people and their carers, services, facilities and programs that contribute to their well-being;
  - 5.6 To undertake, develop and promote services, facilities, programs, networks or organisations designed to advance the Council's objectives;
  - 5.7 To contribute to positive community understanding of ageing, and to enable all sectors of the community to plan for positive ageing through education, advice and activity programmes;
  - 5.8 To develop links with and assist other organisations working to achieve similar objectives to those of the Council;
  - 5.9 To provide services and assistance to meet the specific needs of members; and
  - 5.10 To participate as an active member of COTA Over 50s.

## POWERS

6. The Council shall have power to do all things which, as an association incorporated under and subject to the provisions of the Act and Regulations, it may lawfully do.
7. Without in any way limiting the generality of the foregoing, the Council shall have power, if it thinks fit, to operate in conjunction with, or to merge or amalgamate with, one or more other organisation having similar objectives.

## **MEMBERSHIP**

### **Full membership**

8. Individuals and organisations wishing to support or with a commitment to the Council's Mission and Objectives and who come within one or more of the following categories, shall be eligible to be full members of the Council :
  - 8.1 Seniors, who shall be persons who are at least fifty (50) years of age and who are not official representatives of service provider organisations;
  - 8.2 Honorary life members, who are not required to pay any membership fee and who are persons who have rendered significant service to the association, who have been nominated for honorary life membership by two members of the Board, been approved by the Board, and have accepted honorary life membership;
  - 8.3 Co-opted persons, who shall be persons appointed by the Board to serve as a Board member for a period of up to 2 years;
  - 8.4 Organisations of seniors, whose primary purpose is to improve the well-being or to represent the interests of seniors, and which are not service provider organisations.
9. Full members, or their official representatives, provided that they meet the provisions of rule 16, shall have:
  - 9.1 The right to vote in Council elections and at general meetings of the Council;
  - 9.2 The right to stand for election to, and to be appointed to, the Board; and
  - 9.3 Access to the rights and privileges of full membership as defined by the Board from time to time.

### **Associate members**

10. Individuals and organisations not eligible to be full members of the Council, shall be eligible to become associate members of the Council provided they support the Council's Mission and Objectives, and are:
  - 10.1 Carers who shall be persons who are direct carers of seniors and who are not official representatives of service provider organisations;
  - 10.2 Service provider organisations, including Government bodies, which provide direct services promoting the well-being of seniors, or organisations of service provider organisations; or
  - 10.3 Such other organisations having objects compatible with those of the Council as shall be approved by the Board.

11. Associate members, or their official representatives, shall have all the rights of members except the right to vote at meetings.
12. Each member being an organisation shall annually nominate in writing to the Executive Director the names of two persons who shall be the official representatives of that organisation to the Council.

### **Admission to membership**

13. A person or organisation eligible for membership under these Rules shall become a member of the Council upon lodging at the Council's office or at the central membership office a completed application form together with the sum payable as the first year's annual subscription appropriate to the category of membership of the applicant and on entry of the applicant's name in the register of members.
14. The Board may at its discretion admit or refuse to admit a person or organisation to membership.

### **Cessation of membership**

15. A person or organisation ceases to be a member of the Council if the person or organisation:
  - 15.1 Dies or are wound up (as the case may be);
  - 15.2 Resigns from membership of the Council by notice in writing to the Council;
  - 15.3 Is expelled from the Council; or
  - 15.4 Fails to renew membership of the Council.

### **Fees, subscriptions etc.**

16. The annual membership fee for each category of membership of the Council shall be the amount determined from time to time by resolution of the Board and shall be due and payable on the anniversary of becoming a member; provided that no member shall be taken to be unfinancial if payment is received prior to the first day of the month three months after that anniversary.

### **Members' liabilities**

17. The liability of a member to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount, if any, unpaid by the member in respect of membership of the Council as required by rule 16. For the purposes of this rule a member is a person who was a member when winding up was resolved under Section 88 of the Act.

**Disciplining of members**

18. Where the Board is of the opinion that a member has persistently refused or neglected to comply with a provision of this Constitution, or has persistently and willfully acted in a manner prejudicial to the interests of the Council, the Board may, by resolution:
  - 18.1 expel the member from the Council; or
  - 18.2 suspend the member from such rights and privileges of membership as the Board may determine for a specified period.
19. Where the Board passes a resolution under rule 18, the Executive Director shall, as soon as practicable, cause a notice in writing to be served on the member:
  - 19.1 Setting out the resolution of the Board and the grounds on which it is based;
  - 19.2 Stating that the member may appeal to the Board to review the resolution at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - 19.3 Stating the date, place and time of that meeting; and
  - 19.4 Informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the Board, at or prior to the date of that meeting, written representations relating to the resolution.
20. At that meeting held pursuant to rule 19 the Board may either confirm or rescind the resolution made under rule 18 and the Executive Director shall within 7 days by notice in writing inform the member of such confirmation or rescission.

**GOVERNANCE****Board**

21. The Board, subject to the Act, the Regulations, these rules, and to any resolution passed by the Council in general meeting:
  - 21.1 shall control and manage the affairs of the Council;
  - 21.2 may exercise all such functions as may be exercised by the Council other than those functions that are required by this Constitution to be exercised by the Council in general meeting; and

- 21.3 has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Council.
22. The Board shall consist of up to eleven persons of whom:
- 22.1 eight shall be elected pursuant to rules 24 and 25; and
- 22.2 up to three may be co-opted.
23. A person is not eligible to serve on the Board unless the person is a financial member of the Council.

### **Election of Board members**

24. Election to the Board of the Council shall be by resolution of the full members in a general meeting;
- 24.1 Each individual member under rules 8.1 and 8.2 shall have one vote; and
- 24.2 Each organisational member under rule 8.4 shall appoint two official representatives, each of whom shall have one vote.
25. Nominations of candidates for election as Board members:
- 25.1 Shall be made in writing, signed by 2 members of the Council, and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- 25.2 Shall be delivered to the Executive Director not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- 25.3 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 25.4 If the number of nominations received exceeds the number of vacancies a secret ballot must be held.
26. The term of membership for all positions on the Board shall be two years. All members shall be eligible for re-election or re-appointment without limit. In the case of Board members elected or appointed at an annual general meeting, for the purposes of this clause, a year shall be defined as the period between consecutive annual general meetings.
27. The Executive Director, appointed under rules 65 to 67 inclusive, may participate in Board meetings but without power to vote.
28. The Board shall have the power to:
- 28.1 Co-opt up to three persons to be members of the Board for such periods as the Board shall determine but not exceeding one term;

- 28.2 Fill by appointment any casual vacancy arising among its members, and the person so appointed shall hold office for the balance of the term of the person being replaced;
- 28.3 Grant leave to Board members for specified periods provided that no term of leave shall exceed four consecutive months, and cumulative terms of leave in any term shall not exceed eight months;
- 28.4 By a vote of a majority of its members, remove from office any member of the Board, should that member:
- (i) Bring the Council into disrepute through any act or failure to act, or act in serious contravention of the Mission and Objectives of the Council;
  - (ii) Become unable to carry out the responsibilities of a Board member due to incapacity or other cause persisting, or reasonably expected to persist for a period of more than three months;
  - (iii) Fail to attend three or more consecutive meetings of the Board, or half or more of the total meetings of the Board in any year, without due cause or without leave having been granted;
  - (iv) Commit the Council to action or expenditure when not authorised to do so.
29. A member of the Board having a pecuniary interest in a contract involving the Council must:
- 29.1 disclose the nature and extent of that interest, in writing, and shall not take part in any decision in respect to that matter in accordance with Section 65 (1) of the Act; and
- 29.2 shall not be permitted to receive papers on the contract nor remain present during such a meeting and should not be considered part of the quorum.

### **Officers**

30. The Board shall elect from among its members:
- 30.1 A President, who shall be the chairperson of the Board, Executive Committee and general meetings and who is not an employee or office bearer of a service provider organisation;
- 30.2 A Vice-President; and
- 30.3 A Treasurer, who shall be the chairperson of the Finance Committee.
31. The Officers of the Council shall be the President, Vice President, Treasurer and Executive Director; the retiring President, if still a member of the Board, shall be Immediate Past President.

32. The President, Vice-President and Treasurer shall hold office until the election of their successors, which shall occur at the first meeting of the Board following the declaration of election results at an annual general meeting. The Board shall have the power to elect Acting Officers for prescribed periods, and to remove and replace any Officer.

### **Management**

33. The Board of the Council shall ensure that the affairs of the Council are managed at all times honestly and with due diligence.
34. The Board may delegate such powers and responsibility for management of the Council's affairs as the Board shall from time to time determine, to the following Standing Committees:
  - 34.1 An Executive Committee, comprising the Officers of the Council, which shall have inter alia the power to act for the Council on behalf of the Board in situations of urgency, or in matters referred to it by the Board;
  - 34.2 A Finance Committee, which shall regularly report on the finances of the Council to the Board and its Executive Committee; and
  - 34.3 Such other Standing Committees as the Board shall determine, provided that each of these committees shall act in accordance with directions from the Board and shall regularly report to the Board.
35. The Board shall have the power to appoint such other committees as it may think fit from time to time and may delegate to any such committee such powers as it so decides, except the power of sub-delegation.
36. The Standing Committees shall have the power to appoint sub-committees to undertake specified roles or activities, subject to endorsement by the Board. Each sub-committee shall be chaired by a member of the committee appointing it and shall have such other membership as that committee shall decide.
37. The President and the Executive Director shall be ex officio members of all committees of the Council.

### **Quorum**

38. The quorum for a meeting of the Board shall be not less than half of the members, and of the Committees set out in rule 34 shall be one half of the membership of that body unless otherwise determined by the Board.
  - 38.1 No business shall be transacted unless a quorum is present and, if within a half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to another day and time determined by the President or the Chairperson. Notice of the date and time to which the meeting has been adjourned shall be given to all members. If at this later date and

time a quorum is not present the meeting may be held as though a quorum were present.

38.2 The quorum for meetings of other committees, sub-committees or other bodies of the Council shall be, except where otherwise provided in this Constitution, as determined by the Board or its delegated agent.

## **Meetings**

39. The conduct of all meetings of the Board, committees, sub-committees and other bodies of the Council shall be in accordance with the following:

39.1 Questions arising at a meeting of the Board or of any other body of the Council shall be determined by a majority of the votes of members of the Board or other body present at the meeting and all determinations shall be recorded and stored in accordance with rule 69;

39.2 Each member present at a meeting of the Board or of any other body of the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote;

39.3 Subject to rule 38, the Board may act notwithstanding any vacancy on the Board; and

39.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or any other body of the Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or other body of the Council

## **GENERAL MEETINGS**

### **Annual general meeting**

40. The annual general meeting of the Council shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit and if practicable shall be held during the first quarter of each financial year.

41. In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting shall be:

41.1 To receive from the Board reports on the activities of the Council during the last preceding financial year;

41.2 To elect those members of the Board requiring to be elected pursuant to rule 22.1; and

- 41.3 To receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to Subsection 73(1) of the Act.
42. An annual general meeting shall be:
- 42.1 Specified as such in the notice convening it in accordance with rule 47; and
- 42.2 Conducted in accordance with the provisions of this Constitution relating to general meetings of the Council.
43. The minutes of the annual general meeting may be confirmed at the general meeting next following the annual general meeting.

#### **General meetings – calling of**

44. General meetings of members shall be convened by decision of the Board and shall be held, if practicable, in the first, second, third and fourth quarters of each financial year.
45. The Board shall, on the requisition in writing of not less than five per cent of the total number of full members and official representatives, convene a general meeting of the Council to be held at a date decided by the Board being not later than eight weeks following receipt of the requisition.

#### **Notice**

46. Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, at least 14 days notice in writing shall be given to all members of the Council and official representatives in categories described in rule 8.2, 8.3 and 8.4, and shall be given to all other full members either through the Council's official publications, if their normal publication schedule so permits, or through public notice in the *Canberra Times* newspaper, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted.
47. Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, at least 21 days notice shall be given to the members referred to in rule 46 in the manner provided in that rule, specifying, in addition to the matter required under that rule, the intention to propose the resolution as a special resolution.

#### **General meetings – procedure and quorum**

48. At a general meeting of the Council:
- 48.1 No item of business shall be transacted unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item; and

- 48.2 Fifteen members present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
49. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to another day and time determined by the President or the Chairperson. Notice of the date and time to which the meeting has been adjourned shall be given to the members and in the manner specified in rule 47. If at this later date and time a quorum is not present the members present (being not less than 3) shall constitute a quorum.
50. The President, or in the absence of the President, the Vice President, shall preside at each general meeting of the Council; provided that if neither the President nor the Vice President is present, the members present shall elect one of their number to preside at the meeting.

### **Making of decisions**

51. At a general meeting of the Council:
- 51.1 A question arising shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or lost, or an entry to that effect in the minutes of the meeting, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution;
- 51.2 A poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting;
- 51.3 No resolution of a general meeting may invalidate, rescind or nullify a prior act of the Board properly performed.

### **Voting**

52. At a general meeting of the Council:
- 52.1 Subject to rule 52.3, a member or official representative entitled under this constitution to vote has one vote only upon any question;
- 52.2 All votes shall be given personally or by proxy;
- 52.3 In the case of an equality of votes on a question, the person presiding is entitled to exercise a second or casting vote; and
- 52.4 A member or proxy is not entitled to vote unless all money due and payable by the member to the Council has been paid.

### **Appointment of proxies**

53. Each member or official representative shall be entitled to appoint another member or official representative as proxy by notice given to the

Executive Director no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

## **FORUMS**

54. The Council may establish participatory forums of interest groups for the purpose of enabling them to discuss, explore, or advance issues of common concern to them, and their perspective on issues of general interest.
55. Forums shall not be part of the governance of the Council, and shall not have or be delegated authority to act on behalf of the Council.
56. The number, roles and functions, membership and operation of forums shall be in accordance with directions by the Council from time to time.

## **FINANCE**

57. The financial year of the Council shall be from the first day of July to the thirtieth day of June.
58. The funds of the Council shall be derived from annual subscriptions of members, donations, the provision of services, sponsorship and government contracts and, subject to Section 114 of the Act, such other sources as the Board determines.
59. The income, property and funds of the Council shall be solely under the control of the Council and shall be used solely for the promotion of the Mission and Objectives of the Council and shall not be paid or transferred to any members of the Council, or to their direct interest; provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any person in return for services actually rendered to the Council, or to reimburse any person for expenses properly incurred on the Council's behalf, or to any person in furtherance of the Objectives of the Council and without undue preference.
60. The Treasurer shall ensure that monies received by the Council are paid into an account authorised by the Board, that payments from the Council's funds shall be properly authorised in accordance with procedures set out by the Board, and that true and fair accounts and records of all the Council's financial transactions and affairs are properly maintained at the office of the Council or such other place as the Board may decide, and are reported regularly to the Board and Finance Committee.
61. All payments from the Council's funds shall be authorised by signature of any two of the persons whom the Board may from time to time appoint and in accordance with such conditions as the Board may determine, provided that the Board may determine that certain specified categories of payment may be authorised by only one of those persons with such special conditions as the Board may determine.
62. The accounts of the Council, including a balance sheet and statements of income and expenditure for all activities of the Council, shall be audited

annually by an auditor qualified in accordance with Section 74 (2) of the Act, appointed by the annual general meeting.

63. Members of the Board and committees, employees of the Council and other persons authorised by the Board shall be indemnified by the Council against any personal loss in respect of any pecuniary liability incurred as a result of an activity carried out in good faith and under the authority of the Council.

## **EXECUTIVE DIRECTOR**

64. The Executive Director of the Council shall be the Chief Executive Officer of the Council and shall be appointed by the Board on such terms and conditions as the Board shall from time to time determine. The Board may revoke or vary:
  - (a) The appointment or
  - (b) Any of the powers conferred on an Executive Director
65. The Executive Director shall be responsible to the Board for the routine operation and management of the Council's affairs, for the implementation of Council policy and Board decisions, for the employment and supervision of other employees of the Council and for the recruitment and supervision of Volunteers.
66. The Executive Director shall be the Public Officer of the Council, unless the Board otherwise determines, and shall be responsible for carrying out all the duties of a Public Officer as set down in the Act.

## **ALTERATION**

67. This Constitution shall not be altered otherwise than in accordance with the Act.

## **MISCELLANEOUS**

### **Common seal**

68. The common seal of the Council shall be kept in the custody of the Executive Director and shall not be affixed to any instrument except by the authority of the Board. The affixing of the common seal shall be attested by the signatures either of 2 members of the Board or of one member of the Board and the Executive Director.

### **Custody of books**

69. Subject to the Act, the Regulations there under and this Constitution, the Executive Director shall keep in his or her custody or under his or her control all records, books and other documents relating to the Council.

### **Inspection of books**

70. A member of the Council may apply to the Executive Director for inspection of any of the records, books and other documents of the Council, which, subject to the Board's approval, shall be made available for the member's inspection at the office of the Council free of charge.

### **Insurance**

71. The Council must effect director's and officer's insurance cover at the expense of the Council for the benefit of Board members to such level and extent as the Board deems necessary or desirable.
72. A member of the Board is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Board member against a liability incurred by the Board member as a member of the Council.

### **DISSOLUTION**

73. On the dissolution or the completion of the winding up of the Council, any surplus property of the Council shall, subject to any trust affecting the property or part of it, be transferred to an Australian Capital Territory organization with similar objectives to those of COTA (ACT).