

# CONSTITUTION

## 1. NAME

The name of the Association shall be the Disability Information and Resource Centre Inc otherwise known as DIRC and hereinafter called "the Association". The Association is a non-government, not-for-profit Association incorporated under the Associations Incorporation Act 1985.

## 2. OBJECTS AND PRINCIPAL PURPOSE

The objects and principal purpose of the Association shall be:-

- 2.1 To provide an information and referral service to people with a disability and their families, care providers, organisations who work on their behalf and the community.
- 2.2 To provide a Centre where the needs of people with a disability have priority and where they feel valued.
- 2.3 To support, promote and where practicable resource the activities of organisations which work on behalf of people with a disability, and in particular to assist self help organisations without major resources of their own.
- 2.4 To do all such other things as may be incidental to the attainment of such objects.

### 3. VALUES AND PRINCIPLES

The Association shall operate from the belief that disability is a positive not a negative attribute of the human condition. As such disability is to be celebrated as it contributes to the diversity and uniqueness of humanity. People with a disability have a right to be, and our society has a responsibility to ensure that this right is not violated.

It is also held that every person with a disability: -

- Has the capacity for physical, emotional, social and intellectual development
- Has the same rights and responsibilities as other members of society
- Is a unique individual
- Needs the same love, affection, care and stimulation as any other person
- Has a right to access and support which are part of a local integrated and coordinated service system
- Is a member of the community and as such has the right to full participation in the community

These values and principles shall be reflected in the way the Association is managed and goes about its business.

### 4. MANAGEMENT

4.1 Management shall be vested in the Board of not less than six nor more than twelve members appointed by the Minister of the Crown in whom the administration of the Association is vested or to whom the administration of the Association is for the time being committed by the Governor. The Board is to be comprised of: -

4.1.1 One member representing the Association's principal funding body which reports to the Minister of the Crown in whom the administration of the Association is vested.

4.1.2 Members who have a personal experience of disability either as a person with a disability or a parent or advocate of a person with a disability.

4.1.3 Members, with special interests, knowledge or skills relevant to the Association, which may include: -

- Persons with expertise in information provision, deemed to be able to provide valuable input to state level disability information provision
- Persons from organisations that provide services to people with a disability
- Persons from Indigenous Australian, multicultural or marginalised groups

4.1.4 In determining appointments to the Board consideration will be given to ensuring that a majority of members have a personal experience of disability, that there is representation of different types of disability and that there is a fair gender balance.

- 4.2 Each member of the Board shall hold office for a term of 2 years. Members' terms of appointment will commence and expire at relevant Annual General Meetings.
- 4.3 A Board member other than those referred to in Clause 4.1.1, shall serve not more than 3 consecutive terms.
- 4.4 Board members who have served for a maximum of three consecutive two year terms will only be eligible for re-appointment after they have stood down for a period of one term, viz two years.
- 4.5 Vacancies unfilled or arising in the Board membership may, at the discretion of the Minister, be filled for the unexpired remainder of the term by co-opting a replacement member.
- 4.6 The Board may function validly notwithstanding any vacancies so long as its number is not reduced below the minimum number, being six members.
- 4.7 The Office Bearers of the Association shall be the Chairperson and Vice Chairperson, who shall be elected by the Board from its members at the Board Meeting immediately preceding the Annual General Meeting.
- 4.8 The Deputy Chairperson shall act for and have the powers, duties, rights and obligations of the Chairperson in his/her absence.
- 4.9 The Board shall meet as often as may be required to conduct the business of the Association and not less than six times each calendar year.
- 4.10 The quorum shall be one-half the number of Board Members. If the Board consists of an odd number of members, the quorum shall be one-half the number of Board Members plus one-half.
- 4.11 The Chairperson or two other members of the Board shall have power to call a meeting of the Board. Notice of Meetings shall be given at the previous Board meeting or by 7 days written notice distributed to all Board members or in an emergency by such other notice as shall be ratified by the Board.
- 4.12 The position of a member of the Board shall become vacant if that member: -  
(a) dies;  
(b) resigns by notice in writing;  
(c) reaches the end of his/her term of office;  
(d) is absent without leave of the Board from more than three consecutive meetings of the Board and is declared by the Board to have forfeited that position; or  
(e) is permanently suspended under the rules, designated in 4.13 below.

4.13 The Board has the power to suspend any member where that member has, in the opinion of the Board, been guilty of conduct prejudicial to the good management or good repute of the Association. A member shall be suspended, permanently or temporarily, by a  $\frac{2}{3}$  majority vote of all other Board members present at a duly constituted Board Meeting. Where a member has been suspended that member may pursue the following appeals process: -

- (i) request a written explanation of the decision to suspend membership;
- (ii) at the next meeting of the Board after notice of suspension of membership is received, in writing or in person, address the reasons put forward in the Board's letter of explanation and request a review of the decision to suspend membership;
- (iii) the Board shall, within 30 days, notify the member in writing of the result of the review of its decision and of the reasons behind that decision. In reviewing its decision, the Board shall use a process which complies with the Rules of Natural Justice.

4.14 The Board may appoint sub-committees of Board members and other persons for specific purposes who shall meet as they see fit or as directed by the Board and who shall report to the Board as directed.

4.15 The Board may appoint an Executive of the Office Bearers together with two other Board members who shall meet to carry out the day to day business of the Association together with any other business delegated by the Board and who shall report to the subsequent Board meeting.

4.16 A person employed permanently or regularly by the Association on a substantial basis shall not be a member of the Board but may be a member of any sub-committee.

## 5. GENERAL MEETINGS

5.1 General Meetings, which shall include the Annual General Meeting and any Special General Meeting, shall be held not less than once in each calendar year to further the objects of the Association and shall be open to the public.

5.2 The Annual General Meeting shall be held at least once in each calendar year and not more than three months after the close of the financial year which shall be 30th June unless altered at an Annual General Meeting.

## 6. EMPLOYMENT OF STAFF

In the attainment of its objects the Board is empowered to engage, contract or employ by any means the services of persons in any manner and whether or not qualified or skilled in any particular trade or profession.

## 7. COMMON SEAL

The senior employee of the Association shall provide for the safe custody of the Common Seal which shall be affixed only by resolution of the Board and in the presence of either two Board members or a Board member and the senior employee of the Association.

## 8. CHAIRPERSON

- 8.1 The Chairperson at any meeting shall have a personal deliberative vote.
- 8.2 The Chairperson shall chair Executive, Board and General meetings except in the absence of the Chairperson or at the request of the Chairperson, the Deputy Chairperson or another Board member may be elected as meeting Chairperson.
- 8.3 The Chairperson together with the senior employee of the Association shall prepare the agenda for Board and General Meetings.
- 8.4 The Chairperson shall encourage full balanced participation in meetings by all members and shall decide on matters of order.
- 8.5 The Chairperson and the senior employee shall act as Spokespersons unless an alternative Spokesperson has been appointed by the Board. The Spokespersons shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least 2 members of the Board.

## 9. FINANCES AND PROCEDURES

- 9.1 The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and principal purpose and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- 9.2 The Board shall cause monies received to be paid into an account authorised by the Board in the name of the Association. Payments shall be as petty cash or by cheque signed by 2 authorised signatories of whom there shall be no more than 7 appointed by the Board. Major or unusual expenditures shall be authorised in advance by the Board.
- 9.3 The Board shall cause records to be kept of all receipts and payments and other financial transactions, which records shall be available for inspection by any Board member.
- 9.4 The Board shall cause to be prepared financial budgets and statements and shall inspect a report on the finances at each Board Meeting.
- 9.5 The Board shall prepare accounts audited by the Auditor General of South Australia or by some other Auditor approved by the Auditor General or by the Minister.
- 9.6 The Board shall cause records to be kept of the business of the Association including the constitution and policies, records of Board members, a register of minutes of meetings and of notices, a file of correspondence, and records of reports made by or on behalf of the Association.

10. ESTABLISHMENT AND OPERATION OF GIFT FUND

10.1 The Association shall maintain for the objects and principal purpose of the Association a Gift Fund:  
(a) to which gifts of money or property for that purpose are to be made;  
(b) to which any money received because of those gifts is to be credited;  
and  
(c) that does not receive any other money or property.

10.2 Receipts issued for gifts shall state:  
(a) the name of the Gift Fund;  
(b) the Australian Business Number (ABN) applicable to the Association;  
and  
(c) the fact that the receipt is for a gift.

10.3 Gifts made to the Gift Fund and any money received because of those gifts shall only be used for the objects and principal purpose of the Association.

10.4 In the event of the Association ceasing to be a Deductible Gift Recipient under Item 1 of the table contained in section 30-15 of the *Income Tax Assessment Act 1997* (ITTA97), or the Gift Fund being wound up, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to such eligible Gift Deductible Recipient entities as decided by the Association and approved by the Minister, provided that where gifts to such eligible Gift Deductible Recipient entities are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA97 are satisfied such transfer must be made in accordance with those conditions.

10.5 The Association shall maintain a separate bank account for the Gift Fund.

10.6 To avoid any doubt, it is declared that the Gift Fund forms part of the Association.

11. AMENDMENT OF CONSTITUTION AND RULES

11.1 This Constitution may be repealed, altered or amended by resolution of two-thirds of the members of the Board provided that no such repeal, alteration or amendment shall take effect without the written consent of the Minister.

11.2 The Board may make, repeal, alter or amend Rules for the proper administration of meetings or business provided that such rules, repeal, alteration or amendments shall be subject to disallowance by the Minister.

12. PROPERTY AND DISOLUTION

12.1 Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.

12.2 The income, property and funds of the Association shall be used and applied solely towards the promotion of the objects and principal purpose and shall not be paid or transferred to the members or relatives of members provided that:

12.2.1 Nothing herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects and principal purpose of the Association and without undue preference.

12.2.2 The Board may in its discretion meet the reasonable expenses, if any, of attendance at Board meetings and may pay a reasonable sitting fee to members with disabilities who are not otherwise remunerated for the time of their attendance at Board meetings.

12.3 In the event of the Association being dissolved all property whether real or personal remaining after payment of all debts and legal liabilities, including the repayment of any outstanding grant monies, shall be transferred to such other body which is endorsed as a Deductible Gift Recipient under Item 1 of the table at section 30-B of the Income Tax Assessment Act 1997 and is formed for promoting similar objects as the Association or for charitable objects as shall be approved by the Minister provided that:-

12.3.1 Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein; and

12.3.2 The Association shall not be dissolved except by approval of the Minister and of not less than two-thirds Board members present and voting at a Special Board Meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been given in accordance with this constitution

I hereby assent to this Constitution.

Signed: .....

**MIKE RANN  
Premier  
Minister for the Arts**

Dated: 8 August 2005