



MEALS ON WHEELS ASSOCIATION OF TASMANIA INC

CONSTITUTION

1. NAME :

- 1.1 The name of the Association shall be “Meals on Wheels Association of Tasmania Incorporated” (hereafter called “the Association”).

2. AIMS :

- 2.1 To advance the Association as a leading provider of community services including the provision of meals to people and their carers who have a genuine need of assistance.

3. INTERPRETATIONS:

- 3.1 In this Constitution, unless the context infers a different interpretation:

“**Act**” refers to the “*Associations Incorporation Act 1964*”.

“**Association**” means the Meals on Wheels Association of Tasmania Inc. and has the same meaning as in the Act.

“**Objects and purposes of the Association**” means the Aims in clause 2 and the Additional Objectives in clause 5.

“**Board**” means the Board of Governance of the Association.

“**Board Member**” means an Elected Member or an Appointed Member of the Board.

“**Member**” means a financial Member or a Life Member of the Association

“General Meeting” means an Annual General Meeting or Special General Meeting of the Members consistent with Clause 19.

“In writing” and **“written”** includes printed or photocopied text, electronic text transmission and other means of presenting words visually.

“Present”, in reference to attendance at a meeting, includes present in person or by direct telecommunication with the meeting through media such as the telephone and the internet.

4. OFFICE OF THE ASSOCIATION:

4.1 The office of the Association shall be at such place as the Board may decide.

5. ADDITIONAL OBJECTIVES:

5.1 In addition to the basic aim of the Association the objectives and purposes of the Association shall be deemed to also include:

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- (b) the buying, selling, supplying of, and dealing in goods of all kinds;
- (c) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- (e) the taking of such steps as the Board or the members in general meeting may deem expedient for the purposes of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, sponsorships or otherwise;

- (f) the printing and publishing of information in any form as the Board or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
- (g) the borrowing and raising of money in such manner and on such terms as the Board may think fit.
- (h) subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the Board may determine;
- (i) the making of gifts, subscriptions or donations to any of the funds, authorities, or institutions to which section 78(1)(a) of the *“Income Tax Assessment act 1936”* of the Commonwealth relates;
- (j) the establishment and support or aiding in the establishment or support of any other association formed for any of the basic objects of the Association;
- (k) the purchase or acquisition and undertaking of all or any part of the property, assets, liabilities and engagements of any association with which the Association may, at any time, become amalgamated in accordance with the provisions of the Act and the Clauses of the Association; and
- (l) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-clause;
- (m) the Association will foster and support the Australian Meals on Wheels Association Incorporated as the national body;
- (n) to receive, distribute and expand Government funding or other forms of funding in accordance with the guidelines of the funding body.
- (o) To affiliate with or grant affiliation to or collaborate with any

association or body (not being an association or body formed for the purpose of securing pecuniary profit to its members from its transactions) the objects of which are in accord with those of the Association;

6. MEMBERS OF THE ASSOCIATION :

- 6.1 Membership of the Association is open to such persons or entities as the Board in its absolute discretion shall admit. Membership will be made in the form and manner specified by the Board
- 6.2 An applicant for Membership will sign an undertaking to be bound by this Constitution and any policies and procedures of the Association, if this is required by the Board
- 6.3 An individual Member of the Association will be:
- (a) 18 years or older.
 - (b) liable to pay an annual subscription determined by the Board;
 - (c) entitled to attend and vote at any General Meeting of the Association or to vote in any other manner determined by the Board.
 - (d) Under 18 years but not entitled to vote.
- 6.4 Any corporation, firm, company, institution, association or organisation which is a Member of the Association will:
- (a) be liable to pay an annual subscription determined by the Board;
 - (b) appoint a person in writing to act on its behalf.
- 6.5 Applications for Membership will be considered by the Board. Acceptance or rejection of any application will be at the absolute discretion of the Board. The Board may limit the numbers of the Association.

6.6 Expulsion of Members

- (a) A Member of the Association may be expelled from the Association by the Board, if in the opinion of the Board:
- the Member commits a serious breach of the requirements under this Constitution;
 - the Member behaves in a manner which brings disrepute to the Association or is prejudicial to the interests of the Association.
- (b) Within 14 days of receiving a complaint, the Board will notify the Member of the allegations made against the Member and invite the Member to answer the complaint.
- (c) Not less than 14 days and not more than 28 days after notifying the Member, the Board will meet to consider a motion for the Member to be expelled. The Member may attend the meeting and be given an opportunity to be heard.
- (d) The motion to expel a Member may be defeated by unanimous vote of the Board and no further consideration of the same incident or incidents which resulted in the allegations is then permissible.
- (e) The motion to expel a Member may be passed as a resolution by the unanimous vote of the Board. The Member may appeal a Board resolution to expel the Member, provided the appeal is in writing and is received by the Board within 14 days of the Board meeting at which the resolution was passed.
- (f) Where the Board is unable to agree unanimously, or where the Member appeals the Board's decision in writing, the President will call a Special General Meeting of the Association to be held not more than 28 days of the Board meeting which was unable to agree on a decision, or

the Member's appeal being received, whichever is later.

- (g) Notice in writing of the Special General Meeting, together with notice of the motion to expel the Member, will be sent to all Members of the Association at least 14 days prior to such meeting.
- (h) At the Special General Meeting, the details of the alleged grounds for the expulsion of the Member will be placed before the meeting and the Member will be given an opportunity to be heard.
- (i) The decision of a Special General Meeting called for the purpose of considering the expulsion of a Member will be final and no further consideration of the same incident or incidents which resulted in the allegations considered at the meeting is then permissible.

7. LIFE MEMBERS:

7.1 A Life Member shall be someone who:

- (a) has rendered outstanding service to the Association; and meets the guidelines of life membership as determined by the Board Life Member Policy.

7.2 The following procedure shall be adopted in nominating and approving Life Members;

- (a) any Member may request the Board to consider a person for life membership;
- (b) the Board in its absolute discretion may accept or decline a nomination;

7.3 A Life Member shall have the same rights as a member of the Association, but shall not be required to pay an annual subscription.

8. ANNUAL SUBSCRIPTIONS:

8.1 The annual subscriptions for Members and the timing of such payments shall

be determined by the Board.

- 8.2 For the purpose of annual subscriptions a “year” will be the same as the financial year
- 8.3 Any Member who fails to pay a subscription as required shall cease to be a Member but may be reinstated by the Board in its discretion upon payment of the outstanding fee.
- 8.4 Any Member may resign from the Association by giving at least seven (7) days notice in writing to the Board. No member retiring/resigning from the Association or ceasing from any cause whatsoever to be a member shall be entitled to any refund of any kind, including property.

9. THE BOARD OF GOVERNANCE:

- 9.1 The Board is responsible for ensuring that the Association is able to meet its legal and financial obligations and for providing strategic direction for the activities of the Association.

The Board will exercise all powers and functions of the Association that are permitted under this Constitution and the provisions of the Act, except for those powers and functions that the Act or this Constitution require to be exercised by the Association in General Meeting, and those powers and functions that the Board has delegated to officers and employees of the Association.

The Board will monitor the management of the Association by its appointed officers and employees to ensure compliance with all requirements and directions.

- 9.2 The Board shall consist of not more than nine (9) persons, not more than seven (7) of whom shall be Elected Members elected as provided in Clauses 11 and 12 and not more than two (2) of whom shall be Appointed Members, appointed as provided in Clause 12.

- 9.3 Any Board member shall not serve any more than 10 years consecutively unless approved by the Board.
- 9.4 The Board may delegate any of its powers to committees consisting of any Board Members or other persons that the Board thinks fit for the purpose and with any powers, authorities and discretions that the Board may decide. Any committee formed or persons appointed to the committee must adhere to the Provisions of the Constitution and to any terms of reference specified by the Board.

10. TRANSITIONAL ARRANGEMENT FOR MEMBERS OF THE ASSOCIATION AND ELECTED BOARD MEMBERS 2016

- 10.1 Upon adoption of this constitution, there will not be any elections for Board members until the Annual General Meeting 2017.
- 10.2 Board members that were elected under the previous constitution at the 2016 AGM shall serve a 2 year term as Board members under this constitution.
- 10.3 The existing Elected Board Members that were elected for 2 years in 2015 and still have 1 year to serve as per the previous constitution will complete their term in 2017.
- 10.4 As and from the adoption of this constitution the existing financial Members of the Association will be considered to be financial Members for the purpose of this constitution, and will remain financial Members until the expiration of the Financial year June 2017.

11. ELECTED MEMBERS 2017 FORWARD

- 11.1 An Elected Member shall hold office, until the Annual General Meeting two years after the date of their election.
- 11.2 Election of Board Members shall therefore be on a rotating biannual basis

whereby at least three of the Board positions become vacant each year.

- 11.3 At every Annual General Meeting the financial members of the Association shall elect Members to fill the vacant positions of Elected Members.
- 11.4 No person shall be eligible for election as an Elected Member unless they are a financial member of the Association, they have given their consent in writing to election, and have been nominated in writing by three financial members of the Association.
Nominations need to be received by the Board at least fourteen (14) days before the date of the Annual General Meeting.
- 11.5 If the number of persons nominated for election as Elected Members are equal to or less than the number of vacancies to be filled, those nominated shall be deemed to be elected as Elected Members.
- 11.6 If the number of nominations exceed the number of vacancies to be filled, a ballot shall be held in such a manner as the Board may direct.
- 11.7 If there then remain any vacancies for Elected Members still to be filled, the Board shall treat this position as a casual vacancy in accordance with clause 11.8.
- 11.8 The Board at any time may appoint any person who is a financial member of the Association to be an Elected Member to fill a casual vacancy or to increase the number of Elected Members to seven (7). Any Elected Member so appointed shall hold office for the term of the Board member for whom they are replacing. They are then eligible for election or re-election under clause

12. APPOINTED BOARD MEMBERS:

- 12.1 The Board shall have the power at any time to appoint up to a total of two (2)

Members each of whom, subject to this Constitution, shall hold office under the same terms as an elected Board Member (2 years).

12.2 The appointment of the Appointed Members under Clause 12.1 is subject to the following:

12.2.1 the person appointed shall be qualified to act as an Appointed Member under this Constitution;

12.2.2 the person appointed shall have consented in writing to be so appointed, such consent to be provided prior to the appointment;

An appointed Board member shall have the same rights and responsibilities as an elected member.

12.2.3 Applies and is approved to become a Member of the Association.

13. VACATION OF OFFICE :

13.1 The position of a Member of the Board, whether an Elected Member or an Appointed Member, will become vacant if the Board Member:

- (a) dies; or
- (b) becomes bankrupt or makes any arrangement with creditors because of a situation that would result in his or her bankruptcy; or
- (c) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or
- (d) resigns from Board office by notice in writing to the Association; or
- (e) ceases to be a Member of the Association; or
- (f) fails to attend 3 consecutive Board meetings without permission of the

Board.

14. MINIMUM BOARD NUMBER:

- 14.1 If the number of Board Members, either Elected Members or Appointed Members, falls below 4, the Board may only act to appoint persons to fill vacancies. No other business may be conducted by the Board until the number of Board Members is 4 or more.

15. VALIDITY OF ACTS :

- 15.1 The later discovery that there was some defect in the appointment of any Board Member will not invalidate the decisions or actions of the Board during the period when that person was a Board Member.

16. OFFICES OF THE BOARD

- 16.1 At the first meeting of the Board following each Annual General Meeting the Board will elect from among their number a President, Vice-President, Secretary and Treasurer each of whom, subject to this Constitution, will hold office until the next Annual General Meeting.
- 16.2 At the first meeting of the Board following each Annual General Meeting the Board will determine the composition of the Board Executive, which will have the power to attend to matters of an urgent nature connected with the governance of the Association, subject to the decisions of the Board Executive being considered and ratified or amended at the next Board meeting.
- 16.3 The Board may relieve a Board Member of his or her specific position and or reallocate duties and responsibilities, by majority vote of Board members at a special Board meeting convened for the purpose.
- 16.4 When a casual vacancy in the office of President, Vice-President, Secretary or Treasurer occurs, the Board will elect another Board Member to fill that vacancy until the next Annual General Meeting.

17. PROCEEDINGS OF THE BOARD:

- 17.1 The Board may meet, adjourn or otherwise conduct business and proceedings as it thinks fit, provided that the Board will meet at least 6 times each financial year.
- 17.2 A quorum for the conduct of business will be 4 Board Members present in person or by telecommunication. No Business of the Board will be transacted unless a quorum is present.
- 17.3 The President, or in their absence the Vice President, will take the chair at all meetings of the Board. If the President or Vice-President is not present within 20 minutes from the appointed meeting time, the Board Members present will appoint a Chairperson.
- 17.4 Board decisions may be made by consensus agreement or by majority vote of the Board Members present, as considered appropriate by the President. Voting may be by a show of hands unless any Board Member asks for a secret ballot before the vote is taken, in which case a secret ballot will be conducted in a manner determined by the Chairperson. In case of an equality of votes the motion will be declared lost.
- 17.5 The President will convene a special Board meeting within 21 days of receiving a written request by 4 or more Board Members, stating the objects for which the meeting is required. Special Board meetings will not be considered as one of the minimum number of 6 meetings per year.

18. APPOINTMENT OF OFFICERS AND EMPLOYEES :

- 18.1 The Board shall appoint a Chief Executive Officer (CEO) of the Association.
- 18.2 The Board will define the powers, authorities, discretions, functions and duties of the CEO.
- 18.3 The terms and conditions of the employment of the CEO shall be determined

by the Board.

18.4 The Board shall appoint a Public Officer,

- (a) The Public Officer shall give notice of acceptance in writing in the prescribed form within fourteen (14) days of his or her appointment.
- (b) The Public Officer can be removed from office by a decision of the Board.
- (c) The Public Officer may resign by delivering notice of his or her resignation to the Board at least one (1) month before their resignation becomes effective.
- (d) Where the office of Public Officer of the Association at any time becomes vacant, the Board shall within fourteen days after the vacancy arises, appoint a member to fill the vacancy.

19. GENERAL MEETINGS:

- 19.1 A general meeting of the Association to be called the “Annual General Meeting” in addition to any other general meetings shall be held in every calendar year (subject nevertheless to any extension permitted under the Act) at such time and at such place as may be determined by the Board. All other general meetings of the Association shall be called “Special General Meetings”.
- 19.2 The Board, whenever it thinks fit, may convene a special general meeting.
- 19.3 The Board shall convene a Special General meeting of Members within twenty one (21) days when requested to do so by a requisition signed by at least 51 per cent of the members. Such requisition shall state the objectives of the meeting and be referred to as special business. Only the special business requisitioned shall be discussed at the meeting.

- 19.4 The general business of the Annual General Meeting shall be:
- (a) confirmation of the last preceding AGM
 - (b) the receipt of the President report
 - (c) the receipt of the Chief Executive Officers report
 - (d) the receipt and consideration of the accounts, balance sheets and the financial report of the Board and the Auditor;
 - (e) the election of Elected Members;
 - (f) the appointment of the Auditor as recommended by The Board;
 - (g) Other Business:
Other Business must be included on the Agenda for the AGM and prior notice of the item has been received by the Secretary at least ten days before the meeting.
- 19.5 A quorum for the conduct of business at any General Meeting will be 20 financial Members present in person or by direct telecommunication. No Business will be transacted unless a quorum is present.
- 19.6 If a quorum is not present within 20 minutes from the time appointed for the meeting, the meeting:
- (a) if convened by request of Members, will be dissolved;
 - (b) in any other case, will stand adjourned to a time and place determined by the Board, and if at the adjourned meeting a quorum is not present within 20 minutes from the time appointed for the meeting, the financial Members present will be a quorum.
- 19.7 The Chairman of the meeting, with the consent of any meeting at which a quorum is present may (and shall if so directed by the meeting), adjourn the meeting to another time and place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 19.8 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting. If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.
- 19.9 At any general meeting a resolution put to the vote of the meeting shall be determined by majority vote of those present (in person or electronically). A special resolution shall be determined by at least three quarters of the members present (in person or electronically).
- 19.10 A poll is determined by a show of hands unless least two financial members present in person demand a secret ballot.
- 19.11 If a secret ballot is duly demanded it shall be taken in such manner as the Chairman of the meeting directs.
- 19.12 In the case of an equality of votes, whether on show of hands or on a poll, motion will be deemed to be lost.
- 19.13 Every financial member present in person or electronically and in the case of a financial member being a company, corporation, association, firm or institution by its representative duly appointed in writing shall have one vote.

20. NOTICE OF ANNUAL GENERAL MEETINGS :

- 20.1 Subject to the provisions of the Act relating to special resolutions, notice specifying the place, date and time of the General meeting and in the case of special business, the nature of the special business shall be circulated to Members and advertised in The Mercury, The Examiner and The Advocate newspapers or their successors at least 21 days before the meeting.

20.2 A notice may be given by the Association or the Board to any Member either personally or by sending it by post or electronically to the Member at the Member's last known address.

20.3 The accidental omission to give notice to, or the non-receipt of notice by, any Member will not invalidate the proceedings at any meeting or any other action that is the subject of the notice.

21. INCOME AND APPLICATION OF FUNDS

21.1 The income and property of the Association, however derived, will be applied solely towards the promotion of the objects and purposes of the Association and no portion will be paid or transferred, directly or indirectly, by any means to any Member of the Association.

21.2 The Association will not:

- (a) appoint any Member or Board Member to any office that entitles or permits that person to receive payment from the Association by any means, including salary, fees or allowances;
- (b) pay to any Member or Board Member any remuneration or other benefit in money, goods or consideration (other than the repayment of out-of-pocket expenses).

21.3 Nothing in clause 21.1 or 21.2 prevents the payment in good faith to a employee of the Association, including a Member or a person from within a Member group of the Association of:

- (a) remuneration in return for services actually rendered to the Association by the employee or member, or for goods supplied to the Association by the employee or member in the ordinary course of business;
- (b) interest at current medium rate not exceeding fifteen per cent of moneys lent to the Association by the servant or member, or

- (c) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

22. ACCOUNTS:

- 22.1 The financial year of the Association shall commence on the 1st day of July and end on the 30th day of June in each year.
- 22.2 The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report as required by the Act to financial members and to any other person to whom the Board are required under the Act before each Annual General Meeting.

23. AUDIT:

- 23.1 The Board shall recommend to the AGM the appointment of a properly qualified Auditor.

24. COMMON SEAL:

- 24.1 The Board shall provide for the custody of the Common Seal and the Seal shall not be used except by the authority of the Board. Every instrument to which the Seal is affixed shall be signed by at least one member of the Board at which such authority was given and countersigned by the Chief Executive Officer or some other person appointed by the Board for that purpose.

25. BY-LAWS, RULES AND REGULATIONS:

- 25.1 The Board shall have the power to make by-laws, rules and regulations not inconsistent with this Constitution as in the opinion of the Board are necessary and desirable for the proper control, administration and management of the Association's operations, finances, affairs, interests, effects and property and

the duties, obligations and responsibilities of the members and to amend or rescind such by-laws, rules or regulations.

26. INDEMNITY AND INSURANCE

26.1 The Association will indemnify, out of the assets of the Association, each officer of the Association to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Association or the discharge of the duties of the officer unless the liability was incurred by the officer through his or her own dishonesty, negligence, lack of good faith or breach of duty.

26.2 The Association must contract insurance on behalf of or in respect of an officer of the Association against liability incurred by the officer in or arising out of the conduct of the business of the Association or the discharge of the duties of the officer.

26.3 In this Clause, “officer of the Association”

- (a) includes a Board Member, secretary, chief executive officer, public officer or employee; and
- (b) includes a person appointed as a trustee by, or acting as a trustee at the express request of, the Association; and
- (c) extends to each officer of each wholly owned subsidiary of the Association and each auspiced entity for which the Association has accepted legal responsibility.

26.4 In this Clause, “duties of the officer” includes duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Association, and includes a former officer.

26.5 In this Clause, “the relevant extent” means :

- (a) to the extent the Association is not precluded by law from doing so;
- (b) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
- (c) where the liability is incurred in or arising out of the conduct of the business or another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.

26.6 In this Constitution, “liability” means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind, including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise”.

27. GENERAL:

- 27.1 This Constitution may be added to or altered by special resolution passed in accordance with the provisions of the Act.
- 27.2 The Public Officer of the Association will, within one month after the passing of this special resolution, lodge with the Registrar notice of the alteration, a copy of any instrument evidencing the alteration, and a statutory declaration made by the Public Officer declaring that the copy is a true copy of the instrument of which it purports to be a copy and, in the case of an alteration of the objects or purposes of the Association, that the alteration is authorised, and was made in the manner provided, by the clauses of the Association.
- 27.3 If any questions arise not provided for in this Constitution or the Act, the Board will have the power to decide the question.

28. DISCLOSURE OF INTEREST IN CONTRACTS

- 28.1 A Member or Board Member who is interested in a contract or arrangement made or proposed to be made with the Association shall disclose their interest at the first meeting of the Board at which that contract or arrangement is first considered, or at the first meeting of the Board after the acquisition of their interest.
- 28.2 If a Member or Board Member of the Association becomes interested in a contract or arrangement after it is made or entered into, he or she shall disclose their interest within 14 days after they become so interested.
- 28.3 No member of the Board of Governance shall speak or vote as a member of the Board in respect of any contract or arrangement in which they are interested without the unanimous consent of the other members of the Board.

29. WINDING UP OF THE ASSOCIATION

- 29.1 The voluntary winding up of the Association must be in accordance with sections 32 and 33 of the Act.
- 29.2 The Association may be wound up voluntarily by special resolution passed by at least two-thirds of financial Members present in person or by telecommunication at a Special General Meeting called expressly for this purpose. The resolution to wind up the Association must provide for the transfer of the Association's surplus assets to an organisation or organisations with similar aims and objects and which satisfies the requirements of Section 78 (1)(a) of the Commonwealth Income Tax Assessment Act.
- 29.3 In the event of the Association being wound up, every Member of the Association, and every person who was a Member within the twelve month period immediately preceding the commencement of the winding up, is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges, and expenses of the winding up and for the adjustment of the rights of the contributors among themselves a sum, not exceeding five dollars, as may be required, but a

former Member is not liable so to contribute in respect of any debt or liability of the Association contracted after they ceased to be a Member.

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