



ACTIV FOUNDATION INCORPORATED

(A.R.B.N. 060 921 271)
(Members' Liability Limited)

AMENDED CONSTITUTION

Effective as from 26 October 2014

A handwritten signature in blue ink, appearing to read 'Andrew Edwards', is written over a horizontal dotted line.

ANDREW EDWARDS
President



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1. CONSTITUTION

This document is the Constitution of Activ Foundation Inc, incorporated under the Associations Incorporation Act 1987 (as amended) ("Constitution").

2. DEFINITIONS AND INTERPRETATION

In this Constitution, unless the contrary intention appears or the context does not permit:

2.1 ACTIV

"**Activ**" shall mean Activ Foundation Incorporated

2.2 ANNUAL GENERAL MEETING

"**Annual General Meeting**" shall mean the meeting required by this Constitution to be held once in each year after the end of the financial year.

2.3 BOARD

"**Board**" means the Board of Directors established pursuant to this Constitution.

2.3.1 BOARD MEMBERS

"**Board Member**" means a member of the Board.

2.4 COUNCIL

"**Council**" means the Council of Activ established pursuant to this Constitution.

2.4.1 COUNCIL MEMBER

"**Council Member**" means a member of the Council.

2.5 GENERAL MEETING

"**General Meeting**" means any meeting of Council Members including any Annual General Meeting.

2.6 FINANCIAL YEAR

"**Financial Year**" means the period commencing on the first day of July in each year, and ending on the thirtieth day of June in the following year.

2.7 OFFICE

"**Office**" shall mean the registered office.

2.8 DEVELOPMENTAL DISABILITY

"**Developmental Disability**" means a severe, chronic disability attributable to a mental or physical impairment or a combination of mental and physical impairments likely to continue indefinitely and result in substantial functional limitations in any of the following areas of major life activity:

- Self care
- Receptive and expressive language
- Learning
- Mobility
- Self-direction



- Capacity for independent living
- Economic sufficiency

Developmental Disabilities originate in the Developmental Period and are likely to continue throughout the life span of a person.

“**Developmental Period**” means up to the age of (18) years.

2.9 OTHER DISADVANTAGED PERSONS

When the Board deems it desirable in the attainment of the objects of Activ, the term "people with Developmental Disability" may include people with other disabilities.

2.10 CHAIR AND DEPUTY OF THE BOARD

“**Chair and Deputy of the Board**” means the chair or deputy appointed by the Board pursuant to clause 9.3.

2.11 CHAIR AND DEPUTY OF THE COUNCIL

“**Chair and Deputy of the Council**” means the chair or deputy appointed by the Council pursuant to clause 8.12.

2.12 SPECIAL RESOLUTION

“**Special Resolution**” means a resolution that has been passed by at least 75% of the votes cast by persons entitled to vote on the resolution.

2.13 DEFINED TERMS

“**Seal of Activ**” means the common seal of Activ;

“**Seal Signatory**” means a person authorised to countersign upon the affixing of the Seal of Activ under clause 15.2.1;

“**Officer**” has the meaning given in clause 9.2;

“**Representative**” means, where referred to, an authority delegated in writing for a specified time and matter by the President or the Executive Director;

“**Support Groups**” means a list of Activ approved support groups as maintained by the Executive Director.

2.14 GENERAL

Words relating to a singular number include the plural number and words relating to the masculine gender include the feminine and neuter genders.

References to clauses mean clauses in this Constitution.

2.15 INTERPRETATION

The Board has the sole right of interpreting the Constitution and any by-laws and its decisions are binding.

3. OBJECTS

The general object of Activ is to offer opportunities to people with Developmental Disability and their families to enjoy full participation in the community.

The general object is supported by the specific objects:



3.1 PROVIDE SERVICES

To provide services to meet the needs of people with Developmental Disability and their families, including but not limited to:

- employment;
- accommodation;
- respite;
- training;
- support;
- social contact; and
- advocacy,

and to develop and promote access to generic services to meet the needs of those people.

3.2 MAXIMISE OPPORTUNITIES

To maximise opportunities for persons with Developmental Disabilities and their families to participate in determining Activ's policies.

3.3 REPRESENT INTERESTS

To represent the interests of persons with Developmental Disabilities and their families in the development of government social and economic policy.

3.4 PROMOTE COMMUNITY UNDERSTANDING

To promote at all levels of the community and government an understanding and acceptance of the aspirations, rights and responsibilities of people with Developmental Disability and their families.

3.5 ADVANCE SELF DETERMINATION

To advance self determination by people with Developmental Disability.

3.6 OTHER

To improve the quality of life for people with Developmental Disability and their families.

4. POWERS

4.1 GENERAL

Activ has all the powers set out in Section 13 of the Associations Incorporation Act 1987 (as amended) and without limiting the generality of the foregoing has power to subscribe or donate to or become a member of and co-operate with any other body whose objects are altogether or in part similar to those of Activ, and in particular a federation with similar bodies in Australia and/or elsewhere.

5. SERVICE APPRECIATION

5.1 SERVICE AWARDS

Persons who have rendered valuable service to Activ may have their services recognised by an award. The awards will be recommended by the Board and confirmed at an Annual General Meeting. They are:



- 1) Certificate of Appreciation;
- 2) Honorary Life Friend; and
- 3) Honorary Life Governor.

5.1.1 CERTIFICATE OF APPRECIATION

5.1.1.1 SERVICE REQUIREMENTS

Persons who render five years service to Activ are eligible for a Certificate of Appreciation.

5.1.2 HONORARY LIFE FRIEND

5.1.2.1 SERVICE REQUIREMENTS

Persons awarded a Certificate of Appreciation and who have rendered ten (10) years service to Activ are eligible for election as Honorary Life Friends.

5.1.2.2 BOARD TO RECOMMEND

The Board may recommend persons it considers warrant election as Honorary Life Friends.

5.1.3 HONORARY LIFE GOVERNORSHIP

5.1.3.1 SERVICE REQUIREMENTS

Persons elected as Honorary Life Friends and who render fifteen (15) years service to Activ will be eligible for Honorary Life Governorship.

6. ROLE OF THE COUNCIL

The role of the Council is to promote the interests of Activ and to review the Board and organisation's adherence to this Constitution, the objects set out in this Constitution and organisation outcomes. The Council shall exercise such powers as described in this Constitution but, in particular, the following:

6.1 ANNUAL FINANCIAL STATEMENTS AND REPORTS

The Council shall receive Activ's annual financial statements and the Board's annual reports and shall consider these against the objects of Activ set out in this Constitution.

6.2 APPOINTMENT OF THE BOARD

The Council shall appoint members to the Board in accordance with this Constitution.

6.3 REMOVAL OF THE BOARD

The Council may remove the Board in accordance with this Constitution.

7. PROCEEDINGS OF THE COUNCIL

7.1 GENERAL MEETINGS

The Council must meet together for the discharge of business at least twice annually (including the Annual General Meeting) and otherwise when business arises within its remit and on such dates and times as the Council shall determine.



7.2 NOTICES

7.2.1 DEEMED NOTICE

Notices are deemed to have been served on any Council Member when delivered personally, sent by a prepaid letter or electronic means addressed to the Council Member at the address as shown in the register. Fourteen (14) days notice must be given of any General Meeting.

7.2.2 NON-DELIVERY

The non-delivery of any notice does not invalidate the proceedings at any meeting.

7.3 ANNUAL GENERAL MEETING

Annual General Meetings must be called by the Board and held within four (4) months after the end of the Financial Year and at such time and place as the Board shall determine.

7.4 SUMMONING OF MEETINGS

7.4.1 BOARD TO CALL

The Board must, on receipt of a requisition signed by not less than five (5) Council Members, summon a General Meeting to be held not later than eight (8) weeks after the receipt of the requisition at the office of Activ. If the Board fails to convene the meeting within the time required, then the Council Members who signed the requisition or the majority of them may convene the meeting in the manner provided herein for convening General Meetings.

7.4.2 MATTERS TO BE WITHIN REQUISITION

A requisition of the Council Members demanding a General Meeting must specify the purpose of the meeting, the particular matter or matters to be discussed, and the motions to be moved at such meeting.

7.4.3 SUMMONING BY THE CHAIR OF THE COUNCIL, THE BOARD OR THE PRESIDENT

The Chair of the Council, the Board or the President may summon a General Meeting whenever they consider necessary, in the manner provided herein for convening General Meetings.

7.5 NOTICE OF MEETINGS

At least fourteen (14) days notice of every General Meeting must be given to Council Members in such form and in such manner as the Council determines. The Council agenda and supporting papers should, as far as possible, be despatched at least seven (7) days in advance of the relevant meeting.

7.6 PROXIES

7.6.1 APPOINTMENT OF PROXIES

A Council Member may exercise a vote by proxy in respect of any motion before a General Meeting, only when that motion has been detailed in the notice of meeting. No amendment to a motion contained in a notice of meeting is permitted at that



meeting. The Council Member may appoint the Chair of the meeting as a proxy, and may indicate whether the proxy vote is in favour of or opposed to the motion.

7.6.2 PROXY FORM

An instrument appointing any such proxy must be deposited with the Chair of the Council at least forty eight hours prior to the commencement of the meeting and must take the form as determined by the Council from time to time.

7.6.3 OTHER

The proxy must be announced by the Chair of the meeting. Proxy votes will be available at the meeting for scrutiny by Council Members.

7.7 QUORUM

A quorum at any General Meeting is the lowest integer which is equal to or greater than fifty per cent (50%) of the number of Council Members as at the date of the meeting, present in person.

7.8 LACK OF A QUORUM

Where a quorum is not present at any General Meeting within 15 minutes after the time appointed, the meeting shall be cancelled.

7.9 CHAIR

All General Meetings will be chaired by the Chair of the Council or if absent the Deputy of the Council. In the absence of the Chair and the Deputy of the Council, a chair for the meeting must be elected by the Council Members present and voting. The Chair of the Council may cancel a meeting (except an Annual General Meeting) if there is insufficient business to warrant holding a meeting.

7.10 VOTING

7.10.1 ELIGIBILITY

Only Council Members may vote. Each Council Member has one vote and the vote count shall include proxy votes.

7.10.2 PECUNIARY INTEREST

No person may vote or debate on any matter in which a personal pecuniary interest is held without the permission of the majority of the persons present and voting and subject to that person giving full disclosure of any such pecuniary interest.

7.11 MINUTES

7.11.1 The Council must cause minutes to be made of all proceedings at General Meetings and must distribute the minutes to each Council Member.

7.11.2 The minutes of each General Meeting are to be submitted to the next succeeding meeting of the Council and next succeeding meeting of the Board for noting as may be relevant.

7.11.3 The minutes of each General Meeting are also to be submitted to the next succeeding meeting of the Council for their certification by the Chair of the Council as a correct record of the relevant proceedings.



7.12 BOARD MEMBERS ATTENDANCE AT ANNUAL GENERAL MEETINGS

Board Members who are also Council Members may attend Annual General Meetings, but are not entitled to vote.

7.13 ADMINISTRATION

The Council is to receive all necessary secretarial and administrative support from Activ.

8. APPOINTMENT OF COUNCIL AND COUNCIL MEMBERS

8.1 COUNCIL COMPOSITION

The Council will comprise twelve (12) persons inclusive of three (3) non-executive Board Members.

8.2 APPOINTMENT OF BOARD MEMBERS TO COUNCIL

The non-executive Board Members shall be nominated by the Board and shall include the Chair and the Deputy of the Board. At least one of the three Board Members is to be a person who has a family member with disability.

8.3 APPOINTMENT OF NON-BOARD COUNCIL MEMBERS

The initial non-Board Members of the Council shall be appointed by a block vote by the members attending the Annual General Meeting at which this Constitution is adopted.

At least two (2) of the nine (9) non-Board Members of the Council shall be persons who have a family member with disability.

8.4 APPOINTMENT OF FUTURE COUNCIL MEMBERS

Council Members may invite persons to be considered for appointment to Council. The appointment of individual Council Members is by a majority vote of Council Members present and voting at a General Meeting and the vote count is to include proxy votes.

8.5 DURATION OF OFFICE

Of the nine (9) initial non-Board Members of the Council, three (3) shall hold office from the date of appointment until the conclusion of the Annual General Meeting in the year of their appointment, three (3) shall hold office until the conclusion of the Annual General Meeting in the following year and the remaining three (3) shall hold office until the conclusion of the Annual General Meeting the year after.

All future Council Members will hold office for a period of three (3) years starting from the conclusion of the General Meeting at which they were appointed as a Council Member. A retiring Council Member is eligible for re-appointment, but only up to a maximum of twelve (12) consecutive years.

8.6 NOMINATION OF COUNCIL MEMBERS

A person is not eligible for appointment to the Council unless a nomination form is delivered to the Council at least 14 days prior to the General Meeting and is signed by:



- two Council Members; and
- the nominee signifying his or her willingness to stand for appointment to the Council.

8.7 STAFF AS COUNCIL MEMBERS

Staff employed by Activ may not be appointed to the Council. For the purposes of this clause, “staff” does not include a person with a Developmental Disability who is in receipt of a service from Activ in respect of which a wage may be paid to that person.

A two (2) year moratorium from the date of leaving the employment of Activ applies to former staff members before they can nominate for, or be nominated for, vacant positions of the Council.

8.8 FORMER BOARD MEMBERS AS COUNCIL MEMBERS

Former Board Members may be appointed as members of the Council.

8.9 REGISTER OF COUNCIL MEMBERS

The Executive Director or his Representative shall ensure that a register of Council Members is kept, showing the name, address and date of appointment to the Council of each Council Member.

8.10 CASUAL VACANCIES

Any non-Board Member vacancy on the Council caused otherwise than by the expiration of the term of office may be filled by the Council at the next General Meeting. The Council Member so appointed shall hold office for the remainder of the retired Council Member’s term of office, subject to the provisions of this Constitution.

8.11 DISQUALIFICATION FOR COUNCIL MEMBERSHIP

A Council Member is disqualified if:

- a) The Council Member submits a written resignation to the Executive Director and it is accepted by the Chair of the Council;
- b) the Council Member is convicted of an indictable offence or an offence that involves dishonesty that is punishable by imprisonment;
- c) the Council Member behaves in a manner which, in the reasonable opinion of the Council, may reflect discreditably upon Activ and the Council declares the Council Member’s position vacant.
- d) If a Special Resolution of Council resolves that the Council Member must vacate the position,
- e) If the Council Member is absent without leave or reasonable excuse from four consecutive General Meetings and the Council determines that the Council Member must vacate the position; or
- f) If the Council member is an undischarged bankrupt under the laws of Australia.



8.12 CHAIR AND DEPUTY OF THE COUNCIL

The Council will elect the Chair and the Deputy of the Council from among Council Members at an Annual General Meeting. The Chair and the Deputy of the Council will hold office for a period of one (1) year from the conclusion of the Annual General Meeting in the year of their appointment until the conclusion of the Annual General Meeting at the end of that period.

9. THE BOARD

9.1 BOARD COMPOSITION

The Board consists of

9.1.1 APPOINTED PERSONS

Nine (9) members appointed by Council Members at the Annual General Meeting. Persons so appointed should have skills or experience that will complement the ability of the Board to perform its functions.

9.1.2 EXECUTIVE DIRECTOR

The Executive Director or Representative may speak at Board meetings, and to move or second any motion. The Executive Director (but not his Representative) may hold one vote.

9.2 OFFICERS

The Officers of Activ are the President, and Deputy.

9.2.1 PRESIDENT AND DEPUTY

The Board must elect a President, and a Deputy from among its members and they will hold office so long as they remain members of the Board until the conclusion of the first meeting of the Board held after the Annual General Meeting. The election must be by secret ballot and the voting system to be used must be a preferential system. The Executive Director is not eligible for election to either of these positions.

9.3 CHAIR AND DEPUTY OF THE BOARD

Meetings of the Board must be chaired by the Chair of the Board or, if absent, the Deputy Chair of the Board. The President must be the Chair of the Board and the Deputy President must be the Deputy Chair of the Board.

In the absence of the Chair and Deputy Chair of the Board the chairman must be elected by the Board Members present and voting at the meeting of the Board.

9.4 STAFF AND FORMER STAFF AS BOARD MEMBERS

Staff employed by Activ may not be appointed to the Board. For the purposes of this clause, "staff" does not include a person with Developmental Disability who is in receipt of a service from Activ in respect of which a wage may be paid to that person.

A two (2) year moratorium from the date of leaving the employment of Activ applies to former staff members before they can be nominated for vacant positions on the Board.



9.5 PROFESSIONAL ADVISORS

The Board may appoint and dismiss professional advisors as members of the Board with the power to speak but not vote.

10. APPOINTMENT AND RETIREMENT OF BOARD MEMBERS

10.1 APPOINTMENT OF BOARD MEMBERS

The appointment of Board Members must take place at the Annual General Meeting. The appointment of individual Board Members is by a majority vote of Council Members present and voting at the Annual General Meeting and the vote count is to include proxy votes.

Any person who has served as a Board Member for a period of ten (10) consecutive years as provided in clause 10.2, is not eligible for membership to the Board for a period of two (2) years.

10.2 DURATION OF OFFICE

All Board members will hold office for a period of two (2) years from the conclusion of the Annual General Meeting in the year of their appointment until the conclusion of the Annual General Meeting at the end of that period. A retiring member is eligible for re-appointment, but only up to a maximum of five (5) consecutive two (2) year terms or ten (10) consecutive years.

The term as a Board member must not exceed ten (10) consecutive years.

10.3 NOMINATION OF BOARD MEMBERS

A person is not eligible for appointment to the Board unless a nomination form is delivered to Council Members with the notice calling the Annual General Meeting and is signed by:

- two Board Members; and
- the nominee signifying his or her willingness to stand for appointment to the Board.

10.4 CASUAL VACANCIES

Any vacancy on the Board caused otherwise than by the expiration of the term of office may be filled by the Board and the member so appointed will hold office for the remainder of the retired Board Member's term of office, subject to the provisions of this constitution.

10.5 COUNCIL MAY REMOVE BOARD

If a Special Resolution of Council expresses a vote of no confidence in the Board all non-executive Board positions will be declared vacant and new non-executive Board Members shall be appointed by the Council in accordance with this Constitution.

Until the appointment of a new Board, the Council Members as at the date of the resolution must assume the powers of the Board limited to:

- (a) the filling of vacancies of the Board.
- (b) the execution of the powers of the Board which are necessary to ensure the continued operation of Activ.



(c) the period of time until new Board Members are sourced and appointed.

Of the nine (9) newly appointed non-executive Board Members in accordance with this clause, three (3) shall hold office from the date of appointment until the conclusion of the Annual General Meeting in the year of their appointment, three (3) shall hold office until the conclusion of the Annual General Meeting in the following year and the remaining three (3) shall hold office until the conclusion of the Annual General Meeting the year after.

10.6 DISQUALIFICATION FOR MEMBERSHIP OF THE BOARD

The office of member of the Board, in any capacity will become vacant :

- a) If the Board Member submits a written resignation to the Executive Director and it is accepted by the Board at its next meeting. The Board, however, may request withdrawal of the resignation and the Board Member may do so.
- b) If the Board Member is convicted of an indictable offence or behaves in a manner which may reflect discredibly upon Activ and the Board declares the Board Member's position vacant.
- c) If the Board Member fails to observe, comply with or conform to the Constitution or any by-laws.
- d) If in General Meeting a Special Resolution is passed by the Council Members present and voting that the Board Member must vacate the position, or
- e) If the Board Member is absent without leave or reasonable excuse from four consecutive meetings of the Board and the Board determines that the Board Member must vacate the position.

11. POWERS AND PROCEEDINGS OF THE BOARD

11.1 POWERS OF THE BOARD

The affairs of Activ are governed by the Board which must exercise all such powers of Activ as are not, by statute or by this Constitution, required to be exercised by the Council Members in General Meeting. No regulation or by-law made by the Council Members in General Meeting will invalidate any prior act of the Board which would have been valid if that regulation or by-law had not been made.

Without in any way limiting the powers of the Board described above, the Board has the following specific powers:

11.1.1 PATRONS

To elect a Patron or Patrons and vice Patrons for a defined period.

11.1.2 TO CONTROL PROPERTY

To acquire invest, deal with and dispose of the real and personal property of Activ in such manner and subject to such conditions as it considers most beneficial for the purposes of Activ.

11.1.3 UTILISATION OF ASSETS

To ensure that the assets and income of Activ are applied solely in furtherance of its objects and no portion is distributed directly or indirectly to Board Members or



Council Members, except as compensation for services rendered or expenses incurred on behalf of Activ in good faith.

11.1.4 ENTERING INTO CONTRACTS

To enter into any contract on Activ's behalf.

11.1.5 USE OF COMMON SEAL

To authorise that the Seal of Activ be affixed to any document.

11.1.6 COMMITTEES

To appoint from amongst its Board Members or other suitable persons any committee or sub-committee for any purpose consistent with the objects of Activ and subject to such conditions as the Board may think fit. Any such appointment may be revoked and any committee or sub-committee may be dissolved at the discretion of the Board. All or any of the powers of the Board may be delegated to any such committee or sub-committee.

11.1.7 MAKING BY-LAWS

To make, amend and repeal by-laws directing the governance of Activ and its affairs or as to any of the matters or things within the powers or under the control of the Board.

11.1.8 LEGAL ACTION

To take and defend all legal proceedings by or on behalf of Activ and to appoint solicitors for any such purpose.

11.1.9 BANK ACCOUNTS

To open and operate accounts at any bank or financial institution and authorise the signature and endorsement of documents thereon.

11.1.10 CONTROL OF USE OF SERVICES

To ensure that only members of Activ and their families and/or people with Developmental Disability make use of any of the services or facilities provided by Activ, and to establish fees as necessary for those services.

11.1.11 AUDITORS

To appoint an auditor to Activ for such period as the Board determines.

11.2 PROCEEDINGS OF THE BOARD

11.2.1 REGULAR MEETINGS

The Board must meet together for the discharge of business at least ten (10) times in every year at intervals of not more than ninety (90) days and may adjourn and otherwise regulate their meetings as they think fit.

11.2.2 QUORUM

The quorum at Board meetings is the lowest integer which is equal to or greater than fifty percent (50%) of the number of Board members at that time, but in any event shall be not less than five (5).



11.2.3 SUMMONING OF MEETINGS

The President or any three members of the Board may at any time summon a meeting of the Board.

11.2.4 NOTICE OF MEETINGS

Notice of every meeting of the Board must be given to the Board Members thereof in such form and in such manner as the Board determines.

11.2.5 MINUTES

The Board must cause minutes to be made of all appointments of Officers and of all proceedings at meetings of the Board and of committees of the Board .

11.2.6 CASTING VOTE

Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of members of the Board present. In the event of an equality of votes, the Chair of the Board shall have a second or casting vote.

11.2.7 COMMITTEE RULES

Subject to any conditions imposed on it by the Board, a committee or sub-committee may meet and adjourn as it thinks fit, and may elect its own chairman if no such chairman is appointed. Questions arising at any meeting of a committee or sub-committee must be determined by a majority of votes of the committee members present, with the chairman having a second or casting vote in the case of an equality of votes. Where the number present is less than four the chairman must not have a second or casting vote.

12. INDEMNITIES

All Officers of Activ and Board Members must be indemnified by Activ from and against all action, suits, claims, demands, costs, damages and expenses which any Officer or Board member may incur, suffer or be liable to by reason of any contract entered into, or any act or deed done by him as such Officer or Board Member in any way in the proper discharge of his duties or in any way relating thereto, except such as may happen through his own wilful act or default.

13. EXECUTIVE DIRECTOR

13.1 APPOINTMENT

The Board must appoint and or dismiss on such terms they may think fit an Executive Director who is competent to discharge all authorities and duties assigned to that position from time to time by the Board and to carry out such duties as may be prescribed by this Constitution. The appointment is subject to confirmation at the conclusion of a probationary period of six (6) months.

13.2 RESPONSIBILITIES

The Executive Director is:

- a) Responsible for the management of Activ's affairs and must attend all Board meetings.
- b) Responsible for the engagement and dismissal of people to enable effective management of Activ.



- c) The custodian of the property of Activ and must hand over to the Board all such property, books, documents and money belonging to Activ within twenty four hours after the Board so directs.
- d) Responsible for the maintenance of records and the books of accounts, also the preparation and rendition of the annual audited balance sheet of assets and liabilities and statement of income and expenditure.
- e) Responsible for the maintenance and continual updating of an inventory of the furniture, fittings, goods, chattels, machines, vehicles and other property of all kinds belonging to Activ;
- f) Responsible for maintaining a list of Support Groups as approved by the Board.

14. ACCOUNTS AND ANNUAL REPORT

The Board must cause proper accounts to be kept for Activ in compliance with section 25 of the Associations Incorporation Act 1987 (as amended). A statement of income and expenditure and a balance sheet of assets and liabilities together with the auditor's report thereon and the Board's report against Activ's purpose and objects in this Constitution must be distributed to Council Members prior to the Annual General Meeting.

14.1 COUNCIL MEMBERS ACCESS TO ACCOUNTS

Council Members are entitled to receive copies of the annual statement of income and expenditure and the balance sheet of assets and liabilities and the auditor's report on request to the Executive Director.

14.2 GIFT FUND ESTABLISHED

A gift fund will be established and maintained to which gifts of money and property shall be made and applied to the Objects of Activ.

14.3 WINDING-UP OF GIFT FUND

If the gift fund is wound up or if Activ's endorsement (if any) as a deductible give recipient is revoked, any surplus assets of the gift fund that remain after payment of liabilities attributable to it, shall be transferred to a fund, authority or institution of a like purpose to which income tax deductible gifts may be made.

15. COMMON SEAL

15.1 AFFIXING OF COMMON SEAL

The Seal of Activ may only be affixed to an instrument with the authority of the Board. Every instrument to which the Seal of Activ is affixed must be countersigned by any two (2) Seal Signatories and by the Executive Director or his Representative.

15.2 SEAL SIGNATORIES

15.2.1 APPOINTMENT

The Board must appoint Seal Signatories as in its discretion it deems necessary, who hold office until the occurrence of any of the events specified in clause 15.2.2.



15.2.2 TERMINATION

If a Seal Signatory:

- Dies;
- Resigns office;
- Becomes bankrupt;
- Resides outside the State of Western Australia for more than twelve consecutive months;
- Becomes incapable of being a Seal Signatory; or
- Is removed by the Board

such Seal Signatory will cease to hold office as a Seal Signatory.

15.2.3 CUSTODY

The Seal of Activ must be kept in the custody of the Executive Director at the Office.

16. ALTERATION OF THE CONSTITUTION

The Constitution may be altered, added to or repealed and new clauses made at any General Meeting if:

- (a) A notice convening such meeting specifies the proposed alterations, additions, repeal or new clauses; and
- (b) The alterations, additions or deletions may only be passed by a Special Resolution.

17. DISSOLUTION, WINDING UP OR AMALGAMATION

17.1 SPECIAL RESOLUTION NECESSARY

Activ may be dissolved or amalgamated with another institution, association, society or other body if a Special Resolution is passed at any General Meeting.

17.2 NOTICE REQUIRED

Where, in any case, it is proposed that the affairs of Activ be amalgamated with those of any other institution, association, society or other body, and as a result of such amalgamation, Activ ceases to exist as a separate body, notice of the proposal must be given to the Council Members by post.

17.3 DISTRIBUTION OF SURPLUS

If on dissolution or winding up of Activ there remains, after the satisfaction of the debts and liabilities of Activ, any assets they must be distributed to either an incorporated association or for charitable purposes as resolved by the Council of Activ in General Meeting before a dissolution. In default of a resolution by the Council deciding the recipient of any remaining assets, then the distribution must be decided by the relevant Western Australian State Government Minister with portfolio control of the Associations Incorporation Act 1987 (as amended) provided always that the recipient organisation is endorsed as a Public Benevolent Institution and Deductible gift Recipient under Division 30 of the Income Tax Assessment Act 1997 or its equivalent.



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