



Sole Parents' Union

Constitution

***Made under the Associations Incorporation Act 2009
and the Associations Incorporation Regulation 2010***

Adopted November 2010

The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

The organisation

1. The name of the organisation is Sole Parents' Union Incorporated (hereinafter called "SPU")
2. The organisation exists to:
 - a. advocate on behalf of residential and shared care sole parents, both male and female, and their children to improve social, economic, educational and policy outcomes for sole parent families
 - b. research, develop, solicit, receive, collate, publish and disseminate (in any appropriate form) information which will educate the members of the organisation, members of the public service and parliaments, private corporations and associations, committees of enquiry, members of the media and the community generally about matters relevant to sole parent families
 - c. work alone or with other organisations to improve information, support and services to and outcomes for sole parent families.
3. To realise these objectives SPU may, subject to any rules which may be adopted:
 - a. employ staff or engage contractors to perform work for SPU
 - b. accept gifts or bequests, whether subject to a special trust or not, for any one or more of the objectives of SPU
 - c. borrow or raise money, buy, sell, supply and deal in goods of all kinds; purchase, lease, hire or otherwise acquire real or personal property, maintain and alter a building
 - d. affiliate or associate with any person, body or group having objectives similar to those of SPU and to undertake jointly with any such person, body or group, any objective which is an objective of SPU
 - e. do all such other lawful things as are incidental to, or necessary for, furthering the objectives of SPU
4. Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Board determines.

Membership

5. Any person or recognised organisation may become a member of Sole Parents' Union subject to agreement with the objectives and philosophies of SPU.
6. A person or recognised organisation will be recognised as a member if they have completed the membership form and been approved by the Board.
7. Members will be entitled to attend general meetings and vote at Annual or Special General Meetings.

8. A person ceases to be a member of the association if the person:
 - a. dies, or
 - b. resigns membership with one month's notice in writing, or
 - c. is expelled from the association, or
 - d. in the case of an organisation, ceases to be operational.
9. A right, privilege or obligation which a person has by reason of being a member of the association is not capable of being transferred or transmitted to another person, and terminates on cessation of the person's membership.
10. Members have no liability to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association.
11. The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
12. The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour. Only members' names shall be made available, all other information will be kept confidential.
13. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - a. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - b. any other purpose necessary to comply with a requirement of the Act or the Regulation.

Resolution of disputes

14. A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, is to be referred for mediation to a mediator agreed by both parties.
15. In the event of no agreement on the mediator the dispute is to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
16. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration. The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

Disciplining of members

17. A complaint may be made to the Board by any person that a member of the association:

- a. has refused or neglected to comply with a provision or provisions of this constitution, or
 - b. has wilfully acted in a manner prejudicial to the interests of the association.
18. The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
19. If the Board decides to deal with the complaint, the Board:
 - a. must cause notice of the complaint to be served on the member concerned, and
 - b. must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - c. must take into consideration any submissions made by the member in connection with the complaint.
 - d. The Board may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
20. If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 22.
21. The expulsion or suspension does not take effect:
 - a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - b. if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 22, whichever is the later.
22. A member may appeal to the association in general meeting against a resolution of the Board under clause 19, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect. The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
23. On receipt of a notice from a member under clause 22 the secretary must notify the Board which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

At such a meeting

- a. no further business other than the question of the appeal is to be transacted
- b. the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- c. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

24. The appeal is to be determined by a simple majority of votes cast by members of the association.

The Board of Management

25. Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the Board:
- a. is to control and manage the affairs of the association, and
 - b. may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
 - c. 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 association.
26. Elected Board members and office bearers must be members of the association, and must be, or have been, sole parents with primary carer of children. Primary care being defined as at least 60% care of children.
27. Board members may be paid a stipend for their services as Board members, subject to the financial position of the organisation and a decision by the Board. They may also be paid for services rendered to the organisation subject to approval by the Board.
28. The Board is to consist of:
- a. the office-bearers of the association, and
 - b. 3 ordinary Board members, each of whom is to be elected at the annual general meeting of the association under clause 32
 - c. The Board may also appoint up to 2 ordinary members who are not members of the association but are appointed for their expertise.
29. The office-bearers of the association are as follows:
- a. the Chair,
 - b. the Treasurer,
 - c. the Secretary.
30. A Board member may hold up to 2 offices.
31. Each member of the Board is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
32. Office-bearers of the association and 3 ordinary Board members will be elected by a vote at the Annual General Meeting of the association. Up to an additional 2 ordinary members may be appointed by the Board at the AGM or during the year as the Board sees fit. Paid staff members cannot be members of the Board.

33. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected
34. If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies, which are to be filled at the earliest possible subsequent meeting of the Board.

The secretary

35. The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
36. It is the duty of the secretary to keep minutes of:
 - a. all appointments of office-bearers and members of the Board, and
 - b. the names of members of the Board present at a Board meeting or a general meeting, and
 - c. all proceedings at Board meetings and general meetings.

The treasurer

37. It is the duty of the treasurer of the association to ensure:
 - a. that all money due to the association is collected and received and that all payments authorised by the association are made, and
 - b. that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

Casual vacancies

38. In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
39. A casual vacancy in the office of a member of the Board occurs if the member:
 - a. dies, or
 - b. ceases to be a member of the association, or
 - c. becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - d. resigns office by notice in writing given to the secretary, or
 - e. is removed from office, or
 - f. becomes a mentally incapacitated person, or
 - g. is absent without the consent of the Board from 3 consecutive meetings of the Board, or
 - h. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - i. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

Removal of Board members

40. The association in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
41. If a member of the Board to whom a proposed resolution referred to in clause 40 makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Meetings

Board meetings

42. The Board must meet at least 4 times in each period of 12 months at such place and time as the Board may determine.
43. Additional meetings of the Board may be convened by the president or by any member of the Board.
44. Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
45. Notice of a meeting given under clause 44 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
46. Any 3 members of the Board, including at least one office bearer, constitute a quorum for the transaction of the business of a meeting of the Board.
47. No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
48. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
49. At a meeting of the Board the president or, in the president's absence, another nominated office bearer, is to preside.

Delegation by Board to sub-committee

50. The Board may delegate to one or more sub-committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - a. this power of delegation, and
 - b. a function which is a duty imposed on the Board by the Act or by any other law.
51. A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
52. Despite any delegation under this clause, the Board may continue to exercise any function delegated.
53. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
54. The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
55. A sub-committee may meet and adjourn as it thinks proper.

Voting and decisions

56. Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
57. Each member present at a meeting of the Board or of any sub-committee appointed by the Board (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.
58. Subject to clause 57 the Board may act despite any vacancy on the Board.
59. Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

General meetings

60. The association must hold its first annual general meeting within 18 months after its registration under the Act.
61. The association must hold its annual general meetings:
 - a. within 6 months after the close of the association's financial year, or

- b. within such later time as may be allowed by the Director-General or prescribed by the Regulation.
62. The annual general meeting of the association is, subject to the Act and to clause 61, to be convened on such date and at such place and time as the Board thinks fit, after giving 14 days written notice of such time and place.
63. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- a. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting
 - b. to receive from the Board reports on the activities of the association during the last preceding financial year
 - c. to elect office-bearers of the association and ordinary Board members
 - d. to receive and consider any financial statement or report required to be submitted to members under the Act.
64. The Board may, whenever it thinks fit, convene a special general meeting of the association.
65. The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association. A requisition of members for a special general meeting:
- a. must state the purpose or purposes of the meeting, and
 - b. must be signed by the members making the requisition, and
 - c. must be lodged with the secretary, and
 - d. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
66. Four members present (being members entitled under this constitution to vote at a general meeting), including at least one office bearer, constitute a quorum for the transaction of the business of a general meeting.
67. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- a. if convened on the requisition of members, is to be dissolved, and
 - b. in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
68. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.
69. The president or, in the president's absence, another nominated office bearer, is to preside as chairperson at each general meeting of the association.

70. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
71. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
72. Except as provided in clauses 70 and 71, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.
73. A question arising at a general meeting of the association is to be determined by a simple majority through either:
 - a. a show of hands, or
 - b. if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
74. On any question arising at a general meeting of the association a member has one vote only.
75. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
76. Proxy voting will be permitted on the production of completed and signed proxy forms.
77. The association may hold a postal ballot to determine any issue or proposal.

Other matters

Financial year

78. The financial year of the association is:
 - a. the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
 - b. each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

Funds management

79. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

80. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the association, being members or employees authorised to do so by the Board.

Custody and inspection of books

81. Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.
82. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
- a. records, books and other financial documents of the association,
 - b. this constitution,
 - c. minutes of all Board meetings and general meetings of the association.

Serving of notices

83. For the purpose of this constitution, a notice may be served on or given to a person:
- a. by delivering it to the person personally, or
 - b. by sending it by pre-paid post to the address of the person, or
 - c. by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
84. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- a. in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - b. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - c. in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.