

CONSTITUTION AND RULES OF COMMUNITY LEGAL CENTRES SOUTH AUSTRALIA

1 Name of Association

The name of the association is the Community Legal Centers South Australian.

2 Definitions

In these Rules, unless the contrary intention appears:

“Act” means the Associations Incorporation Act 1985 (SA);

“Association” means the incorporated Association referred to in clause 1;

“Accreditation Criteria” means the criteria set by the NACLCL to obtain accreditation from it;

“Chairperson” means the person who presides over meetings of the Association referred to in clause 13;

“Community” means a local or geographic community and/or a community of interest;

“Community Legal Centre” means an organisation which:

- a) operates independently from government, commercial and professional bodies;
- b) is not for profit, Community based and has goals and priorities established in response to the Community it aims to serve; and
- c) aims to:
 - (i) provide free legal services to disadvantaged sections of its Community;
 - (ii) develop effective ways of informing its Community members of their legal rights and responsibilities;
 - (iii) provide disadvantaged sections of its Community and/or the public generally in public interest matters with access to legal and/or related services;
 - (iv) advocate for the development of laws, administrative practices and a legal justice system which is fair, just and accessible to all;
 - (v) develop and maintain close links with its Community to ensure that areas of unmet need are detected and appropriate services developed; and

- (vi) develop, and continue to develop, management and operational structures which enable the involvement of its Community or Communities it aims to serve.

“Officer” means an Officer of the Association referred to in clause 12;

“Financial Year” has the meaning given by section 3 (1) of the Act;

“General Meeting” means meeting convened under clause 20;

“Legal Practice and Professional Indemnity Insurance Committee” means a state committee of Community Legal Centre legal practitioners;

“Member” means a Member of the Association and unless otherwise stated includes both full and associate Members;

“Membership Obligation” means the obligations of Members under Clause 6;

“NACLC” means the National Association of Community Legal Centres;

“Ordinary Resolution” means a resolution of the Members other than a Special Resolution;

“PII Scheme” means the professional indemnity insurance scheme administered by the NACLC;

“Public Officer” means the Public officer referred to in clause 16;

“Register” means the Register of Members under clause 8;

“Representative” means a Representative of a Member appointed by a Member in accordance with clause 24;

“Risk Management Guide” means a guide to assist Community Legal Centres in meeting the PII Scheme requirements published by the NACLC;

“Rules” means the Rules of the Association as set out in these Rules;

“Secretary” means the Secretary referred to in clause 15;

“Special General Meeting” means a meeting convened under clause 19;

“Special Resolution” has the meaning given by section 3(1) of the Act;

“Special Purpose Committee” means a committee established by a General Meeting of the Association in accordance with clause 21;

“Sub-committee” means a Sub-committee established by a General Meeting of the Association in accordance with clause 4;

“Treasurer” means the Treasurer referred to in clause 14;

“South Australian Community” means a Community represented by all of the people in South Australia.

3 Objects of Association

- 3.1 The objects of the Association are to assist disadvantaged and marginalised people in the South Australian Community to obtain access to legal services by:

- (a) promoting the development of Community Legal Centres;
- (b) promoting cooperation between Community Legal Centres;
- (c) promoting the provision of legal assistance to disadvantaged sections of the South Australian Community;
- (d) promoting South Australian Community awareness of the law and encouraging South Australian Community participation in the legal process;
- (e) promoting equal opportunity in the law;
- (f) promoting social justice in the law;
- (g) representing the views of Members; and
- (h) being a member of and participating in the NACLC.

4 Powers of Association

- 4.1 The powers conferred on the Association by section 25 of the Act are subject to the following additions, exclusions or modifications whereby the Association has the power to:
- (a) enter into any agreements with any Government, Government Authority, Commission or other Institution to obtain from such Government, Government Authority, Commission or other Institution any rights privileges and concessions;
 - (b) produce publications or provide services, whether to member;
 - (c) make charges including nominal or on charges in respect to work carried out by the Association;
 - (d) seek out and obtain co-operation from any person or organisation who has similar objects;
 - (e) appoint and remove such paid workers, either permanent or temporary, as may be deemed necessary or desirable theory duties, terms of employment and to fix salaries or other remuneration;
 - (f) by resolution delegate to one or more sub committees (consisting of representatives from such members or members of the Association as the Association thinks fit) to exercise functions of the Association as specified in the resolution, other than the power of delegation and a function which is a duty imposed on the Association by the Act or any other law.
- 4.2 The income and property of the Association, however, derived, is to be applied solely towards the promotion of the aims and objectives and no portion thereof is to be paid or transferred by way of profit to members.

5 Membership of Association

- 5.1 Membership of the Association may be either full membership or associate membership.
- 5.2 Full membership of the Association is open to any Community Legal Centre incorporated in South Australia. For avoidance of doubt, a complying community legal centre must satisfy the definition of Community Legal Centre in these rules to be entitled to be considered for full membership of the Association.
- 5.3 Associate membership of the Association is open to organisations, groups or individuals that comply with the Membership Obligations and that operate in South Australia.
- 5.4 Any full or associate Member of the Association as at 15 October 2010 is deemed to meet the criteria for full or associate membership as the case may be and, subject to these Rules, may continue as a full or associate Member thereafter.
- 5.5 A right of membership is not transferable to another organisation or person and terminates on cessation of membership.

6 Obligations of Members

- 6.1 All Members (full and associate) are obliged to:
- (a) adhere to the Association's Rules and objects;
 - (b) promote the aims and interest of full Members; and
 - (c) pay membership fees and such additional levies as maybe decided by the Association from time to time.
 - (d) send a representative to at least 50% of general meetings.
- 6.2 In addition, full Members are obliged to:
- (a) work cooperatively with other Community Legal Centres in furthering the aims and interests of the Association;
 - (b) participate in Association meetings and activities;
 - (c) undertake to review, discuss and give due consideration to the decisions of the Association;
 - (d) comply with the Accreditation Criteria or have satisfied the Association that they are working towards complying with the Accreditation Criteria.
- 6.3 Full Members that are also applying to be part of the PII Scheme are obliged to comply with the requirements of that scheme.

- 6.4 Members that refuse or neglect to comply with the Membership Obligations may have action taken against them, including action leading to suspension or expulsion, in accordance with clause 10.4.

7 Application for membership

- 7.1 An application for membership must be made in writing to the Secretary and the applicant must be nominated by a Member and seconded by another Member. The application must include a copy of the organisation's rules of association.
- 7.2 Where required by the Association, the application must include payment of the application or joining fee.
- 7.3 The Secretary must refer any application for membership to the Association for consideration at its next meeting.
- 7.4 If, in the opinion of the Association, the applicant is eligible for membership of the Association, the Secretary shall advise the applicant in writing of the decision and, where relevant, of their appeal rights, within 7 days.
- 7.5 Where a membership applicant has been informed that their application has been approved, they must pay all relevant fees within 28 days.
- 7.6 Upon receipt of payment of fees from an approved membership applicant, the Secretary must enter the applicant's name in the Register within 7 days.
- 7.7 An applicant for membership who is notified that the General Meeting has decided to reject their application for membership, may appeal against that rejection by giving notice in writing to the Secretary within 28 days from the date of notification advising them of the rejection decision. The applicant must include a written explanation of the bases of the appeal.
- 7.8 The Association is to decide an appeal in respect of an application for membership in its own right and is required to advise the applicant of its decision, although it is not required to provide reasons, within 28 days of the date it was notified of the appeal.
- 7.9 The decision of the Association upon an appeal in respect of a membership application is final.

8 Register of Members

- 8.1 The Secretary shall keep and maintain a Register of Members. The Register must show the full name, address and date of entry of each Member and be kept and maintained at the Association office or such other location as the Association may from time to time resolve.
- 8.2 The Secretary shall delete a Member that is wound up or otherwise ceases to exist, or which ceases to be a Member under clause 10.

- 8.3 The Register must be available for inspection by a Member during business hours.

9 Membership and PII Scheme fees

- 9.1 There are three different annual fees for which Members are potentially liable.
- (a) Full and associate Members must pay membership fees of the Association as determined by the Association in a General Meeting.
 - (b) Full and associate Members must pay contributions to the NACLC as determined by the NACLC Management Committee.
 - (c) Full Members that are also members of the PII Scheme are liable to pay a premium and levy determined by the NACLC.
- 9.2 Each Member must pay the annual fees to the Association by the first day of the Financial Year or such other date as is determined by the Association.
- 9.3 A Member whose subscription is not paid within 60 days after the due date ceases to be a Member following the next General meeting unless the Association determines otherwise.
- 9.4 The Association may waive all or part of any fee to be paid by a Member if satisfied that the fee would impose an undue financial burden on the particular Member.

10 Discipline, suspension, resignation and expulsion of Members

- 10.1 A Member is taken to resign from being a Member and automatically ceases to be a Member if the Member ceases to exist.
- 10.2 A Member may resign from the Association by giving notice in writing to the Secretary. One month after the date of the notice of resignation, the Member ceases to be a Member.
- 10.3 Subject to these Rules, if the Association is of the opinion that a Member has failed to comply with the Membership Obligations of these Rules, or has in any other way refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Association may, by resolution:
- (a) reprimand that Member; or
 - (b) notify the Member of an intention to suspend that Member from membership of the Association for a specified period; or
 - (c) notify that Member of an intention to expel that Member from the Association.

- 10.4 If the Association decides to notify a Member of its intention to suspend or expel that Member, the Association must:
- (a) give the Member written notice of the time, date and place of the General meeting at which the question of the Member's suspension or expulsion will be decided;
 - (b) give the Member written notice of the particulars of the conduct and/or non compliance with the Membership Obligations giving rise to the Association's decision to notify the Member of its intention to suspend or expel;
 - (c) give the Member the required written notices not less than 30 days before the date of the relevant General meeting; and
 - (d) provide the Member with a reasonable opportunity to be heard at the relevant General meeting considering the Member's suspension or expulsion.
- 10.5 If the Association decides, after having heard from a Member, that the Member is to be suspended or expelled, the Secretary must within 7 days advise the Member in writing of its decision to suspend or expel the Member and the reasons for it.
- 10.6 Subject to the exercise of an appeal right, the decision to suspend or expel a Member takes effect 21 days after the letter in which the notice of the decision is sent to the Member.
- 10.7 A Member who is notified that the Association has decided that the Member is to be suspended or expelled, may appeal against that suspension or expulsion by giving notice in writing to the Secretary within 14 days from the date of the letter advising them of the suspension or expulsion decision. The Member must include a written explanation the bases of the appeal.
- 10.8 The Association is to decide an appeal in respect of a decision to suspend or expel and at the meeting which it considers the appeal, the Member shall be accorded a reasonable opportunity to be heard.
- 10.9 The decision of the Association on the appeal in respect of the suspension or expulsion of a Member is final and the decision takes effect 7 days after the resolution is made.
- 10.10 The Association must by resolution either confirm or set aside the decision to suspend or expel the Member.

11 Professional Indemnity Insurance

- 11.1 Full Members are entitled to seek membership of the PII Scheme.
- 11.2 All Community Legal Centres that are Members of the PII Scheme must comply with all minimum practice requirements set out in the Risk Management Guide, participate in annual external peer reviews of compliance, and attend Legal Practice and Professional Indemnity Insurance Committee meetings.

- 11.3 To be accepted into the PII Scheme, a Member must satisfy the Convenors of the Associations' Legal Practice and Professional Indemnity Insurance Committee that it has the necessary systems to comply with the Risk Management Guide.

12 Officers

- 12.1 Except for the first officers of the Association, the elected officers of the Association each of whom must be a representative of a full member shall consist of:
- (a) Chairperson;
 - (b) Treasurer;
 - (c) Secretary;
 - (d) Public Officer;
 - (e) State Representative to NACLC;
 - (f) Child Support Representative;
 - (g) PII Scheme Representative;
 - (h) Rural, Regional, and Remote Representative;
 - (i) Human Rights Representative.
- 12.2 Each officer is elected for a period of 2 years.
- 12.3 At the expiration of an elected officer's term, provided the person is still a representative for a full member, the individual may stand for re-election.
- 12.4 The elected officers shall carry out such duties as required under the Act and as prescribed by resolution carried at a meeting of the Association.

13 Chairperson

- 13.1 The Chairperson shall preside at all meetings. In the Chairperson's absence, the members in attendance at the meeting shall elect a temporary Chairperson.

14 Treasurer

- 14.1 The Treasurer or a delegate of the Treasurer shall:
- (a) be responsible for the receipt of all moneys paid to or received by, the Association and shall issue receipts for those moneys in the name of the Association;

- (b) pay all moneys referred to in clause 14.1 (a) into such account or accounts of the Association as the Association may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a General Meeting;
- (d) comply on behalf of the Association with Part IV of the Act in respect of the accounting records of the Association;
- (e) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in clauses 14.1(c) and 14.1(d); and
- (f) perform such other duties as are imposed by these Rules or the Association on the Treasurer.

15 Secretary

15.1 The Secretary shall:

- (a) ensure that the Association's activities are carried out in a manner consistent with these Rules and any policies and procedures developed by the Members and the Association;
- (b) ensure that appropriate minutes are kept of all General Meetings;
- (c) ensure that appropriate records are kept of all incoming and outgoing correspondence;
- (d) ensure that an accurate Register is kept;
- (e) maintain a record of the names and residential or postal addresses of any trustees acting on behalf of the Association;
- (f) maintain a record of the names and residential or postal addresses of all Members and any other person authorised to use the common seal of the Association; and
- (g) carry out all other duties as set down in the Secretary's job description agreed by the Executive Committee and these Rules.

16 Public Officer

- 16.1 The Committee shall appoint a member of the Committee to be the Public Officer who shall fulfil such duties as the law requires of that office.

17 Elections

- 17.1 Nominations for vacancies on the Association must be called by the Secretary, in writing, from all Members entitled to vote at least 28 days before the Annual General Meeting of the Association.
- 17.2 Every Member who wants to nominate for a vacancy on the Association, must forward to the Secretary a written notice of the Member's intention to seek election and that notice must be received by the Secretary no later than 14 days before the Annual General Meeting. In the notice the Member must specify the position or positions on the Association for which the Member wishes to nominate. If more than one, the nominee must specify the preferred position.
- 17.3 If a Member has nominated for a position in respect of which the number of candidates is not more than the number of vacancies to be filled, the Member is deemed to be elected to that position. However, if a candidate has nominated for more than one position in respect of which the number of candidates is not more than the vacancy or vacancies, as the case may be, the position to which the Member is deemed to be elected is the one for which, in the notice of intention to seek election, the Member has indicated a preference.
- 17.4 The full Members may vote for all nominees to vacancies on the Association according to the voting system determined by the Association from time to time.
- 17.5 The votes must be counted prior at the Annual General Meeting by the Secretary and at least one Member whose position is not up for election in the relevant election. Members may attend the counting of the votes.
- 17.6 The Chairperson must declare the outcome at the Annual General Meeting following the election.
- 17.7 If after conduct of the election there are remaining vacancies on the Association, the Chairperson must call for nominations from the floor of the Annual General Meeting to fill the remaining vacant positions. Nominations may only be made by full members, and a Member may not nominate its own Representative.
- 17.8 Should the new nominations not exceed the remaining vacancies; the Chairperson will declare the nominees duly elected. Should the new nominations exceed the remaining vacancies a ballot will occur in any form the Chairperson thinks fit.
- 17.9 When a casual vacancy occurs in the membership of the Association:
 - (a) the Association may, after opening nominations by notice to all Members and the lapse of 14 days, elect or appoint a nominated person being a Representative of a Member to fill that vacancy; and

- (b) a person elected or appointed under this clause shall hold office until the next election and is eligible to nominate for a position on the Association at the next election.

18 General Meetings

- 18.1 The Chairperson shall convene not less than 6 General Meetings per annum.

19 Special General Meetings

- 19.1 The Chairperson:

- (a) may at any time convene a Special General Meeting; and
- (b) shall, within 28 days of receiving a request in writing to do so from not less than 5 Members, convene a Special General Meeting for the purpose specified in that request.

- 19.2 The Members making a request referred to in clause 19.1(b) shall:

- (a) state in that request the purpose for which the Special General Meeting concerned is required; and
- (b) sign that request.

- 19.3 If a Special General Meeting is not convened within the relevant period of 30 days referred to in clause 20.1(b) the Members who made the request concerned may themselves convene a Special General Meeting

- 19.4 When a Special General Meeting is convened under clause 20.3:

- (a) the Association shall ensure that the Members or Member convening the Special General Meeting are supplied free of charge with particulars of all Members; and
- (b) the Association shall pay the reasonable expenses of convening and holding the Special General Meeting.

- 19.5 The Association shall hold an Annual General Meeting in every calendar year in accordance with section 39 of the Act.

- 19.6 In the case of an Annual General Meeting, the order in which business is to be transacted is:

- (a) Attendance and apologies;
- (b) Confirmation of previous AGM minutes;
- (c) Consideration of the accounts and reports of the Association;
- (d) Election of Office Bearers to replace outgoing Office Bearers; and

- (e) Appointment of Auditor.

20 General Meeting procedures

- 20.1 Except if wishing to propose a Special Resolution, a Member desiring to bring any business before a General Meeting must give notice in writing of that business to the Secretary at least 14 days prior to the meeting. If a Special Resolution, the Member must give notice of that resolution in writing to the Secretary at least 28 days prior to the meeting. The Secretary must include that business or resolution in the notice of the meeting.
- 20.2 Subject to clause 19.3, the Secretary shall give to all Members not less than 7 days notice of a General Meeting and of any motions to be moved at the General Meeting.
- 20.3 The Secretary shall give to all Members not less than 21 days notice of a General Meeting at which a Special Resolution is to be proposed and of any other motions to be moved at that General Meeting.
- 20.4 A notice given under clause 19.2 or 19.3 shall specify:
 - (a) when and where the General Meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- 20.5 At a General Meeting 5 full Members constitute a quorum.
- 20.6 If within 30 minutes after the time specified for the holding of a General Meeting a quorum is not present, the General Meeting lapses. The General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 20.7 The Chairperson may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- 20.8 There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 20.9 When a General Meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under this clause of the adjourned General Meeting as if that General Meeting was a fresh General Meeting.
- 20.10 At a General Meeting:
 - (a) an Ordinary Resolution put to the vote shall be decided by a majority of votes cast on a show of hands;

- (b) a Special Resolution put to the vote shall be decided in accordance with section 3 of the Act; and
 - (c) upon the request of any losing party, the Chairperson of the meeting shall order the names of the Members for and against the resolution be recorded in the Minutes.
- 20.11 A declaration by the Chairperson at a General Meeting that a resolution has been passed as an Ordinary Resolution, shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded.
- 20.12 At a General Meeting, a poll may be demanded by the Chairperson at the General Meeting or by three or more Members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.
- 20.13 If a poll is demanded in respect of an Ordinary Resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 20.14 A poll demanded on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.
- 20.15 Resolutions passed by a General Meeting may be rescinded by a vote in favour of the rescission by a Special Resolution of the Members present at a subsequent properly constituted General Meeting provided that the Member moving the motion to rescind gives the remaining Members at least 7 business days notice through the Secretary.

21 Special Purpose Committees

- 21.1 The Association, in General Meeting, may establish Special Purpose Committees to undertake activities or projects on its behalf and to report to General Meetings.
- 21.2 Special Purpose Committees of the Association shall:
- (a) consist of Members and others who may be co-opted by the respective Special Purpose Committee but co-opted persons shall have no voting rights;
 - (b) have no power other than those delegated by the General Meeting; and
 - (c) be established and operate in accordance with terms of reference approved by General Meeting for the term specified.

22 Minutes of meetings of Association

- 22.1 Proper minutes of all proceedings of all General Meetings must be taken and entered within 7 days after the meeting at which the minutes are adopted in a Minute Book kept for that purpose.
- 22.2 The Secretary shall ensure that the minutes taken of a General Meeting under clause 20.1 are checked and signed as correct by the Chairperson of the General Meeting to which those minutes relate or of the next succeeding General Meeting, as the case requires.
- 22.3 When minutes have been entered and signed as correct under this clause, they shall, until the contrary is proved, be evidence that:
- (a) the General Meeting to which they relate (in this clause called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.
- 22.4 Draft minutes of all General Meetings, all Special Purpose Committee meetings and all Subcommittee meetings, excluding the Subcommittee dealing with staff issues, shall be published in the South Australian section of the electronic Bulletin Board Service of the NACLC within 14 days following the respective meeting.

23 Voting rights of Members of Association

- 23.1 A full Member has the right to vote once its name has been entered on the Register and each full Member has one vote at meetings of the Association. Associate members do not have voting rights.

24 Representatives of Members

- 24.1 A Member may appoint in writing a Representative of the Member, provided that the Representative is an employee or volunteer of the Member.
- 24.2 A Representative is entitled to attend, and providing the appointing Member is a full Member, to vote on behalf of the appointing Member at any General Meeting, and to otherwise represent the Member in respect of any other matter of the Association as if the Representative was the Member.
- 24.3 Where requested to do so by the Secretary, a Member must produce the written appointment of a Representative to the Secretary.

25 Rules of Association

- 25.1 The Association in General Meeting by Special Resolution may alter or rescind these Rules, or make clauses additional to these clauses, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- 25.2 These Rules binds every Member and the Association to the same extent as if every Member and the Association had signed and sealed these Rules and agreed to be bound by all its provisions.

26 Common seal of Association

- 26.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 26.2 The common seal of the Association shall not be used without the express authority of the General Meeting and every use of that common seal shall be recorded in the minute book referred to in clause 20.
- 26.3 The common seal of the Association shall be kept in the custody of the Public Officer, Secretary or of such other person as the Association may from time to time decide.

27 Inspection and custody of records, etc. of Association

- 27.1 A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.
- 27.2 The Secretary shall maintain an up to date condition of these Rules and upon the request of a Member, shall make these documents available for inspection and for the Member to make a copy or take an extract from these documents in accordance the Act.
- 27.3 All records, books, documents, securities and other items of that nature, relating to the Association shall be kept at the registered office in the custody of the Secretary or such person that the Association may from time to time direct.

28 Distribution of Surplus Property on Winding up of Association

- 28.1 If, on the winding up or dissolution of the Association, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:
- (a) which is charitable at law;

- (b) whose rules of association prohibits distributions or payments to its members and directors (if any); and
- (c) gifts to which can be deducted under Division 30 of the Income Tax Assessment Act 1997.

28.2 The identity of the fund, authority or institution referred to in rule 26.1 must be decided by the Members by Ordinary Resolution at or before the time of winding up or dissolution of the Association and, if the Members cannot decide, by the Supreme Court of the State.

28.3 Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the Income Tax Assessment Act 1997 are satisfied, a gift or transfer under clause 30.1 to that fund, authority or institution must be made in accordance with or subject to those conditions.