



**Sexual Health information
networking and education
South Australia (SHine SA)
Incorporated**

Constitution

1 Name

The name of the Organisation shall be **Sexual Health information networking and education South Australia (SHine SA) Incorporated** hereinafter referred to as **SHine SA**.

2 Aims

The aims for which SHine SA is founded are to alleviate individual, family and community distress, misery, sickness and helplessness that may arise from physical, social, psychological, sexual and reproductive ill health; and to work with the South Australian community to reduce the social, economic, personal and community costs of such ill health.

3 Objects

SHine SA will achieve this by:

- Providing services in areas of high social disadvantage so as people in need can access direct relief in relation to their general, sexual and reproductive health;
- Providing professional clinical services in the area of general, sexual and reproductive health including but not limited to unplanned pregnancy, sexual assault, sexually transmitted infections, infertility and fertility;
- Providing professional counselling services to alleviate among other things the distress of abuse, rape, sexual assault, unplanned pregnancy, sexually transmitted diseases including HIV/AIDS, psychosexual misery, and difficulties in relation to sexuality and gender;
- Providing professional education activities that advance the knowledge of other health, education, welfare and community workers about sexual and reproductive matters so all South Australians have opportunities for better health and well being.
- Providing education and community development activities for and with the broader South Australian community to develop community awareness, knowledge and personal skills to prevent sickness, distress and misery that arises from sexual and reproductive ill health, powerlessness and exploitation.
- Advocating for the health and well being rights of South Australians with physical, social, economic, cultural and education disadvantage, to improve their health outcomes and the health of the community generally.
- Promoting the acceptance of preventative health care particularly in sexual and reproductive health.
- Promoting an attitude of mutual responsibility and respect to the enjoyment of sexual relationships and sexual activity.
- Ensuring the accessibility of information and means to act responsibly in all the above issues to all.
- Doing all such things as are incidental or conducive to the attainment of the Organisation's objects, powers and functions.

4 Powers

The Organisation shall have the following powers:

- (1) To purchase take on lease or in exchange, hire or otherwise acquire and hold any real or personal property including any rights and privileges.
- (2) To erect buildings and to renovate, repair, reconstruct, alter, improve, add to and demolish any buildings or structures now or hereafter vested in the Organisation.
- (3) To sell, exchange, lease, let, mortgage, pledge, hire, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Organisation.
- (4) To conduct appeals for funds and to accept donations whether of real or personal estate and devises and bequests.
- (5) To raise or borrow money and secure the repayment thereof in such manner as the Organisation think fit, with power to issue debentures, grant mortgages, charges or securities upon or charging all or any of the property real or personal both present and future of the Organisation and to redeem or pay off either wholly or in part any existing or future security.
- (6) To invest in Trustees Securities and to deal with moneys of the Organisation which are not immediately required for the purposes of the Organisation in such manner as may from time to time be determined.
- (7) To hold and administer property on trust.
- (8) To appoint employ and in its discretion pay officers agents and servants and to dismiss or suspend the same.
- (9) To establish groups in such places as the Organisation shall think fit for the carrying out of the objects of the Organisation.
- (10) To affiliate with or grant affiliation to or collaborate or merge with any Organisation or body (not being an Organisation 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 Organisation.
- (11) To provide services in other jurisdictions where there is need consistent with the aims of the Organisation
- (12) Generally to perform and do all such other acts and things as may properly be incidental or conducive to the attainment of the objects of the Organisation.

5 Income and Property

- (1) The income, property and funds of the Organisation shall be used and applied solely towards the promotion of the objects of the Organisation and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to the members, **PROVIDED** that remuneration may be made in good faith to officers and servants of the Organisation or other persons in return for services actually rendered to the Organisation.
- (2) All funds raised for the Organisation shall be applied and expended solely for the purposes of the Organisation.

- (3) In the event of the organisation being dissolved, the amount which remains after such dissolution and satisfaction of all debts and liabilities shall be handed over to an organisation which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Taxation Act.

6 Members

- (1) Any person or organisation desiring or willing to become a member of the Organisation shall lodge at the office of the Organisation an application in writing signed by himself or herself or itself or by an agent specially authorised in that behalf and in such form as the Organisation shall from time to time determine. By such application the person or organisation applying shall consent to become a member of the Organisation if accepted and to be bound by the Constitution of the Organisation from time to time in force. The Board shall consider every application and may admit the applicant to membership of the Organisation. The Board does not have to give any reasons for refusing to accept a membership application.
- (2) Members shall in relation to each financial year pay an annual subscription to the Organisation. Membership of the Organisation shall be deemed to have lapsed in the event that a member's annual subscription remains unpaid at the time of the Annual General Meeting. The annual subscription may be altered from time to time by the Organisation and shall become due and payable on the first day of July in each and every financial year.
- (3) Any member recommended by the Board as an Honorary Life Member in consideration of any special service rendered to the Organisation shall if such recommendation be approved at a General Meeting of the Organisation become an Honorary Life Member of the Organisation and be entitled to all privileges of a member.
- (4) No appointment or election to the Board of the Organisation or to any Committee of the Organisation shall be effective unless the person or organisation so appointed or elected shall be a member of the Organisation in accordance with these rules or shall become such a member within fourteen (14) days of each appointment or election.
- (5) Any member may by notice in writing resign his or her or its membership at any time and shall cease to be a member forthwith upon such notice being delivered to the office of the Organisation.
- (6) The Board may at any time by notice in writing to any member, terminate his, her or its membership. Any such notice of termination of membership shall include the grounds upon which any such decision to terminate membership was based. An appeal against any such decision to terminate membership may be made to the Organisation at a Special General Meeting, by notice in writing from disqualified members within fourteen (14) days of the date of such notice of termination.

If notice of an appeal to the Organisation is received, the member shall be informed of the time date and place of this Special General Meeting of members at which the Organisation shall consider the decision of the Board. At such Special General Meeting no other business shall be transacted and the member concerned shall have the opportunity to be heard and shall have the right of last reply before a vote upon the matter is taken. The meeting shall vote to adopt or reject the recommendation of the Board. A vote for ratification shall require a two-thirds majority of those present, disregarding the vote of the member concerned. If the meetings adopts the recommendation of the Board the member concerned shall cease to be a member forthwith.

7 Patrons

The Board may determine to seek the patronage of any person or persons and if the same be granted then such person or persons shall be designated Patron.

8 Board

- (1) The Organisation shall have a Board responsible for the general administration and policy of the Organisation which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of the Organisation, and are not, by the *Associations Incorporation ACT 1985 (SA)* or by this Constitution, required to be done by the Organisation in general meeting.
- (2) The Board has the management and control of the funds and other property of the Organisation.
- (3) The Board shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Organisation on which the Constitution is silent.
- (4) The Board shall comprise no more than ten (10) members, of whom:
 - a. Five (5) members shall be elected at the Annual General Meeting of the Organisation.
 - b. One (1) member shall be nominated by the South Australian Government.
- (5) The members so elected or nominated in accordance with clause (4) may co-opt no more than four (4) other persons as members of the Board, having regard for the need for a balance of skills and expertise on the Board, including financial management expertise, and Board member portfolios.
- (6) All elected, nominated and co-opted members shall hold office until the third Annual General Meeting after their election or nomination.
- (7) Members shall be eligible for re-election or for co-option again but for no longer than three (3) consecutive terms of office.
- (8) The office of a Board member shall become vacant if a Board member is:
 - a. Disqualified from being a Board member by the *Associations Incorporation ACT 1985 (SA)*.
 - b. Expelled as a member under this Constitution
 - c. Permanently incapacitated by ill health; or
 - d. No longer the duly appointed representative of an organisation/agency, or a member resigns by notice of writing to the Chair.

9 Procedures of the Board

- (1) At its first meeting after the Annual General Meeting, Board shall elect a Chair and a Deputy Chair.
- (2) The Chair and Deputy Chair shall be elected annually, but shall be eligible for re-election and shall remain in office until the expiry of their term, subject to any other provisions of this constitution or resolution of the Board to the contrary.

- (3) The Chair shall chair all meetings of the Board at which he or she is present. In the absence of the Chair, the Deputy Chair shall chair the Board meeting. If neither is present, the Board members present shall elect one of their number to act as chair of the meeting.
- (4) All members of the Board shall be entitled to a single vote only.
- (5) The quorum necessary for the transaction of business at a meeting of the Board shall be four (4) members.
- (6) The Board shall meet up to ten (10) times each year for the despatch of business, but may adjourn and otherwise regulate its meetings and proceedings as it thinks fit. The meetings shall be intervals of not more than three (3) calendar months apart.
- (7) The Chair, or in his or her absence, the Deputy Chair shall at the request of two (2) members of the Board call a special meeting of the Board as soon as possible.
- (8) If any member of the Board or of any committee of the Board shall be absent without leave from three (3) consecutive meetings of the Board or committee such member shall therefore vacate his or her office.
- (9) Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the chair of the meeting shall have a casting vote in addition to a deliberative vote.

10 Committees and delegation

- (1) Board may establish such committees as it thinks fit.
- (2) Such Committees may include persons who are not members of the Board.
- (3) The Board may delegate such powers as it thinks fit to any committee established by the Board or to any Board member or employee of the Organisation.
- (4) Such a delegation shall not derogate from the right of the Board to exercise powers delegated, and delegations may be modified or revoked by the Board.

11 Minutes

Minutes shall be kept of all proceedings of the Board or Committees of the Board.

12 Common seal

- (1) The common seal of the Organisation shall not be affixed other than as directed by the Board.
- (2) The seal shall be affixed in the presence of any two (2) members of the Board or a member of the Board and the Chief Executive Officer who shall sign every instrument to which it is affixed.

13 Election of Board members

See Appendix A - Rules for the Election of Board Members.

14 Meetings of members of the organisation

- (1) An Annual General Meeting of members shall be held each year at such time and at such place as the Board may direct, to transact any or all of the following business:-
 - (a) to elect Board members;
 - (b) to consider and if thought fit to receive and adopt the Annual Report of the Board;
 - (c) to consider and if thought fit to receive and adopt the Financial Statement and Balance Sheet;
 - (d) to appoint Honorary Life Members of the Organisation on the recommendation of the Board;
 - (e) upon due notice as in sub-clause (2) to amend the Constitution of the Organisation or to annul any rule or regulation made under Clause 17;
 - (f) to appoint an auditor.
- (2) The Board may by notice at any time call a special General Meeting of members. The notice shall state in general terms the purpose for which such meeting is called.
- (3) A Special General Meeting of members shall be called upon a request in writing signed by not less than nine (9) members of the Organisation. No member shall be eligible to sign such a request unless he or she shall have paid a subscription for the current financial year. Such request shall contain the matter to be considered at such Special Meeting and shall be delivered to the Chief Executive Officer, who shall give immediate notice in writing thereof to the Board.
- (4) At any Annual General Meeting or Special General Meeting ten (10) members shall form a quorum.
- (5) No person shall be eligible to vote at the Annual General Meeting or at any adjournment thereof unless he or she shall have paid a subscription for the current financial year.
- (6) No person shall be eligible to vote at a Special General Meeting unless he or she shall have paid a subscription for the current year.
- (7) Proxy and postal voting by financial members shall be permitted in accordance with procedures determined by the Board.
- (8) Unless a poll is demanded by at least five members, a question for decision at any Annual General Meeting or Special General Meeting must be determined by a show of hands.
- (9) The Chair, or in his or her absence, the Deputy Chair shall chair the Annual General Meeting or a Special General Meeting, and shall have a deliberative vote.
- (10) **Fourteen** (14) clear days notice by advertisement in one or more daily newspapers circulating in Adelaide shall be given to members of every Annual General or Special General Meeting.

15 Finance

- (1) Full and proper accounts shall be kept of the receipts and expenditure of the Organisation. The funds and accounts of the Organisation shall be audited at least once in each year by the auditor.
- (2) The financial year of the Organisation shall extend from the first day of July to the last day of June in each year.
- (3) All subscriptions and donations to the general funds of the Organisation shall be administered by the Board for the general purposes of the Organisation **PROVIDED** that any donation whether in money or otherwise which shall be made for any special object shall be used and applied in accordance with the expressed wish of the donor as far as may in the opinion of the Board be practicable and in so far as such use and application shall not be inconsistent with the objects of the Organisation.
- (4) The Board shall cause to be kept proper books of account in which shall be entered full, true and complete records of the affairs and transactions of the Organisation.
- (5) All moneys received by the Organisation shall be banked in the name of the Organisation in a Bank approved by the Board.
- (6) At least once in every year a Statement of Receipts and Expenditure and Fund Balances shall be prepared by the Chief Executive Officer who shall certify the same. The said Statement of Receipts and Expenditure and Fund Balances shall be examined by an auditor or auditors appointed at the Annual General Meeting who will report thereon to the members.

16 Casual vacancies

Whenever there is any casual vacancy in an elected office or in the membership of any Committee, the filling of which is not provided for in this constitution, the Board may in its discretion appoint a person to fill such vacancy. A person appointed to fill a casual vacancy shall continue in office until the expiry of the term of office being filled.

17 Alteration to Constitution

This Constitution may be altered or amended at any Annual General Meeting or at any Special General Meeting called for that purpose **PROVIDED** that particulars of the proposed alteration or amendment shall be available to members for perusal at such place or places as stated in the notice convening any such meeting.

18 Establishment and operation of a gift fund

(1) Maintaining the Gift Fund

The Association must maintain for the Principal Purpose of the Association a fund (Gift Fund):

- (a) to which gifts of money or property for that purpose are to be made;
- (b) to which any money received by the Association because of those gifts is to be credited;
and
- (c) that does not receive any other money or property.

(2) Limits on use of Gift Fund

The Association must use the following only for the Principal Purpose of the Association:

- (a) gifts made to the Gift Fund;
- (b) any money received because of those gifts.

(3) Winding up

- (a) At the first occurrence of:

- (1) the winding up of the Gift Fund; or
 - (2) the Trust ceasing to be a Deductible Gift Recipient under item 1 of the table contained in section 30-15, of the ITAA97

any surplus assets of the Gift Fund must be transferred to

- (3) Eligible Charities

as the Association decides.

- (b) Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA97 are satisfied, a transfer under this clause must be made in accordance with those conditions.

(4) Bank account

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

(5) Gift Fund forms part of the Association

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

19 Public officer

The Organisation shall have a public officer who shall be approved by the Board from time to time.

20 Winding Up

- (1) Subject to the Gift Fund provisions of this Constitution, the Organisation may be wound up in the manner provided for in the *Associations Incorporation ACT 1985 (SA)*.
- (2) If after the winding up of the Organisation there remains 'surplus assets' as defined in the *Associations Incorporation ACT 1985 (SA)*, such surplus assets shall be distributed to a charitable organisation that has similar objects to the Organisation, has rules which prohibit the distribution of its assets and income to its members, and that is endorsed as a Deductible Gift Recipient.



Rules for the Election of Board Members

DEVELOPED: MARCH 1993
AMENDMENTS: AUGUST 1998
FEBRUARY 2014
3 NOVEMBER 2014

APPENDIX A

to the Constitution of Sexual Health information networking and education South Australia (SHine SA) Incorporated

1. Appointment of Returning Officer

For the purposes of conducting the elections the Board shall appoint a Returning Officer who is not a member of the organisation and who has no interest in the outcome of the election.

2. Election Timetable

The elections will be held immediately prior to the Annual General Meeting.

The Returning Officer, in consultation with the Chief Executive Officer, shall establish a timetable for:

- (a) The close of roll which shall be as near as practicable to the date set for the opening of nominations
- (b) The opening and closing of nominations
- (c) The opening and closing of the ballot.

3. Membership Roll

- (a) The Board shall maintain a membership roll of members.

The roll shall contain the names of all financial and Honorary Life Members of the organisation who are eligible to nominate and vote in the selection of Board members.

The membership roll shall also contain the names and addresses of persons eligible to be nominated as candidates, to nominate candidates and to vote in the election.

Where an organisation/agency is a member of the organisation, the application for membership must nominate a person to vote on behalf of that organisation in Board elections.

- (c) Immediately following the close of the roll, the Chief Executive Officer shall certify the roll as correct and forward such certified copy to the Returning Officer.

4. Nominations

- (a) The Returning Officer shall call for nominations for general Board positions in an election notice, mailed to all persons whose names are contained on the organisation membership roll.
- (b) Nominations must be in writing on nomination forms available from the Chief Executive Officer.

Each nomination form must be signed by the candidate and two persons eligible to nominate and vote in the election.

The nomination form will be in the form of Form 1.

- (c) Nominations must be delivered to, or forwarded by post, so as to reach the Returning Officer by the close of nominations.



Rules for the Election of Board Members

DEVELOPED: MARCH 1993
AMENDMENTS: AUGUST 1998
FEBRUARY 2014
3 NOVEMBER 2014

- (d) Nominations received by the Returning Officer after the date and time set for the close of nominations shall be invalid.
- (e) Nominations may not be withdrawn after the date and time set for the close of nominations. If through absolutely unavoidable circumstances a candidate is forced to withdraw their nomination, the election process will be declared null and void and a new election process instigated.
- (f) If the name of the candidate and the names of the two nominators are contained on the roll, the Returning Officer shall accept the nomination; otherwise the nomination shall be rejected. In either case the Returning Officer shall advise the candidate of the outcome of his/her nomination.
- (g) Candidates may provide a profile/statement of not more than 250 words in support of their nomination.

Profile/statements must be delivered to or forwarded by post so as to reach the Returning Officer no later than the close of nominations.

Such profile/statements shall not contain information that may be misleading, inaccurate or defamatory to any other candidate.

5. Uncontested Elections

If only one valid nomination is received for an election, or if the required number of nominations are received, the Returning Officer shall declare the nominated candidate/s duly elected. Where insufficient nominations are received, those nominated will be appointed and Board may exercise its power to fill the vacancy/ies as a casual vacancy/ies.

6. Contested Elections

- (a) If the number of valid nominations received is greater than the number of general Board vacancies, the Returning Officer shall make the necessary arrangements for a ballot-paper and return envelope to be printed and mailed to all persons whose names appear on the roll, together with a copy of each candidate's profile/statement.

The order in which candidate names appear on the ballot-paper shall be determined by lot, drawn by the Returning Officer in the presence of another person and/or any candidate who chooses to be present.

- (b) The ballot-paper shall have printed on it, instructions on how the paper shall be marked to exercise a valid vote, the number of vacancies to be filled, the names of the candidates and a box beside each name in which the vote is to be recorded.

7. Voting

- (a) The method of voting shall be 'cross voting.' In order to record a valid vote, an elector shall place a cross in the square opposite the name of the candidate/s of his/her choice.

An elector must not vote for more than the required number of candidates to be elected but may vote for less than the number.

- (b) The marked ballot-paper shall then be placed in the enveloped provided [See attachment 3] sealed and sent by post or delivered, so as to reach the Returning Officer on or before the date and time set for the close of the poll.



Rules for the Election of Board Members

DEVELOPED: MARCH 1993
AMENDMENTS: AUGUST 1998
FEBRUARY 2014
3 NOVEMBER 2014

The address of the Returning Officer shall be displayed on the front of the envelope and on the back, the electors name and signature.

An elector must include their **name** and **signature** on the back of the envelope for their vote to be accepted in the election and placed in the ballot box.

8. Scrutineers

For the purposes of the scrutiny and count, each candidate may appoint in writing a person to represent him/her during proceedings. Such persons may not be a candidate in the same election.

9. Scrutiny

When the ballot box is opened, only those persons whose names appear on the roll and have completed the requirements of rule 7(b) shall have the envelopes containing their ballot-papers set aside for inclusion in the count. In performing that task, the Returning Officer shall not attempt to discover how individual electors have voted.

10. Formality of Ballot-Papers

A ballot-paper is informal if:

- (a) It is not authenticated by the initials of the Returning Officer or by a mark authorised by the Returning Officer.
- (b) It has no vote indicated on it.
- (c) It has more than the required number of votes indicated on it.
- (d) It has upon it any mark or writing by which the voter can be identified.

A ballot-paper shall not be informal for any other reason than the reasons specified but shall be given effect according to the voter's intention so far as that intention is clear.

On any question regarding the validity or formality of a vote, the Returning Officer's decision shall be final.

11. Counting of Ballot-Papers

The Returning Officer shall count the votes of each candidate.

The candidates receiving the greatest number of votes shall be elected. If at the conclusion of the count two or more candidates have an equal number of votes, the Returning Officer shall determine by lot who shall be elected.

12. Results of Poll

The Returning Officer shall report, as soon as practicable, the result of the ballot to elect general Board members to the Chair, and candidates, as soon as practicable.