



# **Australasian Therapeutic Communities Association Inc**

## **CONSTITUTION**

## 1 Name

The name of the incorporated association is Australasian Therapeutic Communities Association Inc. (in this Constitution called **Association**).

## 2 Definitions

2.1 In this Constitution, unless the contrary intention appears:

- (a) **Act** means the *Associations Incorporation Act 1981* (Vic);
- (b) **Affiliate** means a person admitted to this status in as contemplated by clause 5.6
- (c) **Appointed Director** means a Director appointed by the Board under clause 23;
- (d) **Board** means the committee of management of the Association as defined in the Act;
- (e) **Chair** means that person elected as Chair of the Board under clause 24;
- (f) **Chairperson** means the person elected to chair a general meeting or subcommittee under clauses 14.1 and 18.7 respectively;
- (g) **Constitution** means the rules of the Association as defined in the Act, as in force from time to time;
- (h) **Deputy Chair** means that person elected as Deputy Chair of the Board clause 25;
- (i) **Directors** means the Elected Directors and Appointed Directors of the Board;
- (j) **Elected Director** means a Director elected by the members under clause 22 or a Director appointed to fill a casual vacancy under clause 22.3;
- (k) **financial year** means the year ending on 30 June;
- (l) **Full Member** means a member that has been admitted to, and is at the relevant time still a member under, this specific class of membership as contemplated by clause 5.2(a);
- (m) **general meeting** means a general meeting of members convened in accordance with clause 13;
- (n) **member (or Member)** means a member of the Association in any class under clause 5.2 (i.e. Full Member or Provisional Member) and for the avoidance of doubt does not include Affiliates;
- (o) **objects** means the purposes of the Association and comprise the Association's statement of purposes as referred to in the Act;
- (p) **Organisation** for the purposes of admission to Full or Provisional Membership of the Association, means a member that is an unincorporated association, company, body corporate or group of persons recognised by the Board, which conducts a therapeutic

- (q) community operating with a primary focus in the field of alcohol and other drug dependence and which otherwise has satisfied the membership requirements of the Association as set out by the Board, from time to time.
- (r) **person** includes natural persons, a partnership, joint venture, unincorporated association, corporation and a government or statutory body or authority.
- (s) **Provisional Member** means a member that has been admitted to, and is at the relevant time still a member under, this specific class of membership as contemplated by clause 0;
- (t) **public officer** means that person appointed in accordance with the Act as the public officer of the Association and for the avoidance of doubt may be one of the office bearers of the Association referred to in clause 25;
- (u) **Regulations** means the regulations under the Act;
- (v) **Representative** means, in relation to a member, the representative of the Member appointed under clause 5.9.

2.2 In this Constitution, a reference to the Secretary of the Association is a reference:

- (a) if a person holds office under this Constitution as Secretary of the Association, to that person; and
- (b) in any other case, to the public officer of the Association.

### **3 Objects of the Association**

The objects of the Association are to:

- 3.1 advance the Therapeutic Communities Model in Australasia;
- 3.2 advocate for recognition and funding for therapeutic communities in Australasia;
- 3.3 encourage and support research into the Therapeutic Communities Model;
- 3.4 encourage capacity building in therapeutic communities by organising and disseminating information about development and funding opportunities; and
- 3.5 networking organisations and individuals interested in therapeutic communities.

## **4 Non Profit**

- 4.1 The assets and income of Australasian Therapeutic Communities Association Inc shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on its behalf.

## **5 Membership, entry fees and subscription**

- 5.1 The number of members of the Association is unlimited.
- 5.2 The members of the Association shall be divided in to the following classes:
- (a) Full Members, admission to which class is open to Organisations which are supportive of the objects of the Association and which otherwise fulfil the requirements for admission to Full Membership from time to time determined by the Board;
  - (b) Group Membership, admission to which class is open to Organisations that have one registered office of administration and multiple TCs within one or more states or territories and which otherwise fulfil the requirements for admission to Group Membership from time to time determined by the Board. The organisation will have one vote only held by the central office of administration as it sees fit. The group membership will be paid by the central office, with each TC site paying an associate or reduced ordinary membership fee; and
  - (c) Provisional Members, admission to which class is open to Organisations which are supportive of the objects of the Association and which otherwise fulfil the requirements for admission to Provisional Membership from time to time determined by the Board.
- 5.3 Subject to clause 5.4, Full Members, Group Members and Provisional Members shall enjoy all of the usual rights of membership, including without limitation:
- (a) The right to receive notices of meetings of the members of the Association; and
  - (b) The right to attend, be heard, and vote at, meetings of the members of the Association.

- 5.4 In addition to usual rights of membership under clause 5.3, and notwithstanding any other provision, only Full Members and Group Members shall have the right under and in accordance with this Constitution to nominate persons to stand for election to the Board.
- 5.5 Provisional Membership shall be granted only for a period of 2 years upon expiry of which:
- (a) the Board may determine that it will admit the Provisional Member as a Full Member, if Provisional Member has fulfilled the requirements for Full Membership;
  - (b) the Board may determine to extend the period of Provisional Membership of the Provisional Member for a maximum of one further period of 2 years , if Provisional Member has not fulfilled the requirements for Full Membership; or
  - (c) the Provisional Membership shall lapse and the Provisional Member shall cease to be entitled to the rights of Provisional Membership under this Constitution.

### **(Non-Voting) Affiliates**

- 5.6 Subject to paying all amounts due and fulfilling all other requirements for admission as an Affiliate as determined from time to time by the Board, a person may be admitted as an Affiliate of the Association, in which case they:
- (a) shall be entitled to information and services from time to time determined by the Board, or its duly authorised delegate, to be available to Affiliates;
  - (b) for the avoidance of doubt shall not enjoy the rights of the membership enjoyed by Full Members and Provisional Members of the Association under this Constitution; and

### **Application for membership**

- 5.7 The following provisions apply in respect of admission of persons for membership of the Association:
- (a) An Organisation that is supportive of the objects of the Association may apply for membership to one of the classes of Members referred to in clause 4.2;
  - (b) application for membership must be in writing in the form set out in Appendix 1 or as otherwise determined from time to time by the Board and must be lodged with the Secretary of the Association in the manner determined from time to time by the Board;
  - (c) as soon as practicable after the receipt of an application, the Secretary must refer the application to the Board;
  - (d) the Board must determine whether to approve or reject the application;
  - (e) if the Board approves an application for membership, the Secretary must:

- (i) notify the applicant in writing, with as little delay as possible, of the approval for membership; and
  - (ii) request payment by the applicant of the sum payable under this Constitution as the entrance fee and the first year's annual subscription which shall be payable by the applicant within 28 days after receipt of the notification;
  - (iii) within 28 days after receipt of the amounts referred to in clause 5.7(e)(ii), enter the applicant's name in the register of members;
- (f) if the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected; and
- (g) A person who has been, but later ceased to be, a member must not be readmitted to membership unless he or she complies with the requirements of this Constitution in respect of nomination for and admission to membership.

### **Rights and entitlements of members**

- 5.8 An applicant for membership becomes a member and is entitled to exercise the rights of the relevant class of membership to which they are admitted when the applicant's name is entered in the register of members. In this regard:
- (a) The members of the Association agree to be bound by the provisions of this Constitution and of all by-laws promulgated by the Board in accordance with this Constitution.
  - (b) For so long as a member abides by the provisions of this Constitution, the member shall enjoy the rights and privileges of membership under this Constitution and the Act.
  - (c) All Members have all of the rights of membership provided in this Constitution.
- 5.9 Every Full Member and every Provisional Member may appoint a natural person as a Representative to exercise all or any of the powers of the member under this Constitution or otherwise at law subject to the following provisions:
- (a) the appointment may be a standing one;
  - (b) the appointment may set out restrictions on the Representative's powers;
  - (c) if the appointment is to be by reference to a position held, the appointment must identify the position; and
  - (d) a member may appoint more than 1 Representative but only 1 Representative may exercise the body's powers at any one time.
- 5.10 A right, privilege, or obligation of a person by reason of membership of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

## **Entrance and Annual Subscription Fees**

- 5.11 The entrance fee and the annual subscription for each class of membership (i.e. Full Members and Provisional Members) and for Affiliates shall be the relevant amount set out in Appendix 4 or such other amounts as may be determined by resolution of the Board from time to time.
- 5.12 The annual subscription is payable in advance on or before 1 July in each year.

## **6 Register of members**

- 6.1 The Secretary must keep and maintain a register of members containing:
- (a) the name and address of each member;
  - (b) the date on which each member's name was entered in the register;
  - (c) the details of the Representative for the Member appointed under clause 5.9; and
  - (d) the date the Member ceased to be a Member of the Association, if applicable.
- 6.2 The register is available for inspection free of charge by any Member upon request.

## **7 Ceasing membership**

- 7.1 A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- 7.2 After the expiry of the period in the notice referred to in clause 7.1:
- (a) the member ceases to be a member; and
  - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.
- 7.3 Despite resignation of a member under clause 6.1, such member's liability for any fees, subscriptions or other moneys in arrears at the date of such resignation shall continue until:
- (a) discharged by payment; or
  - (b) such liability is released by the Board, which shall be within the sole discretion of the Board.

## **8 Discipline, suspension and expulsion of members**

- 8.1 Subject to this Constitution, if the Board is of the opinion that an Member or an Affiliate has refused or neglected to comply with this Constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Board may by resolution:
- (a) suspend that Member or Affiliate from the Association for a specified period; or
  - (b) expel that Member or Affiliate from the Association.
- 8.2 A resolution of the Board under clause 8.1 does not take effect unless:
- (a) at a meeting held in accordance with clause 8.3, the Board confirms the resolution; and
  - (b) in the case of expulsion of a Member, if the Member exercises a right of appeal to the Association under this clause, the Association confirms the resolution in accordance with this clause 7.
- 8.3 A meeting of the Board to confirm or revoke a resolution passed under clause 8.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member or the Affiliate in accordance with clause 8.4.
- 8.4 For the purposes of giving notice in accordance with clause 8.3, the Secretary must, as soon as practicable, cause to be given to the Member or the Affiliate a written notice:
- (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the Member or Affiliate (as the case may be), or their representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the Member or the Affiliate that they may do one or both of the following-
    - (i) attend that meeting;
    - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) informing the Member or Affiliate that, if at that meeting, the Board confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 8.5 At a meeting of the Board to confirm or revoke a resolution passed under clause 8.1, the Board must:
- (a) give the Member or Affiliate an opportunity to be heard; and

- (b) give due consideration to any written statement submitted by the Member or Affiliate; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- 8.6 In the case of expulsion of a Member, if at the meeting of the Board, the Board confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that it wishes to appeal to the Association in general meeting against the resolution.
- 8.7 If the Secretary receives a notice under clause 8.6, he or she must notify the Board and the Board must convene a general meeting of the Association to be held within 30 days after the date on which the Secretary received the notice.
- 8.8 At a general meeting of the Association convened under clause 8.7:
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the member, or his or her representative, must be given an opportunity to be heard; and
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **9 Disputes and mediation**

- 9.1 The grievance procedure set out in this clause applies to disputes under this Constitution between:
  - (a) a member and another member; or
  - (b) a member and the Association.
- 9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 9.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 9.4 The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:

- (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
- (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

9.5 A member of the Association can be a mediator.

9.6 The mediator cannot be a member who is a party to the dispute.

9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

9.8 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

9.9 The mediator must not determine the dispute.

9.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **10 Annual general meetings**

10.1 The Board may determine the date, time and place of the annual general meeting of the Association.

10.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

10.3 Subject to the requirements of the Act, the ordinary business of the annual general meeting shall be:

- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
- (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year; and
- (c) to elect the Board; and
- (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

10.4 The annual general meeting may conduct any special business of which notice has been given in accordance with this Constitution.

## **11 Special general meetings**

- 11.1 In addition to the annual general meeting, any other general meetings may be held in the same year.
- 11.2 All general meetings other than the annual general meeting are special general meetings.
- 11.3 The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 11.4 If, but for this clause, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- 11.5 The Board must, on the request in writing of 10 Members, convene a special general meeting of the Association.
- 11.6 The request for a special general meeting in clause 11.5 must:
- (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- 11.7 If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 11.8 If a special general meeting is convened by members in accordance with this clause, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.
- 11.9 No business other than that set out in the notice convening the meeting shall be transacted as the special general meeting.

## **12 Special business**

- 12.1 All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under this Constitution as ordinary business of the annual general meeting, is deemed to be special business.

## **13 Notice of general meetings**

- 13.1 The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time

of the meeting and the nature of the business to be conducted at the meeting.

13.2 Notice may be sent:

- (a) by prepaid post to the address appearing in the register of members; or
- (b) if the member requests (which may be a standing request), by:
  - (i) facsimile transmission; or
  - (ii) electronic transmission.

13.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

13.4 A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting, but such notification must not be proposed less than 7 days before the date fixed for the annual general meeting.

## **14 Quorum at general meetings**

14.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under this Constitution to vote is present at the time when the meeting is considering that item.

14.2 The lesser of:

- (a) 10 Members; and
- (b)  $1/6^{\text{th}}$  of the total number of Members of the Association, present in person (including Representatives appointed under clause 5.9 for Organisational Members) shall constitute a quorum for the conduct of the business of a general meeting.

14.3 If, within an hour after the appointed time for the commencement of a general meeting, a quorum is not present:

- (a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
- (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

14.4 If at the adjourned meeting the quorum is not present within an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

## **15 Presiding at general meetings**

- 15.1 The Chair, or in the Chair's absence, the Deputy Chair, shall preside as Chairperson at each general meeting of the Association.
- 15.2 If the Chair and the Deputy Chair are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

## **16 Adjournment of meetings**

- 16.1 The person presiding a general or special general meeting may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 16.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 16.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with clause 13.
- 16.4 Except as provided in clause 16.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **17 Voting at general meetings**

- 17.1 Upon any question arising at a general meeting of the Association, a Member has one vote only.
- 17.2 All votes must be given personally or by proxy.
- 17.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 17.4 A Member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

## **18 Ballot at general meetings**

- 18.1 A question arising at a general meeting shall be determined on a show of hands of the Full Members and Provisional Members present unless before or on the declaration of the show of hands, a ballot is demanded.
- 18.2 If at a meeting a ballot on any question is demanded:
  - (a) by not less than 3 Members; or
  - (b) the Chairperson,

it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the ballot shall be deemed to be a resolution of the meeting on that question.

- 18.3 A ballot that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a ballot that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

## **19 Manner of determining whether resolution carried**

19.1 If a question arising at a general meeting of the Association is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been:
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association,
- (c) is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **20 Proxies**

20.1 In addition to the right to appoint a Representative under clause 5.9, each Member is entitled to appoint a member of the Board, or the Representative of another Member, as a proxy to attend and vote at a meeting of the Association.

20.2 Appointment of a proxy must be in writing and must be:

- (a) for a meeting of the Association convened under clause 8.7, in the form set out in Appendix 2; or
- (b) in any other case, in the form set out in Appendix 3;
- (c) delivered or given to the Secretary in person, by post or other means of physical delivery, by facsimile transmission or electronic transmission to the most recent address or number for the Secretary provided to the Members; and
- (d) received no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.

## **21 Board**

21.1 The affairs of the Association shall be managed by the Board.

21.2 The Board:

- (a) shall control and manage the business and affairs of the Association; and
- (b) may, subject to this Constitution, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by general meetings of the members of the Association; and
- (c) subject to this Constitution, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association including the delegation of powers to others by way of policy.

21.3 Subject to section 23 of the Act, the Board shall consist of not less than 3 Elected Directors and not more than 9 Directors comprising:

- (a) Up to 7 Elected Directors; and
- (b) Up to 2 Appointed Directors.

## **22 Process of election of Elected Directors**

22.1 The election of the Elected Directors shall take place at each annual general meeting in the following manner:

- (a) the Board shall by written notice to the Members call for nominations for election to the position of Elected Director, provided that all nominations must:
  - (i) be in writing;
  - (ii) be signed by 2 Full Members;
  - (iii) be signed by the nominee consenting to such nomination; and
  - (iv) be delivered to and lodged with the Secretary by the date specified in the notice calling for nominations, which date shall be at least 21 days prior to the date fixed for the holding of the annual general meeting;
- (b) each Full Member may nominate any number of persons for election as Elected Directors;
- (c) Notwithstanding clause 22.1(b), where practicable the Elected Directors should reflect the geographical spread throughout countries in which the Members are located and accordingly details of the nominations for Elected Director positions should be provided to the Members at or prior to the annual general meeting

- including details of the Members nominating each candidate and the region in which they ordinarily reside;
- (d) at the annual general meeting, the Members shall vote on each nomination, whether by show of hands or on a ballot, to determine the results of the election of Elected Directors; and
  - (e) If insufficient nominations are received to fill all vacancies on the Board, further nominations may be received at the annual general meeting.

## **23 Elected Directors**

- 23.1 Subject to this Constitution, each Elected Director shall hold office until the annual general meeting at which that Director must retire from office under clause 22.2, but is eligible for re-election for up to a maximum of 12 consecutive years.
- 23.2 There shall be a rotational system of 2 year terms of office for the Board, so that at each annual general meeting approximately one half of the elected Board and who have served approximately 2 years since they were elected, must retire from office but, provided that they are not disqualified by law from being reappointed, shall be eligible for re-election.
- 23.3 In the event of a casual vacancy occurring in the office of an Elected Director:
  - (a) the Board may appoint a person to fill the vacancy; and
  - (b) Subject to this Constitution, the person so appointed shall continue in place of the Elected Director until the next annual general meeting.
- 23.4 For the purposes of the transition to this rotational system of elections:
  - (a) The election of Directors at the annual general meeting in 2007 shall occur in accordance with the Rules of the Association which were in force immediately prior to the adoption of this Constitution;
  - (b) For the purposes of the annual general meeting in 2008:
    - (i) 4 Directors who were elected at the annual general meeting in 2007 shall continue on the Board as Elected Directors (in this clause the "4 continuing Elected Directors"), as provided by the remaining provisions of this clause 23.4, and 3 positions for Elected Directors shall be declared vacant;
    - (ii) the Board shall, prior to the 2008 annual general meeting, determine by agreement which 4 of their number shall be the 4 continuing Elected Directors, continuing on the Board for a further 12 months from the annual general meeting in 2008;
    - (iii) If the Directors are unable to reach such agreement, then the question shall be determined by the drawing of lots at a

meeting of the Directors held at least 3 months before the 2008 annual general meeting;

- (iv) All of the Directors other than the 4 continuing Elected Directors shall retire at the annual general meeting in 2008 but shall be eligible to stand for re-election, or to be appointed to the Board under clause 24;
- (c) For the purposes of the annual general meeting in 2009:
  - (i) the 4 continuing Elected Directors referred to in this clause shall stand down;
  - (ii) 4 positions for Elected Directors shall be declared vacant; and
  - (iii) The 4 continuing Elected Directors referred to in this clause shall be eligible to stand for re-election, or to be appointed to the Board under clause 24; and
- (d) At the annual general meeting in 2010 there shall be 3 vacant Elected Director positions and thereafter there shall be alternately 4 and then 3 vacant positions for Elected Directors at each annual general meeting such that each Elected Director serves for a period of 2 years.

## **24 Appointment of Appointed Directors**

- 24.1 The Board may, in its discretion, and from time to time, appoint up to a maximum of 2 Directors (Appointed Directors) to serve at any one time, on the basis that they are persons whose background, skills and/or experience may be thought prudent or necessary to enhance the ability of the Board to better discharge its role and the legal duties and responsibilities of the Directors.
- 24.2 Each Director appointed under the previous clause shall serve for a term for a period of 2 years from the date of their appointment, but shall be eligible for reappointment for up to a maximum of 12 consecutive years.

## **25 Election of Office Bearers**

- 25.1 The Board shall meet as promptly as reasonably practicable after each annual general meeting to elect from amongst its own numbers the following office bearers:
  - (a) a Chair;
  - (b) a Deputy Chair;
  - (c) a Treasurer; and
  - (d) a Secretary.

25.2 The election of office bearers shall take place in accordance with the following provisions:

- (a) all Elected Directors will be eligible for election to any of the office bearer positions listed in clause 25.1, except for any Elected Director or Directors who expressly indicate that they do not wish to be considered for any or all such positions;
- (b) The Appointed Directors shall be eligible for election to the positions of Treasurer or Secretary, but not Chair or Deputy Chair unless the members at the immediately prior annual general meeting have agreed by resolution that one or more Appointed Directors should be eligible for the position of Chair or, as the case may be, Deputy Chair;
- (c) the election of the Chair will be conducted first and will be held by secret ballot, unless only one Elected Director wishes to be considered for election to this office, in which case that Director will be considered automatically elected as Chair;
- (d) in the case of more than one Elected Director wishing to be considered for the position of Chair, the Elected Director who obtains a simple majority of votes from the Board shall be considered elected to the position of Chair;
- (e) if the outcome of the secret ballot in clause 25.2(c) is a tie, a further secret ballot shall be conducted between the tied Directors and the Director who obtains a simple majority of votes shall be elected to the position of Chair, and if the outcome of the further secret ballot is also a tie, the result will be determined by drawing lots;
- (f) Subject to the next following paragraph, once the Chair has been elected, the provisions of clause 25.2(a) to 25.2(d) (inclusive) shall apply with necessary modifications, in relation to the election respectively of a Deputy Chair, the Treasurer and the Secretary (in that order); and
- (g) Notwithstanding any other provision, a Director may at any one time occupy only one of the office bearer positions referred to in this clause (Chair, Deputy Chair, Treasurer or Secretary) and so once elected to, and whilst occupying, an office bearer position is no longer eligible for election to any other office bearer position.

25.3 In the event of a casual vacancy in the position of Chair, Deputy Chair, Treasurer or Secretary, the Board may elect one of its Directors to the vacant position and the Director appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

## **26 Vacancies**

- 26.1 The office of Director of the Board, becomes vacant if the Director:
- (a) ceases to be a member of the Association; or
  - (b) becomes an insolvent or under external administration within the meaning of the *Corporations Act*; or
  - (c) becomes legally incapable of carrying out the office; or
  - (d) resigns from office by notice in writing given to the Board.

## **27 Meetings of the Board**

- 27.1 The Board must meet at least 3 times in each year at such place and such times as the Board may determine.
- 27.2 Special meetings of the Board may be convened by the Chair or by any 3 members of the Board.

## **28 Notice of Board meetings**

- 28.1 Written notice of each Board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.
- 28.2 Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## **29 Quorum for Board meetings**

- 29.1 A quorum for the conduct of the business of a meeting of the Board is a simple majority of the Directors comprising the Board at the time of the meeting.
- 29.2 No business may be conducted unless a quorum is present.
- 29.3 If within an hour of the time appointed for the meeting a quorum is not present:
- (a) in the case of a special meeting; the meeting lapses;
  - (b) in any other case; the meeting shall stand adjourned to the place and time and day in the following week which is convenient to the members of the Board.
- 29.4 The Board may act notwithstanding any vacancy on the Board.
- 29.5 The Board may expressly delegate some of its powers to:
- (a) a subcommittee consisting of members or other persons considered appropriate by the Board; or
  - (b) an employee of the Association.

- 29.6 A subcommittee or employee may only exercise delegated powers in the way the Board decides.
- 29.7 A subcommittee may elect a Chairperson of its meetings. If a Chairperson is not elected, or if the Chairperson is not present within 10 minutes after the time fixed for a meeting, those members of the subcommittee present may choose 1 of their number to be Chairperson of the meeting.
- 29.8 A subcommittee may meet and adjourn as it considers appropriate.

### **30 Presiding at Board meetings**

- 30.1 At meetings of the Board:
- (a) the Chair or, in the Chair's absence, the Deputy Chair presides; or
  - (b) if the Chair and the Deputy Chair are absent, or are unable to preside, the Directors present must choose one of their number to preside.

### **31 Voting at Board meetings**

- 31.1 Questions arising at a meeting of the Board shall be determined on a show of hands or, if a Director requests, by a ballot taken in such manner as the person presiding at that meeting may determine.
- 31.2 Each Director present at a meeting of the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **32 Removal of Board member**

- 32.1 The Association in general meeting may, by resolution, remove any Director before the expiration of the Director's term of office and appoint another Director in his or her place to hold office until the expiration of the term of the first-mentioned Director.
- 32.2 A Director who is the subject of a proposed resolution referred to in clause 32.1 may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 32.3 The Secretary or the Chair may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

### **33 Minutes of meetings**

- 33.1 The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at Board meetings.

## **34 Employment of staff**

- 34.1 The Board may determine from time to time the role, structure and delegated authority of one or more employed positions within the Association (such as, for example, the position of chief executive officer);
- 34.2 The Board may, upon terms and conditions and with any restrictions they see fit, confer on any such employed positions within the Association any of the powers that the Directors can exercise.
- 34.3 The Board may revoke or vary:
- (a) an appointment; or
  - (b) any of the powers conferred on an executive officer.

## **35 Funds**

- 35.1 The Board, either through a finance subcommittee, a nominated Director or such employee/s of the Association must:
- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 35.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by:
- (a) two members of the Board; or
  - (b) one member of the Board and any executive officer appointed by the Board, provided that the signing of same falls within the Board's delegation.
- 35.3 The funds of the Association shall be derived from entrance fees, annual subscriptions, contributions, donations, grant and such other sources as the Board determines.

## **36 Seal**

- 36.1 The common seal of the Association must be kept in the custody of the Secretary.
- 36.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or one member of the Board and of the public officer of the Association.
- 36.3 Subject to 35.2, any other document which may be executed by a means which does not require affixing a seal may be executed by the chief executive officer of the Association provided that the signing of same falls within the Board's delegation.

## **37 Notice to members**

- 37.1 Except for the requirement in clause 13, any notice that is required to be given to a member, by or on behalf of the Association, under this Constitution may be given by:
- (a) delivering the notice to the member personally; or
  - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
  - (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
  - (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

## **38 Winding up**

- 38.1 In the event of Australasian Therapeutic Communities Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for profit or gain of its individual members.
- 38.2 In the event of the Australasian Therapeutic Communities Association being dissolved or if its endorsement as a deductible gift recipient is revoked, the following assets remaining after payment of its liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made-
- 38.2.1 Gifts of money or property for its principal purpose.
  - 38.2.2 Contributions made in relation to an eligible fundraising event held for its principal purpose, and
  - 38.2.3 Money received because of such gifts and contributions.

## **39 Custody and inspection of books and records**

- 39.1 Except as otherwise provided in this Constitution, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 39.2 Subject to this Constitution, the Board shall determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Association or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Association except as provided by law or authorised by resolution of the Board.

## **40 Teleconference meeting of the Board**

- 40.1 For the purpose of this Constitution the contemporaneous linking together by telephone, radio or other form of instantaneous audio or audio and visual communication of a number of Directors constituting not less than the quorum required for the purpose of this Constitution whether or not one or more of the Directors is outside the Commonwealth of Australia shall be deemed to constitute a meeting of the Board and all the provisions of this Constitution as to the meetings of the Board shall apply to such meeting so long as the conditions set out in clause 40.2 are met.
- 40.2 The conditions referred to in clause 40.1 are that:
- (a) all the Directors for the time being entitled to receive notice of a meeting of the Board shall be entitled to notice of the meeting to be conducted by telephone, radio or other form of instantaneous audio or audio and visual communication;
  - (b) notice of any such meeting shall be given in accordance with clause 27;
  - (c) each of the Directors taking part in the meeting shall be linked by telephone, radio or other form of instantaneous audio or audio and visual communication and must throughout the meeting be able to hear each of the other Directors so taking part;
  - (d) at the commencement of the meeting each Director must acknowledge his/her presence to all the other Directors taking part; and
  - (e) if the Secretary is not present at the meeting one of the Directors so present shall take minutes of the meeting.
- 40.3 A Director may not leave a meeting conducted pursuant to the clause 39 by disconnecting his or her telephone, radio or other form of communication unless he/she has previously obtained the express consent of the Chair of the meeting.
- 40.4 A Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone, radio or other form of instantaneous audio or audio and visual communication unless they have previously obtained the express consent of the Chair of the meeting to leave the meeting.
- 40.5 A minute of the proceedings at a meeting held by telephone, radio or instantaneous audio or audio and visual communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified on a correct minute by the Chair of the meeting or by the Deputy Chair if present at the meeting.

## **41 By-laws**

- 41.1 The Board may, by resolution of the Board, make or adopt by-laws with respect to any matter or thing for the purposes of giving effect to any provision of this Constitution or generally for the purposes of carrying out

the objects of the Association, which by-laws shall be binding on the members, provided that to the extent of any inconsistency, this Constitution shall prevail over all such by-laws.

## **42 Alteration of this Constitution**

This Constitution and the objects of the Association must not be altered except in accordance with the Act.

## APPENDIX 1

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### APPLICATION FOR MEMBERSHIP OF AUSTRALASIAN THERAPEUTIC COMMUNITIES ASSOCIATION INC

..... (hereinafter referred to as **Applicant**), of

*(name of applicant Organisation)*

*(address)*

.....desires to become a member of Australasian Therapeutic Communities Association Inc (**Association**)

In the event of admission of the Applicant as a member of the Association, it agrees to be bound by the Constitution of the Association for the time being in force.

.....

Signature of duly authorised person for and on behalf of the Applicant

Date

I,..... , a member of the Association,

*(name)*

nominate the applicant, for membership of the Association.

.....

Signature of Proposer

Date

I,..... , a member of the Association, second

*(name)*

the nomination of the applicant, for membership of the Association.

.....

Signature of Secunder

Date

## APPENDIX 2

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### FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 7.7

I, .....

*(name)*

of .....

*(address)*

being a member of .....

*(name of Incorporated Association)*

appoint .....

*(name of proxy holder)*

of .....

*(address of proxy holder)*

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under clause 7.7, to be held on-

.....

*(date of meeting)*

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under clause 7.1).

.....

Signed

Date

## APPENDIX 3

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### FORM OF APPOINTMENT OF PROXY

I, .....

*(name)*

of .....

*(address)*

being a member of .....

*(name of Incorporated Association)*

appoint .....

*(name of proxy holder)*

of .....

*(address of proxy holder)*

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special\* general meeting of the Association to be held on

.....

*(date of meeting)*

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against\* the following resolution (insert details of resolution).

.....

Signed

Date

\* Delete if not applicable

## **APPENDIX 4**

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### **SCHEDULE OF FEES**

#### **FULL MEMBERSHIP:**

The fee for Full Membership is related to the operational budget\* of the Therapeutic Community/ies operated by the member agency.

Less than	\$250,000:	\$220
\$250,001 -	\$500,000:	\$440
\$500,001 -	\$750,000:	\$660
More than	\$750,000:	\$880

**PROVISIONAL MEMBERSHIP: \$220**

**AFFILLIATE MEMBERSHIP: \$110**

\* In this instance operational budget is defined as the combined income from governments, fees raised from residents and fund raising dedicated to the Therapeutic Community.