



Council On The Ageing (Tasmania) Incorporated.

CONSTITUTION

Amended 20 November 2014

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CLAUSE 1: NAME

- 1.1. The name of the Council shall be "Council on the Ageing (Tasmania) Incorporated", hereinafter referred to as "the Council".
- 1.2. The Council may also be referred to by the acronyms "COTA" and "COTA (Tas)".
- 1.3. The office of the Council on the Ageing shall be at 2 St John's Avenue, New Town or at such other place as the Council shall, from time to time, determine.

CLAUSE 2: PURPOSE and OBJECTIVES

- 2.1 The Council values an inclusive community that supports and recognises the contribution of all older people.
- 2.2 To champion the rights and interests of older people in Tasmania, promoting and supporting social inclusion to encourage people to think positively about ageing and older people.
- 2.3 The Council's **Objectives are:**
 - 2.3.1 To represent older Tasmanians as a peak body
 - 2.3.2 To maximise co-operation locally and nationally between service providers and consumer bodies of older people.
 - 2.3.3 To raise community awareness of issues of concern to older people.
 - 2.3.4 To promote policies, practices and services that advance wellbeing and justice for older people.
 - 2.3.5 To meet the requirements of the Funding Bodies being those organisations with which COTA (Tas) has legal contracts to achieve specified outcomes utilising funds provided by those organisations.

CLAUSE 3: POWERS

- 3.1 The Council shall have the power to take such actions which, in its opinion, are necessary or desirable for carrying out its Mission and Objectives, or are in any way incidental thereto and in particular, and without in any way limiting the generality of the foregoing, these can include but are not limited to the following:-
 - 3.1.1 Acquire, hold, deal with and dispose of any real or personal property.
 - 3.1.2 Administer any property or trust.
 - 3.1.3 Open and operate accounts with financial institutions.
 - 3.1.4 Invest its money:-
 - i. in any security in which trust moneys may, by Act of Parliament, be vested
 - ii. in any other manner authorised by its Board in accordance with this Constitution
 - 3.1.5 Borrow and lend money upon such terms and conditions as it thinks fit.

- 3.1.6 Give such security for the discharge of its liabilities as it thinks fit.
- 3.1.7 Facilitate the obtaining of (including acting as agent for any person), products or services of any kind for older people
- 3.1.8 Become a member of a body corporate involved in facilitating the same; and to provide financial accommodation to a body corporate of which the Council is a member.
- 3.1.9 Appoint agents to transact any business on its behalf.
- 3.1.10 Enter into any other contract it considers necessary or desirable.

CLAUSE 4: MEMBERSHIP

- 4.1 Organisations, other than a political party or branch or subsidiary of a political party, with a commitment to the Council's Vision, Purpose and Objectives shall be eligible to be members of the Council. They shall be known as Organisational Members
 - 4.1.1 All organisational members at the commencement of their membership shall nominate in writing **one** official representative who thereupon shall be the sole representatives of that organization for the purpose of membership of the Council. An official representative may be changed with the written advice.
- 4.2 Individuals with a commitment to the Council's Vision, Purpose and Objectives shall be eligible for Membership. They shall be known as Individual Members.
- 4.3 Individuals who have rendered outstanding service to the Council and/or the aged community may be admitted as Honorary Life Members on invitation of the Board.
- 4.4 Organisational Members, Individual Members and Honorary Life Members shall have the right to vote in Council elections and at General Meetings of the Council. Each Organisational Member, Individual Member or Honorary life member shall have one vote. They may also have such further rights as the Board may determine from time to time.
- 4.5 Individual Members and Honorary Life Members shall have the right to stand for election or appointment to the Board as provided in 5.1.1 and 5.1.4

4.6 Application for Membership

- 4.6.1 Application for membership shall be made in writing in a manner determined by the Board from time to time.
- 4.6.2 Entry into Organisational membership shall be subject to approval by the Board of Directors. Approval shall not be withheld unreasonably. Membership shall date from date of approval, provided that an applicant seeking to use service from COTA (Tas) shall receive that service when the CEO is satisfied that the requirements for membership are met.
- 4.6.3 Entry into Individual Membership shall be effective from the date of receipt of membership fees, and shall be subject only to the receipt of such fees.

4.6.4 The Chief Executive Officer is to be responsible for the maintenance of a Register of Members.

4.7 Membership Fees

Membership fees may be levied as determined by the Board from time to time.

4.8 Termination of Membership

4.8.1 A member may resign in writing to COTA (Tas) at any time.

4.8.2 A membership shall be terminated upon a unanimous decision of the Board that the member has:-

- i. brought the Council into disrepute
- ii. acted in serious contravention of the Mission or objectives of the Council OR
- iii remained unfinancial for three months after the membership renewal date.

4.8.3 A member shall be advised in writing of termination of membership and shall have the right to ask the Board to reconsider its decision. The ultimate decision of the Board shall be final.

CLAUSE 5: BOARD

5.1 Board Members. The exercise of the powers of the Council under this Constitution and in general at law shall be in the hands of a Board constituted as defined in 5.1.

5.1.1 The Board of the Council shall consist of not more than 12 Directors of whom ten shall be elected by members at the Annual General Meeting, or appointed in accordance with 5.1.5. A further 2 Directors may be appointed by the elected Directors for a term. Eligibility for election or appointment is as defined in 4.5

5.1.2 The term of office of Directors (both elected and appointed according to 5.1.1) shall be two years subject to the provisions of 5.1.3. Directors may serve no more than three successive terms. After a break of at least one year they may stand for re-election or re-appointment. For the purposes of this clause two years shall be taken as the period between the Annual General Meeting of election, or the time of appointment, and the second Annual General meeting subsequent to election or appointment.

5.1.3 As far as possible election of Directors shall be phased so that half are elected each year. Should a number greater than 5 be elected at an Annual General Meeting and one or more of those have not served in the previous year the initial term of the new member receiving the least votes shall be one year.

5.1.4 Should a Director cease to be a Director prior to the end of term of office, for any reason, the Board may appoint as a Director a Council Member as defined in 4.5. The appointee will be eligible to serve the remainder of the original member's term. For the purposes of 5.1.2 the remainder of the term being served shall be counted as a full term.

5.1.5 The process of nomination for election shall be determined by the Board from

time to time provided that:-

- a) it shall be conducted by a Returning Officer appointed at least two months prior to the Annual General Meeting by the Board.
- b) nominations shall be open for at least 14 days and shall close on a date that allows for dispatch to Council members of names of nominees, and their supporting statements, with the notice of Annual General Meeting specified in 7.2.
- c) each nomination shall be signed by two members making the nomination and by the nominee to indicate acceptance of nomination and shall be accompanied by the nominee's supporting statement of suitability for election.

5.2 Removal from Office

5.2. A Director shall be removed from office upon a decision by a majority of the other Directors that the Director has:-

- a) been convicted of a criminal offence that can reasonably be regarded as likely to cause concern among funding bodies or the community regarding the probity of COTA (Tas) governance
- b) brought the Council into disrepute through any act or failure to act
- c) acted in contravention of the Mission or Objectives of Council
- d) become unable to carry out the responsibilities of a Board member due to incapacity or other cause persisting or reasonably expected to persist for more than three months, OR
- e) failed to attend three or more consecutive meetings of the Board or half or more of the total meetings of the Board in any one year without due cause or without leave having been granted by the Board.

5.3 Office Bearers

At the first Board meeting after an Annual General Meeting the Directors shall elect from among their number:-

- i. a President
- ii. a Vice President
- iii. a Treasurer
- iv. a Minute Secretary

5.4 Board Committees

54.1 There shall be an Executive Committee comprising the President, the Vice President, the Treasurer, and one other Director elected at the first Board meeting after the Annual General Meeting. The Executive Committee shall have the authority to make any decisions normally within the authority of the Board in case of emergency or urgency such that in the opinion of the Chairman the delay in calling a Board meeting would be likely to be prejudicial to the Councils interests or in such other special circumstance as the Board might specify from time to time.

5.4.2 All the decisions of the Executive Committee shall be reported to the next Board

meeting or to all Board members immediately if deemed desirable by the Chairman.

5.4.3 The Board may appoint such committees as it determines necessary provided that they shall be given terms of reference and an operational period. Such committees shall not be granted authorities to make decisions normally within the authority of the Board.

5.5 Board Meetings There shall be at least one Board meeting held in each calendar quarter of the period between Annual General Meetings

5.5.1 All Directors shall be provided with at least 14 days notice of the time and place of the next Board meeting. If a schedule of forthcoming meetings has been provided to each Board member this shall be regarded as having been sufficient notice.

5.5.2 At a Board meeting which is attended by all Directors for which less notice than provided for in 5.5.1 has been given the Board may resolve to proceed as though due notice had been given.

5.5.3 The meeting agenda and all Board papers relating to agenda items to be considered shall be provided to all Directors not later than 7 days prior to the meeting.

5.5.4 Providing the requirements of 5.5.1, 5.5.2 and 5.5.3 have been met a meeting may be conducted with some or all Directors remote from the formal meeting place being in contact with the meeting by electronic means provided that all Directors are in contact with all other Directors at all times.

5.5.5 It shall be the endeavor of Directors to reach a consensus on each decision but should the matter require voting each member has one vote. There shall not be a casting vote. A tied motion will be regarded as lost.

5.5.6 A quorum shall be half the number of Directors plus one.

5.5.6.(i) If a quorum is not present within 30 minutes of the time specified for the meeting the Directors shall proceed with the meeting with all recommendations to be ratified at the next meeting

5.5.7 In the absence of the President the Vice President shall preside.

5.5.8 Transmission of notices of meetings and documents as defined in 5.5.1, and 5.5.3, may be effected by the mailing of printed documents or by electronic means provided that the recipient is equipped for receipt of such electronic transmission.

CLAUSE 6. CHIEF EXECUTIVE OFFICER.

6.1 The Board shall appoint a Chief Executive Officer on such terms and conditions as it may determine from time to time. The Chief Executive Officer shall be responsible for the implementation of policies and procedures as determined from time to time and the operational management of Council activities.

6.2 The Chief Executive Officer shall develop and submit to the Board operational plans and budgets in a manner and to a timetable determined by the Board from time to time.

6.3 The Chief Executive Officer shall be responsible for the implementation of plans and budgets approved by the Board and shall report to the Board on the

outcomes in a manner determined by the Board from time to time.

- 6.4 The Board from time to time shall define authorities to be vested in the CEO for the expenditure of Council funds and the committal of the Council to contractual arrangements without the requirement of previous reference to the Board.
- 6.5 The Chief Executive Officer shall act as Public Officer of the Council.
- 6.6 The Chief Executive Officer shall be responsible for the provision of administrative services to the Board.

CLAUSE 7. GENERAL MEETINGS OF COUNCIL MEMBERS

- 7.1 At a General Meeting of Members the President shall preside provided that in the absence of the President the Vice President shall preside.
- 7.2 All members shall be notified in writing of the time, date and place of the meeting at least 4 weeks prior to the meeting. The notice shall be accompanied by the agenda and details of the motions to be submitted. Such notices and documents may be effected by mailing of printed documents or by electronic means provided that the recipient is equipped for receipt of such transmission.
- 7.3 A Member, unable to attend a General Meeting, may be granted a proxy to act on the Member's behalf in all matters, provided the Member applies for a Proxy in writing in such manner as may be determined by the Board from time to time.
- 7.4 A quorum shall be twenty members present at the meeting or represented by proxies as defined in 7.3.
 - 7.4.1 Should a quorum not be present within 30 minutes of the time specified for the meeting the meeting shall be adjourned to a date, time and place within 14 days of the adjourned meeting and all members advised immediately in writing of the new time date and place.
 - 7.4.2 If a quorum is not present at the resumed meeting within thirty minutes the meeting shall proceed as if there was a quorum present.
- 7.5 Unless otherwise specified, in relation to certain items of business, within this Constitution a decision shall be carried by a simple majority of members present at the meeting or represented by proxies. The Chair shall not have a casting vote in addition to a normal vote and a tied vote shall be lost.

7.6 Annual General Meetings

- 7.6.1 An Annual General Meeting shall be held each year not later than 30th November.
- 7.6.2 All reports and other business papers shall be forwarded with the notice of meeting specified in 7.2
- 7.6.3 The agenda of the Annual General Meeting shall be:-
 - i. Apologies
 - ii. Confirmation of the minutes of the previous Annual General Meeting.

- iii. Confirmation of the minutes of any General Meetings held since the previous Annual General Meeting.
- iv. Adoption of the Chairman's Report.
- v. Adoption of the CEO's Report
- vi. Adoption of the Audited Financial Report
- vii. Election of Directors.
- viii. Any items of General Business submitted by the Board or any other matters accepted by the Chairman.
- ix Appointment of auditor.

7.7 Special General Meetings

- 7.7.1 A Special General Meeting shall be convened by decision of the Board or following receipt by the CEO of a written request to convene a Special Meeting signed by at least 30 members and specifying the resolution to be proposed.
- 7.7.2 The Board shall decide the date time and place of the Special Meeting which in the case of a meeting requested by 30 members as specified in item 7.7.1 shall be within 8 weeks of receipt of request by the CEO. All details shall be advised to members in keeping with 7.2
- 7.7.3. The resolutions of a Special Meeting shall be binding on the Board.

CLAUSE 8 FINANCE.

- 8.1 The financial year of the Council shall be from the first day of July to the thirtieth day of June each year.
- 8.2 The income, property and funds of the Council shall be solely under the control of the Council and shall be used solely for the promotion of the Mission and Objectives of the Council
- 8.3 Income, property and funds of the Council shall not be paid or transferred to any members of the Council, or to their direct interest; provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any person in return for services actually rendered to the Council, or to reimburse any person for expenses properly incurred on the Council's behalf.
- 8.4 The Treasurer shall ensure that:-
 - 1. monies received by the Council are paid into accounts authorised by the Board
 - ii. payments from the Council's funds shall be properly authorised in accordance with procedures set out by the Board
 - iii. a true and fair accounts and records of all the Council's financial transactions and affairs are properly maintained at the office of the Council or such other place as the Board may decide

1v. All cheques, drafts, bills of exchange, promissory notes and electronic funds transfers, shall be signed, drawn, accepted or endorsed for and on behalf of the Council by any two of the following:- the President, Treasurer, CEO and one other Director nominated by the Board from time to time.

8.5 Members of the Board and Committees, employees of the Council and other persons authorised by the Board shall be indemnified out of the assets of the Council against any personal loss in respect of any pecuniary liability incurred as a result of approved activities carried out on behalf of the Council.

8.6 The accounts of the Council including a Balance Sheet and Profit and Loss Statements and expenditure for all activities of the Council shall be audited annually by an auditor who is registered by Corporate Affairs as a company auditor in a manner and at a time such that an audited set of accounts may be presented to members of Council at the Annual General Meeting.

8.7 Auditor.

8.7.1 At each Annual General Meeting of the Council the members present shall appoint a person registered by Corporate Affairs as a company auditor, as Auditor of Council

8.7.2 A person so appointed shall hold office until the Annual General Meeting of the following year and is eligible for re-appointment.

8.7.3 If an appointment is not made at the Annual General Meeting, the Board shall appoint an Auditor for the then current financial year.

8.7.4 An auditor may only be removed from office by a resolution of the Board.

8.7.5 If a casual vacancy occurs in the office of Auditor during the course his term of office the Board shall appoint another auditor.

8.7.6 The Treasurer shall ensure that all accounts and books are available to the auditor and shall take all reasonable steps to ensure that the Auditor is enabled to exercise his professional responsibilities without hindrance.

CLAUSE 9 COMMON SEAL.

9.1 The Board shall ensure the provision and safe custody of the Council's Common Seal.

9.2 The Common Seal shall be affixed to any document only by resolution of the Board or in case of urgency by the Executive Committee.

9.3 The affixing of the seal shall be countersigned by any two members of the Executive Committee.

CLAUSE 10 INTERPRETATION.

The Board shall be the sole authority for interpretation of the Constitution and the decision of the Board on any question of interpretation shall be final and binding.

CLAUSE 11 ALTERATION.

- 11.1 This constitution may be repealed or amended by special resolution at an Annual General Meeting or at a Special General Meeting called for that purpose as provided in Clause 7.
- 11.2 The Special Resolution shall require a majority of two thirds of those present, or represented by proxies, and voting to be passed.

CLAUSE 12 DISSOLUTION

- 12.1 The Council may be dissolved if a resolution to that effect is carried in the same manner as is specified to alter the Constitution in 11.
- 12.2 Any resolution to dissolve the Council must include provision that prior to the date of dissolution the liabilities and debts of the Council shall be so far as is possible paid in full and that any balance of assets of the Council shall be distributed among such organisations as the Council may decide provided that such organisations are approved under section 78(1)(a) of the Income Tax Assessment Act.