

(A44374)

RULES

OF

IN HOME HOSPICE CARE INC

September 2021



Compassionate Care in your Community

1. Name

The name of the incorporated association is In Home Hospice Care Inc, referred to herein as 'the association'.

2. Definitions

In these Rules, unless the contrary intention appears:

'Committee' means the committee of management of the association;

'General meeting' means a general meeting of members of the association convened in accordance with these rules;

'Member' means a member of the association;

'Month' shall mean a calendar month;

'Special Resolution' means a special resolution defined in the Act;

'the Act' means the Associations Incorporation Act 1985;

'the Regulations' means Associations Incorporation Regulations 2008;

"Financial Year" means the year ending 30 June

"Secretary of an Association" is a reference – if a person holds office under the Rules as Secretary of the Association – to that person; and in any other case, to the public officer of the Association.

3. Objects or purposes of the association

The objects of the association are:

1. To provide non-medical hospice care for the Mount Gambier and District community to ensure people have a choice alongside hospital/home care when faced with a terminal illness;
2. To uphold the fundamental value of human dignity and the right to be cared for with compassion and sensitivity in a safe environment supported by specially trained volunteers in palliative care practice;
3. To provide a not-for-profit service with equality of all patients and their families regardless of age, ethnic origin, religious belief, personal philosophy or financial status;
4. To establish a network of trained volunteers to work closely with palliative care services, hospitals, specialists, doctors, nursing staff and allied health professionals to ensure the holistic person-centred care and
5. With the support of the local community, to provide compassionate care to help meet the needs of those who are dying, as well as the needs of their family and friends.

4 Powers of the association

The association shall have all the powers conferred by section 25 of the Act to further the objects of the association.

5 Membership

5.1 Application for Membership

To apply to become a member of the Association a person must support the objects of the Association and agrees to be bound by its rules. They must:

- a) Submit a written application for membership to the Committee:
 - i. in a form approved by the Committee; and
 - ii. signed by the person applying and both of the members referred to in paragraph (b); and
- b) be proposed by one member and seconded by another member.
- c) The Committee must consider any application made under Clause 5.1 at the next available committee meeting and must accept or reject the application at the meeting or the next.
- d) If an application is rejected, the applicant may appeal against the decision by giving notice to the Chair within 14 days after being advised of the rejection.
- e) If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.
- f) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the association.

5.2 Subscriptions

- a) The subscription fees for membership shall be such sum (if any) as the members shall determine from time to time in the annual general meeting.
- b) Membership is due for renewal prior to the Annual General Meeting each year. or at a time that the committee determines.
- c) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided that the committee may reinstate such a person's membership on such terms as it thinks fit.

5.3 Resignations

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

5.4 Register of members

The Association shall maintain a register of members.

5.5 Expulsion of a member

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

- c) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.5d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d) It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- e) In the event of an appeal under 5.5d above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event, membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

6 The committee

6.1 Powers and duties

- a) The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b) The committee has the management and control of the funds and other property of the association.
- c) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d) The committee shall appoint a public officer as required by the Act.

6.2 Appointment

- a) The committee shall be comprised of a Chairperson, Secretary, Treasurer and up to six committee members, (maximum of nine in all).
- b) The Public Officer will be the primary contact person for the Organisation. The Public Officer must be over 18 years of age and must be a resident of South Australia.
- c) A committee member shall be a natural person.
- d) The first committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the committee, who shall be chosen by ballot, shall retire from the committee.
- e) Committee positions shall be subject to re-election at each AGM.
- f) A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 14 days before the meeting by

delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.

- g) Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- h) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

6.3 Proceedings of committee

- a) The committee shall meet together for the dispatch of business at least 10 times every year for the dispatch of business and may adjourn and otherwise regulate meetings as they see fit.
- b) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote. Please note a casting vote is optional.
- c) A quorum for a meeting of the committee shall be one half of the members of the committee.
- d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

6.4 Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- disqualified from being a committee member by the Act
- expelled as a member under these rules
- permanently incapacitated by ill health
- absent without apology from more than four meetings in a financial year
- no longer the duly appointed representative of a corporate member

7 The seal

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee, and a register of the use of the common seal shall be retained.

The affixing of the seal shall be witnessed by the Chairperson and one committee member.

8 Meetings

8.1 Annual general meetings

- a) The committee shall call an annual general meeting in accordance with the Act and these rules.

- b) The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter on a date determined by the Committee. This date must be no earlier than 1st October and no later than 31st December.
- c) The order of the business at the meeting shall be:
 - the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - the election of committee members
 - the appointment of auditors (if required - see rule 11.5)
 - the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
 - any other business requiring consideration by the association in a general meeting.

8.2 Special general meeting

- a) The committee may call a special general meeting of the association at any time.
- b) Upon a requisition in writing of not less than 5% of the total number of members of the association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month, as required by 8.2b above, the requisitioners, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitioners are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3 Notice of general meetings

- a) Subject to 8.3b, at least 14 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c) A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by email or post to the address appearing in the register of members. (See rule 5.4).
- d) Where a notice is sent by post:
 - the service is affected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - unless the contrary is proved, service will be taken to have been affected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at general meetings

- a) The quorum necessary for the transaction of business shall be more than half the number of members in post on the Committee.
- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c) Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the association.
- d) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

- a) Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- d) A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

8.6 Poll at general meetings

- a) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and ordinary resolutions

- a) A special resolution as defined in the Act.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

9 Minutes

- a) Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, are recorded in writing, and stored securely at the premises of the Association.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10 Dispute resolution

- a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between –
 - a member and another member
 - a member and the association
- b) 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
- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties
- d) In this rule, 'member' includes any person who was a member not more than six months before the dispute occurred.

11 Financial reporting

11.1 Financial year

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

11.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

11.4 Annual returns

The periodic (annual) return shall be lodged with the Consumer and Business Services within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report.

11.5 Appointment of auditor

- a) At each annual general meeting, the members shall appoint a person to be auditor of the association.
- b) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c) If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

12 Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

13 Rules

- a) These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- b) The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- c) The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

14 Winding up

The Association may be wound up in the manner provided for in the Act.

If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the organisation

- contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- money received by the organisation because of such gifts and contributions.

Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting.

Appendix 2

FORM OF APPOINTMENT OF PROXY FOR MEETING OF THE ASSOCIATION
CONVENED UNDER RULE 10.8

I,

of

being a member of In Home Hospice Care Inc

appoint

of

being a member of that Incorporated Association, as my proxy to vote on my behalf at the
annual general meeting of the Association convened under rule 10.8, to be held on

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.

Signed.....

Date.....

Appendix 3

FORM OF APPOINTMENT OF PROXY

I,

of

being a member of In Home Hospice Care Inc

appoint

of

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

and at any adjournment of that meeting.

My proxy is authorised to vote *in favour of / *against the following resolution:

Signed.....

Date.....

**Delete if not applicable*

Appendix 4
SCHEDULE OF FEES

Fee	Amount
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Entrance fee	
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Annual subscription/membership fee	
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