



**PHOENIX SOCIETY
INCORPORATED**

**RULES
AND
REGULATIONS**

October 2007

RULES AND REGULATIONS for the management and conduct of
PHOENIX SOCIETY INCORPORATED under the provisions of the
Associations Incorporation Act 1985 as amended.

PRELIMINARY

- Marginal Notes** 1. THE marginal notes hereto shall not affect the constructions hereof.
2. IN these rules, unless there is something in the subject matter of context inconsistent therewith:
 “The Society” means Phoenix Society Incorporated.
 “The Board” means the Board for the time being of the Society, constituted as hereinafter provided.
 “Board member” means member of the Board.
 “member” includes ordinary, honorary life, associate, Community Service or Corporate member.
 Words importing the singular number include the plural number and vice versa.
- Name** 3. THE name of the Society is “PHOENIX SOCIETY INCORPORATED”.
- Objects** 4. THE objects of the Society are to assist people with varying disabilities, by providing vocational training and employment, to attain an improved quality of life and to foster the welfare of people with disabilities, and to that end may:
- (a) Establish factories, workshops, businesses and training centres wherein members of the Society being people with disabilities can be employed, or can employ themselves in work or activities suitable to their abilities, to make such factories, workshops, businesses and training centres available to such members on such terms as the Board may determine and otherwise to assist such members in their employment or occupations in such manner as the Board may (subject to these Rules) think proper. The Society may not borrow money or mortgage any assets of the Society.
- (b) Purchase lease or otherwise acquire any land buildings or goods, to erect buildings, to sell, improve, manage, develop, exchange, lease, dispose of or turn to account or otherwise deal with all or any of the property assets and rights of the Society.
- (c) Invest any of the moneys of the Society from time to time available for investment in such manner as the Board may determine.
- (d) Raise funds in such manner as the Board may think fit and to make such financial and other arrangements as the Board may consider necessary for carrying out the objects of the Society subject to Clause 4A.
- (e) Consider and promote improvements in the laws, working conditions and general life style, relating to people with disabilities.
- (f) Do all such acts, matters and things as may be incidental or conducive to the more effective carrying out of the foregoing objects or any of them.
- Non-sectarian** 5. THE Society shall be entirely non-partisan in politics and non-sectarian.

FINANCIAL

Members not to share in profits

6. THE income and property of the Society shall be applied solely towards the promotion of the objects of the Society as set out in Clause 4, and no portion thereof shall be paid to transferred directly or indirectly to the members of the Society, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Society or to any member thereof or other person in return for any services actually rendered to the Society nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by banks in Adelaide on overdrawn accounts on money lent, or the payment of a reasonable or proper rent for premises demised or let by any member of the Society, nor to the repayment of out of pocket expenses.

Financial Year

7. THE financial year of the Society shall end on the 30th day of June in each year.

MEMBERSHIP

8. ANY corporation, incorporated association, community organisation or person who is in sympathy with the objects of the Society and applies for membership on a form prescribed by the Board shall on approval of the application by the CEO become a member of the Society provided:
- (a) a corporation or incorporated association may only become a corporate member;
 - (b) a community group may only become a community service member;
 - (c) a person who is disabled in a manner or degree materially affecting the conduct of daily life may become an ordinary member;
 - (d) a person who is not so disabled may only become an associate member.
- 9A. THERE shall be the following classes of membership :
- (i) **Ordinary** - being any person who is disabled in a manner or degree materially affecting the conduct of their daily life.
 - (ii) **Associate** - being any person not so disabled as per Clause 9A(i), but who is in sympathy with the objects of the Society.
 - (iii) **Honorary Life** - being any person appointed to the position of Honorary Life member in accordance with Clause 11 hereof.
 - (iv) **Community Service** - being any Organisation of a community service nature that is sympathetic to the objects of the Society.
 - (v) **Corporate** - being any Corporation and/or business that is sympathetic to the objects of the Society.
 - (vi) A member shall not hold more than one class of membership provided that a member, partner, office bearer or employee of a Corporate or Community Service member may also be an Ordinary, Associate or Honorary Life member.
- 9B. ALL persons who are employed by the Society shall make application for membership of the Society.
- 9C. EACH member including a Corporate or Community Service member shall be entitled to one vote at any General Meeting of the Society.
- 9D. A member may transfer from one class of membership to another without loss of continuity of membership.

MEMBERSHIP (cont)

- Appeals** 10. ANY applicant for membership who is dissatisfied with the Society's failure to approve an application for membership or type of membership may appeal against such failure to the Board in writing whose decision shall be final.
- Honorary Life Members** 11. THE Board may, if it considers that any person has rendered outstanding service to the society, appoint such person an Honorary Life member of the Society.
- Subscriptions** 12A. THE Board shall recommend to the Annual General Meeting of the Society, subscriptions for each class of membership apart from Honorary Life members for the next subscription year commencing on 1st July following the Annual General Meeting PROVIDED that the Board may waive or reduce the subscription for any individual or class of persons if by reason of hardship or other special circumstances it considers it proper to do so.
- 12B. SUBSCRIPTIONS shall be due and payable in advance on the first day of July each year.
- Resignation** 13. ANY member may resign membership by delivering a written resignation to the Society. A member resigning shall remain liable for the subscription for the current year (if unpaid).
- Non-payment of subscription** 14. THE Board may terminate the membership of any member whose subscriptions are more than six months in arrears and thereupon such person shall cease to be a member of the Society, provided that if the Board thinks it proper to do so may reinstate any such person as a member of the Society on such conditions as it thinks fit.
- Termination** 15. THE Board may, if it considers that any member has been guilty of conduct prejudicial to the welfare of the Society, and after such member has been given a reasonable opportunity of explaining his/her conduct, resolve that the membership of the member be terminated, and hereupon the member shall cease to be a member of the Society. There shall however be a right of appeal against such a decision of the Board to the next following Annual General Meeting of the Society and if the appeal is upheld by such General Meeting the appellant shall be reinstated as a member of the Society.
- Board** 16. THE affairs of the Society shall be controlled exclusively by a Board which, in addition to the powers and authorities by these Rules, expressly conferred upon it may exercise all such powers and do all such acts and things as are within the scope of the objects of the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in General Meeting.

MANAGEMENT OF THE SOCIETY

Board

- 17A. THE Board shall consist of a maximum of nine (9) persons.
- 17B. NO employee or staff member may be a member of the Board.
- 17C. (a) THE Board shall at a meeting of the Board held not less than twenty one (21) days prior to the Annual General Meeting in each year resolve the number of positions on the Board for which nominations shall be called.
- (b) ONE third of the members of Board for the time being or, if their number is not three or a multiple of three, then the number nearest one third who have been longest in office shall retire at the Annual General Meeting in each year. As between two or more who have been in office an equal length of time the Board members to retire shall in default of Agreement between them be determined by lot. The length of time a Board member has been in office shall be computed from the date of the most recent election of such Board member.
- (b) (i) ANY Board member shall hold office for a maximum of three (3) consecutive terms.
- (b) (ii) Notwithstanding 17C(b)(i) a Board member who has held office for three consecutive terms may nevertheless be invited to stand for election at an Annual General Meeting for one additional term where the Board unanimously recommends an additional term.
- (c) AT the Annual General Meeting in each year such persons as will fill the number of positions on the Board for which nominations have been called, shall be elected at the Annual General Meeting from the financial members and shall hold office for three years.
- (d) *Subject to the other provisions of these Rules any financial member or any person desiring to become a financial member of the Society including any retiring member of the Board shall be eligible for election to the Board provided they join the Society as a financial member prior to the Annual General Meeting at which their nomination for election is considered."*
- (e) THE Chairperson and Deputy Chairperson of the Board shall be elected by the Board at the meeting of the Board next following the Annual General Meeting in each year. If a Board member holding during the preceding year either of the offices of Chairperson or Deputy Chairperson shall not be re-elected as a Board member at any Annual General Meeting then such officer shall be deemed to be a Board member until the Board Meeting next following such Annual General Meeting and until all offices shall have been declared vacant and thereafter shall no longer be a Board member.

Co-opt members

18. THE Board may from time to time co-opt such persons to assist as it may think fit, but such persons shall be deemed not to be Board members for any purposes under these Rules.

MANAGEMENT OF THE SOCIETY (cont)

- Notice of nominations** 19. NO person (not being a retiring officer or Board member standing again for the same position) shall unless recommended by the Board for election be eligible for election to the Board at any General Meeting unless a member intending to propose the person has at least twenty one (21) days before the meeting left at the office of the Society notice in writing duly signed of candidature and the intention of such member to propose the person, provided however that if at the meeting there are insufficient candidates to fill the vacancies, the meeting may dispense with the foregoing requirement. In the case of a person recommended for election by the Board, no notice shall be necessary. This rule shall also apply to the office of Auditor.
- Election by ballot** 20. IF more candidates are proposed and seconded than there are vacancies to be filled then the election shall be by secret ballot of members present at the meeting and two scrutineers appointed by the Chairperson of the meeting shall count the votes cast and inform the Chairperson of the result, and the Chairperson shall thereupon announce the same to the meeting and declare the successful candidates duly elected.
- Casual Vacancy** 21. ANY casual vacancy occurring in any office of the Society, or in the membership of the Board may be filled by the Board for the remainder of the term.
- Vacation of office** 22. THE office of a Board member shall be vacated if the member -
(a) becomes bankrupt or makes any composition or assignment with or for the benefit of creditors;
(b) dies, or becomes incapable of managing his/her affairs;
(c) resigns office by notice in writing to the Society and such resignation is accepted by the Board;
(d) is absent from three consecutive meetings of the Board without leave of absence and if Board so resolves;
(e) ceases to be a member of the Society.
- Meetings of the Board** 23. THE Board shall meet as and when determined by the Board and may adjourn and otherwise regulate its meetings as it thinks fit.
- Special Meetings** 24. THE Chairperson of the Board or Board members may call a special meeting of the Board whenever they shall consider it necessary to do so.
- Notice of Meetings** 25. SEVEN days' notice at least shall be given of all meetings of the Board PROVIDED that if all Board members agree, a meeting may be called on less than seven days' notice, or without notice.
- Quorum** 26. A quorum for a meeting of Board shall be a majority of the total number of Board members at the time of the particular meeting, excluding those members who have been given leave of absence at a previous meeting for the meeting at which a quorum is sought.
- May act despite vacancies** 27. THE continuing Board members may act notwithstanding any vacancy in the Board, but so that if the number falls below the number fixed by these Rules as a quorum; the Board shall not, except for the purposes of filling vacancies or convening a General Meeting, act so long as the number is below such number so fixed.

MANAGEMENT OF THE SOCIETY (cont)

- Committees** 28. THE Board may by resolution, or by writing under the seal of the Society, delegate any of its powers to committees consisting of such Board members or such other persons as the Board may think fit, and any committee so formed shall in the exercise of the powers so delegated conform to any conditions that may be imposed upon the committee by the Board.
- Expenses may be refunded** 29. THE Board may refund to any Board member, or other member or person, out of the funds of the Society any outlay or expenses properly incurred by such person on behalf of the Society.
- Validation of irregular proceedings** 30. ALL acts done at any meeting of the Board or any committees shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any member or person acting as member of the Board or committee, or that any such member or person was disqualified, be as valid as if every such member or person had been duly appointed and was qualified to be a member of the Board or committee as the case may be.

OFFICERS AND THEIR DUTIES

- Patron** 31. THE Board may appoint any suitable person to be Patron and any suitable persons to be Vice-Patrons of the Society.
- Secretary and Treasurer** 32A. THE Board shall appoint a suitable person or persons to hold the office of Secretary of the Society and Treasurer of the Society. Such persons need not be members of the Board and may receive such remuneration for their services as the Board thinks fit.
- 32B. THE Board shall appoint the Chief Executive Officer to whom it delegates the responsibility of day-to-day management of all aspects of the Society.
- 32C. (a) The duties of the Secretary shall be:
(i) To give due notice of General Meetings of the Society and of meetings of Board.
(ii) To perform such other duties in connection with the administration of the Society as the Board may from time to time direct.
- (b) The duties of the Treasurer shall be:
(i) To cause to be prepared an annual ...
 (a) Income/Expenditure statement
and (b) Balance Sheet
and (c) Statement of Cash Flows
and to present same to the Board prior to the Annual General Meeting of the Society.
ii) To perform such other duties in connection with the finances of the Society as the Board may from time to time direct.

OFFICERS AND THEIR DUTIES (cont)

- (c) A person holding the offices of Secretary and/or Treasurer shall hold office until such time as such person:
 - (i) resigns the office by notice in writing to the Society and such resignation is accepted by Board;
 - (ii) becomes bankrupt or makes any composition or assignment with or for the benefit of creditors;
 - (iii) dies, or becomes incapable of managing his/her affairs;
 - (iv) receives notice of termination of appointment;
 - (v) fails to be re-elected to the position of Secretary and/or Treasurer.
- (d) The office of Secretary and Treasurer shall be elected at the first Board Meeting immediately following the Annual General Meeting.
- (e) Should either of these positions become vacant within the year, the Board may appoint a person to such position.

Auditor 33. AN Auditor, not being a Board member, shall be appointed each year at the Annual General Meeting and shall hold office for one year but be eligible for re-election. The Auditor need not be a member of the Society and shall audit all books of account of the Society and report thereon annually or at such other intervals as the Board may decide. Any vacancy occurring in the office of Auditor during the year shall be filled by the Board.

Public Officer 34. THE Board shall appoint a Public Officer of the Society who shall have such duties as may be delegated by the Board or imposed by any statute. The Board may at any time revoke any such appointment and make a new appointment.

Salaried Staff 35. THE Board may appoint salaried staff and officers if in its opinion it is in the best interests of the Society to do so and may determine and from time to time vary their remuneration and the conditions of employment. All such officers and staff shall perform such duties as the Board may direct.

Common Seal and Sealholders 36. THE Board shall provide a Common Seal of the Society, and from time to time appoint three or more persons as sealholders to use the Common Seal and may at any time revoke any such appointment and make a new appointment.

ALL documents to which the Common Seal is affixed shall be countersigned by two of the sealholders and by the Secretary or other person appointed for that purpose by the Board.

USE of the Common Seal must firstly receive the approval of the Board.

BANK ACCOUNTS

- Bank Accounts** 37A. THE Society shall have such bank accounts in the name of the Society in such banks as the Board may from time to time direct.
- The Board shall from time to time determine the persons who shall sign cheques or electronic transfers provided that there will always be two signatories to each cheque or electronic transfer.
- 37B. THE Society shall have a Bank Account to be known as the “Gift Fund” in the name of the Society in such banks as the Board may from time to time direct. The purpose of the “Gift Fund” is to deposit into the fund all deductible gifts to the Society. The funds in the “Gift Fund” are to be used to further the objects of the Society.
- The Board shall from time to time determine the persons who shall sign cheques or electronic transfers provided that there will always be two signatories to each cheque or electronic transfer.

GENERAL MEETINGS

- General Meetings** 38. A General Meeting of the Society, to be called the Annual General Meeting, shall be held in the month of September in each year, or as soon thereafter as practicable.
- Extraordinary General Meetings** 39. THE Chairperson of the Board or the Board, may whenever thought fit convene an extraordinary General Meeting. Extraordinary General Meetings shall also be convened by the Secretary on receipt of a requisition signed by at least one tenth of the members of the Society for the time being. Any such requisition shall state the purpose for which the extraordinary General Meeting is required. Such a meeting will be convened within sixty days.
- Notice** 40. A MINIMUM of twenty eight days’ notice specifying the place and day and the hour of meeting, and in the case of special business the general nature of the business shall be set forth in such notice, but the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.
- Business** 41. THE business of an Annual General Meeting shall be to:
- (a) receive and consider the report of the Board;
 - (b) receive and consider the statement of accounts and the Auditor’s report thereon;
 - (c) appoint an Auditor;
 - (d) transact any other business which under these Rules may be transacted at any Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at any Extraordinary General Meeting shall be deemed special.
42. A majority of 75% of members present and able to vote shall be required to pass a resolution involving special business.
- Notice of special business** 43. NO member shall as regards any special business be at liberty to move at any General Meeting any resolution not previously approved by the Board unless not less than twenty one (21) days’ notice in writing has been given to the Secretary of the intention to move such resolution.

GENERAL MEETINGS (cont)

- Quorum** 44. THE quorum for a General Meeting shall be twenty five members of the Society or 10% of total members whichever is the lower present in person. No business shall be transacted at any General Meeting unless a quorum be present.
- Chairperson of Meeting** 45. AT all General Meetings the chair shall be taken by:
(a) The Chairperson of the Board, if present and willing to act;
failing whom -
(b) The Deputy Chairperson of the Board;
failing whom -
(c) A member of the Board elected by the meeting from among those present;
failing whom -
(d) A member excluding the Chief Executive Officer, elected by the meeting from among those present.

GENERAL

- By-laws** 46. THE Board may from time to time make, repeal or amend all such By-laws and Regulations (not inconsistent with these Rules) as it shall think expedient for the management and wellbeing of the Society. All By-laws and Regulations made by the Board under this Rule shall be binding upon the members until repealed by the Board or rescinded by a resolution of a General Meeting of the Society.
- Questions** 47. QUESTIONS arising at any meeting of the Society, shall be decided by a majority of votes, the Chairperson having a deliberative and a casting vote.
- Board members to be indemnified** 48. THE Board and all members thereof and all other officers of the Society shall jointly and severally be indemnified by the Society against all costs losses expenses and liabilities incurred by the Society's business and it shall be the duty of the Board to pay out of the funds of the Society and satisfy all losses.
- Rules may be altered by meeting after month's notice** 49. NO alteration amendment or addition shall be made to these Rules except at any Annual General Meeting of the Society or at an Extraordinary General Meeting held for such purpose and then only if:
(a) One month's notice of the intention to propose the alteration amendment or addition has been given in writing to the Secretary prior to the date of the meeting;
and
(b) The votes recorded in favour of such alteration amendment or addition shall be three fourths of the whole of the members present at such meeting and entitled to vote.
- Board may grant leave** 50. THE Board for any special reason which appears to it to be sufficient may grant leave of absence to any member of the Society for as long as it may think fit, and may at any time determine any leave so granted. A member whilst on leave shall not be liable to pay any subscription, and shall not be entitled to vote at any meetings of the Society nor to any other benefits of membership except such as the Board may in any particular case approve.

GENERAL (cont)

- Dissolution**
51. THE Society shall be dissolved if:
- (a) the membership shall fall below three
 - or*
 - (b) a resolution to that effect is carried at an Extraordinary General Meeting of the Society convened for that purpose and passed by a majority of at least three fourths of the members present at such meeting and entitled to vote PROVIDED that if any member present at the meeting demands a poll, the resolution shall be submitted to a poll of all the members to be taken by post or otherwise as the Chairperson of the meeting shall direct and the Chairperson may adjourn the meeting pending the taking of the poll. Unless a majority of at least three fourths of the members of the Society voting upon the poll shall be in favour of the resolution, it shall be deemed to be lost. The Chairperson's declaration of the result of the poll shall be conclusive.
- Asset distribution**
- 52A. UPON the winding up or dissolution of the Society if there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among any members of the Society, but shall be given to some other institution or institutions being a public benevolent institution for the purposes of the Income Tax and Social Services Contribution Assessment Act 1936-1958 (or any amending or substituted legislation) and having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property amongst its members to an extent at least as great as is imposed on the Society under these Rules, such institution or institutions to be determined at or before the time of dissolution by the Board, and in so far as effect cannot be given to the aforesaid provisions, then to some charitable object being a public institution as aforesaid.
- 52B. IF there remains in the "Gift Fund" any unused monies whatsoever (including any other assets held gifted in kind) these will be transferred to another gift deductible fund authority, or institution to which income tax deductible gifts can be made, and which has objects similar to the objects of the Society and will be paid to that organisation's gift fund as appropriate.