



CONSTITUTION

LIFELINE SOUTH EAST (S.A.) INCORPORATED CONSTITUTION – FEBRUARY 2021



Incorporated 1984							
Amended	1992	1998	2000	2002	2004	2008	2013

1. IDENTITY

The name of the Incorporated Association shall be Lifeline South East (S.A.) Incorporated (referred to herein as “the Association”).

2. INTERPRETATION/DEFINITIONS

In these rules, unless the contrary intention appears –

Act	means the South Australian Associations Incorporation Act, 1985.
Annual Financial Reporting	Shall be the twelve-month period from the first (1 st) of July to the following thirtieth (30 th) of June.
Board	means the Board of Governance of the Association.
Business Manager	means the person responsible for the proper management of the Associations finances as indicated in clause 25.
Chief Executive Officer	means the person appointed by the Board in accordance with Section 8.
Constitution	means a body of fundamental principles or established precedents.
Department	means the Department of Consumer & Business Services.
Lifeline Australia	means the central governing body delivering national Lifeline services to all Lifeline Centre’s which are accredited members of Lifeline Australia.
Member	means any person who supports the objectives of the Association (this may also include persons within the local community who support the objectives of the Association).
Objectives	means short- and medium-term goals that the Association seeks to accomplish.
Quorum	means the minimum acceptable level of members present at any meeting before changes can be enacted. i.e.: For Board meetings this means half of the Board Members plus one (1) - in person or via vote.
Regulations	means the Associations Incorporation Regulations 2023.
Resolutions	means a resolution passed by a simple majority of Members at a General Meeting.

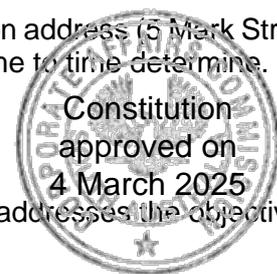
3. OFFICE

The office of the Association shall be situated at the registered administration address (5 Mark Street Mount Gambier SA 5290) or at such other place as the Board may from time to time determine.

4. OBJECTIVES

The Objectives of the Association are:

- 4.1 To support promotion of the 13 11 14 Crisis Support Service which addresses the objectives of the Association.
- 4.2 The service shall be known as Lifeline South East (S.A.) Incorporated (referred to in this constitution as “LLSE”) and shall include:
 - 4.2.1. Supporting Australians in times of crisis and equipping individuals and communities to be resilient and suicide safe.
 - 4.2.2 Provide crisis support, focusing on suicide prevention and crisis intervention that help change the focus in people’s lives from crisis to opportunity.
 - 4.2.3 Offering other relevant counselling services to assist individuals to cope with crisis that may present in their life.
 - 4.2.4 Observe the shared beliefs, values in order to address required standards for the selection and training of crisis personnel, regardless of the role undertaken.



5. POWERS

For the purpose of carrying out its objects, the Association may, subject to the Act and its Regulations:

- 5.1 Acquire, hold, deal with, and dispose of, any real or personal property.
- 5.2 Administer any property or trust.
- 5.3 Open and operate any bank account.
- 5.4 Invest its money in any manner authorized by the rules of the Association.
- 5.5 Borrow money upon such terms and conditions as the Association thinks fit.
- 5.6 Give such security or the discharge of liabilities incurred by the Association as the Association thinks fit.
- 5.7 Appoint agents to transact any business of the Association on its behalf.
- 5.8 Enter into any contract it considers necessary or desirable and which is consistent with the standards established by Lifeline Australia.
- 5.9 Make by-laws, rules or regulations and other provisions for the due management of the Association and for regulating the duties, control and conduct of persons engaged by the Association.
- 5.10 Effect or keep on file any policies of insurance.
- 5.11 Do all such other lawful things as are incidental or conducive to the attainment of the objects of the Association.

6. LIFELINE AFFILIATION

- 6.1 The Association shall maintain affiliation with Lifeline Australia Inc. and in doing so accept the authority of the National Board in determining appropriate accreditation standards.

7. MANAGEMENT

7.1 The Association shall be governed in accordance with this Constitution and any rules thereunder.

8. CHIEF EXECUTIVE OFFICER

8.1. The Board may appoint and employ, on such terms and conditions as it may determine, a Chief Executive Officer to fulfill such responsibilities as are prescribed.

8.2. The Chief Executive Officer must keep such books and accounts as he/she considers necessary or as the Board from time to time requires and must present such reports and accounts as are required by law to be presented at the Annual General Meeting of the Association or at other times as the Board may require.

9. SECRETARY

9.1 The Board of Governance, following the Annual General Meeting, will undertake to appoint a Board member in the role of Minutes Secretary ensuring that:

9.1.1 Accurate records of the minutes of Board meetings are undertaken.

9.1.2 Attending personally programmed meetings of the Board and Association.

10. PUBLIC OFFICER

10.1 The Chief Executive Officer of the Association shall assume the role of the Public Officer and shall be responsible for:

10.1.1 Notifying the Department within one (1) month of any changes in the Association and its financial position.

11. SEAL

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

11.1.1 The holder of the seal shall be the Chief Executive Officer.

11.1.2 The seal of the Association shall not be affixed except by authority of the Board and in the presence of the seal holder and another Board Member, both of whom shall countersign the document to which the seal is affixed.

11.1.3 The affixing of the seal is duly recognised in the Minutes of the Association.

11.1.4 The seal holder of the Association shall be the Public Officer and the seal shall remain in a secure situation at the offices of Lifeline South East Mount Gambier.

12. FINANCE

12.1 The income and property of the Association shall be derived from donations, grants, income from business activities and such other sources as approved by the Association and which are consistent with the rules and objectives of Lifeline Australia.

12.2 The affairs of the Association shall be managed and controlled by the Board of Governance, who may exercise all such powers within the objectives of the Association, unless required to be actioned at a Special General Meeting or an Annual General Meeting (AGM). The Board of Governance maintains the management and control of Lifeline South East finances and property and manages these in accordance with the rules of the Association.

12.3 The financial year of the Association will commence on the 1st July each year. All monies received shall be paid into accounts in the name of the Association with such banking or other organisation as determined by the Board, in consultation with the Chief Executive Officer.



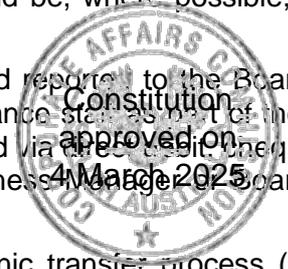
- 12.4 Withdrawals from any such accounts shall be operated by the signature of any authorized Board Members or authorised staff members, one of whom should be, where possible, a Board Member.
- 12.5 Any exceptions to this process would be documented by staff and reported to the Board. Routine electronic transfers are approved to be undertaken by finance staff as part of their operational duties. All accounts due by the Association shall be paid via direct debit, cheque or cash after having been passed for payment by the CEO/Business Manager to the Board, where applicable.
- 12.6 Authorisation thresholds for finance staff are part of any electronic transfer process (as detailed in the LLSE-Financial Management Procedure – Current Version).
- 12.7 The Association is a non-profit making organisation and all income and property of the Association shall be applied solely to the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to its Members, provided that nothing herein contained shall prevent the payment in good faith of remuneration to an officer or staff of the Association or other persons in return for any services rendered to the Association.
- 12.8 A report detailing the current financial position of the Association will be tabled at each Board of Governance Meeting by the Business Manager. A statement of Income and Expenditure, Assets and Liabilities shall be attached to the Auditors report and submitted at the AGM.
- 12.9 All accounts, and financial records of the Association will be reviewed each month by members of the Board of Governance, and each year there will be an official audit undertaken by an external auditor, appointed at the AGM.
- 12.10 The accounts of the Association shall be open for inspection by Members of the Board, at any reasonable time.

13. INSURANCE

- 13.1 The Board shall ensure that at all times adequate insurance cover for all activities of the Association is maintained.
- 13.2 Insuring all its assets against damage by fire, theft and or other agents.
- 13.3 Indemnifying it against liabilities arising out of any act by its Board Members, salaried or volunteer staff in the execution of the duties of the Association.

14. ALTERATION OF THE CONSTITUTION

- 14.1 The Constitution may (subject to clause 19.3 hereof) be amended by a vote taken at a Special General Meeting or AGM of the Association.
- 14.2 Such Special General Meeting or AGM shall be convened by the Secretary giving a minimum of twenty-one (21) days' notice in the local press/media outlets.
- 14.3 The quorum for such meeting shall be not less than twelve (12) Members (including no less than four (4) Board Members) present at the meeting.
- 14.4 A resolution to amend the Constitution shall not be passed unless there is a vote in favour thereof by at least two thirds (2/3) of the Members present at such meeting.
- 14.5 The Constitution and the rules of the Association may not be amended in any way which conflicts with the principles and requirements of Lifeline Australia.
- 14.6 Any alteration shall be registered with the Department as required by the Act.



15. GENERAL MEMBERSHIP OF THE ASSOCIATION

- 15.1 Membership of the Association is open to any person who wishes to further the interests of the Association.
- 15.2 Persons expressing an interest in becoming a member of the Association of sound character, provide a current (100 point) Police Check and submit their application (in writing or via electronic means) to the Public Officer of the Association.
- 15.3 The Public Officer will advise the person directly of acceptance or rejection within fourteen (14) days of receipt of the application, in writing or via electronic means.
- 15.4 There is no financial charge for a person(s) wishing to become a member of the Association.
- 15.5 Membership will remain valid during the period of the Police Check period (i.e.: three (3) years) unless there is information to the contrary.
- 15.6 Each person admitted to membership shall be:
- bound by the Constitution;
 - entitled to raise concerns they have in relation to how the Association operates;
 - entitled to attend any Special General Meeting and vote on any issues arising; and
 - entitled to attend the Annual General Meeting (AGM) and vote on any issues arising.
- 15.7 Members of the Association will be advised of the AGM as specified in Clause(s) 19.3 and 19.4.
- 15.8 Members of the Association will be made aware of the AGM as specified in Clause(s) 23
- 15.9 Members of the Association may at any reasonable time request to inspect the records and documents of the Association.
- 15.10 Members are to advise the Public Officer, in writing or via electronic means, should they no longer wish to be involved with the Association.
- 15.11 A member of the Association may (at any time) be expelled by the Board of Governance upon charge of misconduct detrimental to the interests of the Association (i.e.: Unlawful activity; failure to submit a Police Check; Fraud; Bankruptcy). Where a member may have brought the Association into disrepute, they will be offered one (1) month to prepare their case and present this to the Board of Governance. The Board of Governance will hold a special meeting to discuss issues arising and determine an outcome. Advice will be issued to the Member (in writing or via electronic means) of the determination and any subsequent action(s).
- 15.12 The Member will be open to appeal the expulsion at a Special General Meeting, which is to be communicated to the Public Officer of the Association within fourteen (14) days of the initial determination being received by the Member. The determination is to be upheld by all members of the Association at the Special General Meeting after the appellant has been heard by all Members of the Association. The date of the Special General Meeting will be the final termination date.
- 15.13 The Public Officer of the Association will maintain a current register of any Members and update this as required, detailing:
- The name and address of the Member,
 - The email address of the Member (where applicable),
 - The phone number of the Member,
 - The date that the Member was admitted to, or resigned from the Association,
 - The date and reason for termination of membership.



16. MEMBERSHIP OF THE BOARD OF GOVERNANCE

- 16.1 The governance of the Association shall be vested in its Board of Governance.
- 16.2 The Board shall consist of or be working toward a membership of not more than six (6) and not less than four (4) members.
- 16.3 The Chief Executive Officer shall, in giving notice of the Annual General Meeting, call for nominations to the Board.
- 16.4 Nominations for all positions falling vacant shall be validated in writing, signed by the proposer, who must be either a Member of the Board or Lifeline South East Management, and the candidate for election and, shall be required to be delivered to the Secretary not less than seven (7) clear days prior to the date for which the Annual General Meeting has been called.
- 16.5 If more nominations are received than are required to fill the vacancies existing, a ballot shall be taken with a simple majority of those present at the Annual General Meeting determining the candidate(s) to be appointed.
- 16.6 The Board shall at its first meeting, subsequent to the Annual General Meeting in each year, appoint from its current Members a Chairperson, a Deputy Chairperson, and a Minutes Secretary who will be responsible for correspondence pertaining specifically to Board issues all of whom shall hold office until the next Annual General Meeting of the Association.
- 16.7 The Board may, by vote of the majority of those present at the meeting concerned, appoint a person to fill any vacancy on the Board created by; the death, resignation, illness, substantial absence of a member of the Board or other reasons. Such appointee shall remain in office until the next Annual General Meeting when his/her position must be submitted for re-election.
- 16.8 Board Members will make a commitment to the Lifeline Australia Mission Statements, Vision Statements, and Statement of Shared Beliefs and Values, as well as all operational Lifeline South East Policies, Procedures and Code of Practice.
- 16.9 No salaried staff member or their partners, spouse or other close relative(s) which may cause a conflict of interest, can hold the office of Board Member during the period of their employment with the Association.

17. DISQUALIFICATION OF BOARD MEMBERS

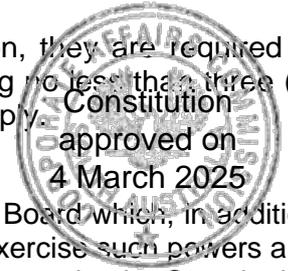
- 17.1 The office of Board Member shall become vacant if a Board Member;
- 17.1.1 Submits a written notice of resignation to the Chair of the Board.
- 17.1.2 Is disqualified under the Act.
- 17.1.3 Is expelled under the membership rules of the Association.
- 17.1.4 Shall absent him/herself from more than two (2) consecutive meetings without an accepted apology for his/her non-attendance.

18. VACANCIES ON THE BOARD AND RESIGNATION OF BOARD MEMBER

- 18.1.1 A vacancy on the Board shall be filled:
- a) As soon as is practicable following the vacancy arising; or the number of remaining Board Members is less than the quorum required at a meeting of the Board.
- 18.1.2 Where the remaining Board Member numbers are insufficient to constitute a quorum at a meeting, then issues may be discussed however there cannot be a

vote undertaken to either confirm, acceptance or denial of any motions raised. This will remain in place until a quorum can be reached.

18.1.3 Where a Board Member chooses to resign their position, they are required to provide in writing to the Board Chair their intent, providing no less than three (3) months notification, unless extenuating circumstances apply.



19. FUNCTIONS OF THE BOARD OF GOVERNANCE

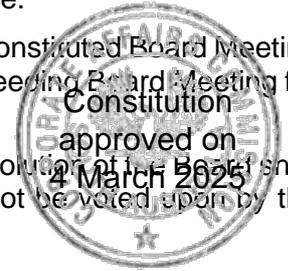
- 19.1 The affairs of the Association shall be governed exclusively by the Board which, in addition to any powers and authorities conferred by this Constitution, may exercise such powers and do all such things as are within the objects of the Association and are not by the Constitution required to be done by the Association in general meeting.
- 19.2 The Board shall endeavor to ensure that the Association is financially viable and sustainable in order to provide agreed national services with Lifeline Australia on an ongoing basis.
- 19.3 An Annual General Meeting shall be called between the thirtieth (30th) day of June and the thirty-first (31st) day of October in each calendar year, dated as the Board shall determine.
- 19.4 Not less than twenty-one (21) days' notice of the Annual General Meeting of the Association shall be given by the Secretary by public notice through the local press/media outlets.
- 19.5 An Annual General Meeting of the Association shall require a quorum of not less than twelve (12) stakeholders (including no less than four (4) current Board Members).
- 19.6 The Board shall meet on the last Tuesday of each month, or more frequently as business dictates.
- 19.7 The Chairperson shall be responsible for duly calling all meetings of the Board of Governance, and/or the Executive.
- 19.8 A Special Meeting of the Board shall be convened by the Chairperson within twenty-one (21) days of the receipt of a request in writing from not less than four (4) of its Board Members and all Board Members shall be given not less than seven (7) clear days written notice of the date, time, place and purpose of the Special Meeting.
- 19.9 Board Members shall not be entitled to vote by proxy at a Special Meeting of the Board.
- 19.10 No business shall be considered at a Special Meeting other than the business specified in the notice convening the same.

20. EXECUTIVE & SUB-COMMITTEES

- 20.1 The Board may delegate such of its power and functions as it sees fit to a sub-committee or sub-committees consisting of such persons as it appoints, of whom at least one (1) shall be a member of the Board, and the Board may revoke this delegation at will.
- 20.2 Subject to the control and direction of the Board a sub-committee so appointed by the Board may regulate the conduct of its own business, shall maintain a written record of its own business and shall report to the Board on its activities as often as the Board shall from time to time require.
- 20.3 The Board shall be empowered to elect an Executive Committee comprising the Chairperson, the Deputy Chairperson, the Secretary and one (1) other of its number.
- 20.4 The Executive Committee shall have power to act and to bind the Board without being required to first seek or obtain the Board's approval in any matter which the Executive Committee shall in its discretion deem to be a matter of extreme urgency demanding in the best interests of the Association that action be taken before the next Board Meeting is

scheduled to be held, but shall otherwise and (where reasonably possible, in any event) seek the ratification and approval of the Board in matters involving finance.

- 20.5 The Executive Committee shall in any event report to the next duly constituted Board Meeting all actions which the Executive Committee has taken since the proceeding Board Meeting for the purpose of obtaining the ratification thereof by the Board.
- 20.6 At least ten (10) days' notice in writing of any motion to rescind a resolution of the Board shall be given to all Board Members and such motion to rescind shall not be voted upon by the Board unless notice has been so given.



21. PROCEEDINGS AT BOARD OF GOVERNANCE MEETINGS

- 21.1 The quorum at meetings of the Board shall be constituted of not less than half the Members of the Board plus one (1).
- 21.2 At all meetings of the Board each Board Member, including the Chairperson, shall have one (1) vote only.
- 21.3 Board Members shall not be entitled to vote by proxy except at an ordinary meeting on a motion on which seven (7) clear days written notice of motion had been given to the Members of the Board.
- 21.4 In the event that voting on any resolution is tied, such a resolution shall lapse.
- 21.5 If within fifteen (15) minutes after the time appointed for the meeting a quorum of Board Members is not present, the meeting may proceed, however all decisions made must be ratified at the next meeting of the Board.
- 21.6 The Chairperson of the Board or in that person's absence, the Deputy Chairperson of the Board or in their absence, or on their declining to take or retiring from the chair, one of the Board Members chosen by the meeting shall preside as Chairperson at that General Meeting of the Board.
- 21.7 If there is no such Chairperson or Deputy Chairperson present within five (5) minutes after the time appointed for holding the meeting, the Board Members present may choose one of their number to be the Chairperson for that meeting.
- 21.8 The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so, directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 21.9 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if the meeting were an original meeting of Board Members.
- 21.10 At any Board Meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded, be recorded in favour of, or against, the resolution.
- 21.11 If a poll is demanded by the Chairperson of the meeting or by three (3) or more Board Members present personally, it shall be taken in such a manner as the Chairperson directs.
- 21.12 The result of such a poll shall be the resolution of the meeting, except that in the case of a resolution at a special Board meeting a majority of not less than two thirds (2/3) of the Board Members who being entitled to do so vote personally or by proxy at the meeting is required.

22. NOTICE OF BOARD OF GOVERNANCE MEETINGS.

- 22.1 Notice in writing of every meeting of the Board shall be given to each Member of the Board.
- 22.2 The minutes of every meeting of the Board shall be available prior to the next meeting where they shall be confirmed with or without amendment.
- 22.3 The minutes will not be read out loud at the meeting and each Board Member responsible to read the minutes prior to the meeting commencing.
- 22.4 After confirmation, all minutes will be held in safekeeping at LLSE Mount Gambier by the Chief Executive Officer.

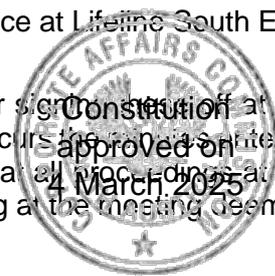


23. PROCEEDINGS AT SPECIAL MEETINGS & ANNUAL GENERAL MEETINGS OF THE ASSOCIATION.

- 23.1 The quorum at any Special Meeting or AGM of the Association shall be constituted of not less than fifteen (15) Members (including no less than four (4) current Board Members) present at the meeting.
- 23.2 At each Special Meeting or AGM each Member present, including the Chairperson, shall have one (1) vote only.
- 23.3 In the event that voting on any resolution is tied, such a resolution shall lapse.
- 23.4 If within thirty (30) minutes after the time appointed for the meeting a quorum is not present, a meeting convened upon the requisition under clause 20.1 shall lapse.
- 23.5 The Chairperson of the Board or if there be no Chairperson, the Deputy Chairperson of the Board or in their absence, or on their declining to take, or retiring from the chair, one of the current Board Members chosen by the meeting shall preside as Chairperson at that Special Meeting or the AGM of the Association.
- 23.6 If there is no such Chairperson or Deputy Chairperson present within five (5) minutes after the time appointed for holding the meeting, the persons present may choose one of the existing Board members to be the Chairperson.
- 23.7 The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so, directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 23.8 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if that meeting were an original Special Meeting or the AGM.
- 23.9 Any motion to be considered at a Special Meeting or the AGM under general business shall be submitted, in writing, to the Chief Executive Officer within seven (7) days of the advertised date of the meeting to be delivered by hand or by post and received by 5.00 pm on that day.
- 23.10 Such motion will be signed by the proposer and the seconder and the Chief Executive Officer shall arrange for the motion to be displayed on the notice board at Lifeline South East Mt Gambier and other local centers.
- 23.11 At any Special Meeting or the AGM a resolution put to a vote shall be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded, be recorded in favour of, or against, the resolution.
- 23.12 If a poll is demanded by the Chairperson of the meeting or by twelve (12) or more Members present personally, it shall be taken in such a manner as the Chairperson directs. The result of such a poll shall be the resolution of the meeting.

24. MINUTES OF MEETINGS.

- 24.1 Minutes of all proceedings at any meeting of the Board of Governance at Lifeline South East shall be entered within seven (7) days of the meeting occurring.
- 24.2 Minutes shall be issued to all Board Members with the Board Chair signature at the next preceding meeting, once they have been ratified. Where this occurs, the minutes entered shall be evidence that the meeting was convened and duly held, that all resolutions entered at the meeting will be deemed to have been held and that all issues arising at the meeting deemed to be valid.
- 24.3 A copy of the minutes of meetings shall be held electronically by the CEO of Lifeline South East, as well as the minutes secretary of the Board of Management, for a period of no less than ten (10) years.



25. CONFLICT OF INTEREST

- 25.1 Board Members shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict-of-interest arises or may arise.
- 25.2 The Board Member shall, unless otherwise determined by the Board, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters.
- 25.3 If the Board Member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Board Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board.
- 25.4 If this is not possible, the matter shall be adjourned or deferred.

26. FINANCIAL ADMINISTRATION

- 26.1 The Association shall keep such account records as are necessary to correctly record and explain the financial transactions and financial position of the Association.
- 26.2 The Business Manager shall have oversight for ensuring:
- 26.2.1 The receipt and issuing of receipts for all monies due to the Association.
 - 26.2.2 The depositing of all monies received in an authorised account of the Association.
 - 26.2.3 The payments of accounts and books showing the financial affairs of the Association.
 - 26.2.4 The keeping of correct accounts of the Association.
 - 26.2.5 Prior to the commencement and in respect to the ensuing financial year present to the Board a budget setting out the proposed income and expenditure of the Association.
 - 26.2.6 The preparation and presentation to the AGM of an annual statement of accounts and balance sheet.

27. AUDITOR

- 27.1 Members must, at the AGM, appoint an accredited and registered Accountant who shall audit all accounts of the Association as presented to him/her by the Association.
- 27.2 The auditor shall provide a written report on the previous year's accounts and balance sheet to the AGM of the Association.

28. SALARIED STAFF

28.1 The Association may engage and appoint salaried staff as appropriate for the efficient management of the Association.

28.2 Salaried staff may be invited to attend Board Meetings but shall not be invited to attend Board Meetings.



29. DISSOLUTION

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

29.2 In the event of dissolution of the Association all surplus funds remaining after satisfaction of the debts and liabilities of the Association shall be paid to such institution or institutions as are elected by a majority of the Board Members and which satisfy the requirements of Section 78 (1) (a) of the Income Tax Assessment Act of 1936 as amended or such other relevant statutory provision as shall be in force at the time.