



CONSTITUTION

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LIFELINE SOUTH EAST (S.A.) INCORPORATED CONSTITUTION – AUGUST 2026

Incorporated 1984									
Amended	1992	1998	2000	2002	2004	2008	2013	2021	2024
	2026								

1. IDENTITY

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

2. INTERPRETATION/DEFINITIONS

2.1 In these Rules, unless the contrary intention appears –

ACNC	means the <i>Australian Charities and not for Profit Commission Act 2012</i> (Cth) means the
Act	<i>Associations Incorporation Act 1985</i> (SA)
Addendum	an Addendum clarifies, modifies, or expands provisions in the Constitution of the Association without altering its core terms (e.g.: address, parties, timelines, or regulatory requirements that arise after the Constitution has been signed & stamped shall be the twelve-month period from the first (1 st) of July to the following thirtieth (30 th) of June
Annual Financial Reporting	means the annual general meeting of the Association held under Clause 23 of this Constitution
Annual General Meeting (AGM)	means the Board of Governance responsible for managing the Association. means a Board Member elected in accordance with Clause 15.
Board	means a legally recognised organisation that engages in commercial, industrial, or professional activities with the aim of earning profits. Voting rights are afforded to a Business Entity (refer to General Member).
Board Member	means the Department of Consumer & Business Services. means a Charity
Business Entity Member	registered under the ACNC legislation. means the person appointed by the Board in accordance with Clause 11. means the Constitution of the Association.
CBS	
Charity	
Chief Executive Officer	
Constitution	

Corporation Act
General Member
Incorporated Association
Information Technology Platforms
Legislation
Lifeline Australia (LLA)
“LLSE”
Not-for-Profit
Principal Purpose
Public Benevolent Institution (PBI)
Public Officer
Quorum

Regulations	means the <i>Corporation Act 2001 (Cth)</i> .
Resolution	means any person, within the local community, who supports the Principal Purpose of the Association. For the purposes of the Constitution a General Member also includes a Business Entity. Voting rights are afforded to any General Member (refer to Business Entity Member).
Rule(s)	means the Incorporated Association, of Lifeline South East (S.A.) Incorporated, herein recorded as the Association.

means the use of computers, storage, networking and other physical devices, infrastructure and processes to create, process, store, secure and exchange all forms of electronic data.

means reference to any legislation or to any provision of any legislation including modification or re-enactment of it, any legislation provision substituted for it, and all regulations and statutory instruments issued under it.

means the central governing body delivering national Lifeline services to all Lifeline Centre's which are accredited members of Lifeline Australia. means Lifeline South East (SA) Incorporated.

means an organisation that does not operate for the profit, personal gain or other benefit of particular people. means the purpose set out in Clause 4.

means a type of charitable institution which is organised, conducted or promoted for the relief of poverty, sickness, destitution, helplessness, suffering, misfortune, disability or distress.

means the person appointed by the Board of Governance in accordance with Clause 10 to hold the role of Public Officer pursuant to section 14 of *the Act*.

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. means Associations Incorporation Regulations 2023.

means a resolution passed by a simple majority of General Members at a Special Meeting - General Members and/or the AGM. means the powers, responsibilities, and limits of the Association.

Special Resolution	means a resolution: (a) Of which a 21-day notice has been given to members; and (b) That which has been passed by at least two thirds (2/3) of the votes cast by members present and entitled to vote at the meeting.
Virtual Meeting Technology	means use of any technology that allows participants to engage in a meeting without being physically present.

3. OFFICE

3.1 The current registered contact address of the Association Head Office is provided in *Addendum A* (attached).

4. PRINCIPAL PURPOSE

4.1 The Principal Purpose of the Association is to strengthen individuals and communities by reducing isolation, supporting wellbeing and resilience, and contributing to suicide prevention through education, support services and community programs.

4.2 Activities in furtherance of the Principal Purpose for the Association may:

- i. support suicide prevention by strengthening protective factors and access to support;
- ii. provide counselling, support services and community programs to people experiencing distress, isolation, hardship or crisis;
- iii. deliver education, training and initiatives that promote mental health, wellbeing, resilience, connection and safety;
- iv. collaborate with community organisations, service providers, volunteers and stakeholders to improve community wellbeing;
- v. operate retail, fundraising and social enterprise activities, with proceeds supporting LLSE's operations and free or accessible community services; and vi. undertake other lawful activities consistent with, or supportive of, LLSE's principal purpose.

5. NOT-FOR-PROFIT

5.1 The Association is a Not-for-Profit public Incorporated Association which is established to be, and to continue as, a Charity.

5.2 The Principal Purpose of the Charity is detailed in Clause 4

5.3 The income and property of the Association must be applied solely towards the Principal Purpose.

5.4 No part of the income or property of the Association can be paid or transferred directly or indirectly to a General Member, a Business Entity or a Board of Governance Member by way of dividend, bonus or other profit distribution in their capacity as a General Member, Business Entity or a Board of Governance Member.

5.5 Clause 5.4 does not stop the Association from making a payment:

- To any Member for goods or services provided or expenses properly incurred at fair and reasonable rates;
- To any Member from carrying out the Associations Principal Purpose;
- For insurance premiums indemnifying a Board of Governance Member to the extent allowed for by law and this Constitution; or
- With prior approval of the Board of Governance to any Board of Governance Member for:
 - a) Work they do for the Association, if the amount is no more than a reasonable fee for the work done; or

- b) As reimbursement for out-of-pocket expenses properly incurred in performing duties as a Board of Governance Member.

6. POWERS

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

- 6.1 Acquire, hold, deal with, and dispose of, any real or personal property.
- 6.2 Administer any property or trust.
- 6.3 Open and operate any bank account.
- 6.4 Invest its money in any manner authorized by the Rules of the Association.
- 6.5 Borrow money upon such terms and conditions as the Association thinks fit.
- 6.6 Give such security or the discharge of liabilities incurred by the Association as the Association thinks fit.
- 6.7 Appoint agents to transact any business of the Association on its behalf.
- 6.8 Enter into any contract it considers necessary or desirable and that which is consistent with the standards established by Lifeline Australia.
- 6.9 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.
- 6.10 Effect or keep on file any policies of insurance.
- 6.11 Do all such other lawful things as are incidental or conducive to the attainment of the Principal Purpose of the Association.

7. LIFELINE AFFILIATION & ACCREDITATION

- 7.1 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.
- 7.2 The Association will undertake the Australian Charities and Not-for-Profit (ACNC) requirements in relation to maintaining and achieving suitable accreditation standards.

8. SEAL

- 8.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
 - 8.1.1 The seal of the Association shall not be affixed except by authority of the Board of Governance and in the presence of the seal holder and another Board of Governance Member, both of whom shall countersign the document to which the seal is affixed.
 - 8.1.2 The affixing of the seal will be duly recognised in the Minutes of the Association.
 - 8.1.3 The Public Officer of the Association shall be the official seal holder with the seal held in a secure location at the Head Office of the Association.

9. MANAGEMENT

- 9.1 The Association shall be governed in accordance with this Constitution and any Rules thereunder.

10. PUBLIC OFFICER

10.1 The Board of Governance has the responsibility to appoint a Public Officer and the current Public Officer of the Association is provided in *Addendum A* (attached).

10.2 The Public Officer will undertake the responsibility for:

10.2.1 Notifying the Department of Consumer and Business Services (CBS) within one (1) month of any changes to the Constitution, and/or the financial position of the Association.

10.3 The Public Officer will be the primary contact person for the Association in accordance with *the Act*.

11. CHIEF EXECUTIVE OFFICER

11.1 The Board of Governance may appoint and employ, on such terms and conditions as it may determine, a Chief Executive Officer for the Association to fulfill such roles and responsibilities as are prescribed.

11.2 The Chief Executive Officer of the Association must keep such books and accounts as he/she considers necessary, or as the Board of Governance 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 (AGM) of the Association or at other times as the Board of Governance may require.

12. BOARD OF GOVERNANCE MINUTES SECRETARY

12.1 The Board of Governance following the AGM, will undertake to appoint a Board Member in the role of Minutes Secretary ensuring that:

12.1.1 Accurate records of the minutes of Board of Governance meetings are undertaken and maintained.

12.1.2 Attending personally programmed meetings of the Board of Governance and the Association (as required).

12.1.3 There is maintenance of a register of current Board of Governance Members.

13. FINANCE RECORDS, ACCOUNTS & AUDIT

13.1 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 Association Rules.

13.2 The Association is a Not-For-Profit organisation and all income and property of the Association shall be applied solely to the promotion of its Principal Purpose 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 any General Member, Business Entity, or Board of Governance Members, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any Member (regardless of role), staff or volunteer of the Association or other persons in return for any services rendered to the Association.

13.3 The affairs of the Association shall be managed and controlled by the Board of Governance, which may exercise all such powers within the Principal Purpose of the Association, unless affairs are required to be actioned at a Special Meeting - General Members or at the AGM.

- 13.4 The Board of Governance oversees the management and control of finances and property of the Association, and will manage these in accordance with the Rules of the Association.
- 13.5 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 organisations as determined and agreed to by the Board of Governance.
- 13.6 The Board of Governance must:
- 13.6.1 ensure that proper financial records are kept in accordance with all legal and regulatory requirements;
 - 13.6.2 ensure that proper records of its operations are kept;
 - 13.6.3 take reasonable steps to ensure that the Association records are kept safe and secure; and
 - 13.6.4 provide a statement of Income and Expenditure, Assets and Liabilities to be attached to the approved external Financial Auditors report and submitted at the AGM.
- 13.7 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*.
- 13.8 At each AGM, the Members shall appoint a person to be auditor of the Association.
- 13.9 The Auditor shall hold office until the next AGM and is eligible for re-appointment.
- 13.10 If an appointment is not made at an AGM, the Members shall appoint an Auditor for the current financial year.
- 13.11 The Auditor must meet the requirements set out in Sections 35(2)(b) and 35(4) of *the Act*.
- 13.12 The auditor is entitled to attend any Special Meeting - General Members, or AGM and be heard by any Member on any business of the meeting that concerns the auditor in their capacity as an auditor.
- 13.13 The accounts, together with the Auditor's report on the accounts, the statement from the Board of Governance and the report from the Board of Governance, shall be laid before Members at the AGM.

14. THE ASSOCIATION BOARD OF GOVERNANCE RESPONSIBILITIES

- 14.1 The affairs of the Association shall be governed exclusively by the Board of Governance 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 Principal Purpose of the Association and are not by the Constitution, required to be done by the Association in a general meeting.
- 14.1.1 The Board of Governance is responsible for:
 - i. acting in good faith in the best interests of the Association and to further its charitable purpose;
 - ii. being accountable for sound governance and operations of the Association; iii. ensuring that the Association complies with the requirements of *the Act* and other relevant legislation, including the ACNC regulatory framework;

- iv. overseeing the financial affairs of the Association ensuring the Association does not incur debts that it cannot repay;
 - v. not make improper use of information acquired by virtue of their position or, to make improper use of their position to gain personal benefit or advantage or cause harm to the Association; and
 - vi. presenting a fully audited financial report of the Association to its Members at each AGM.
- 14.2 The Board of Governance shall endeavor to ensure that the Association is financially viable and sustainable in order to provide agreed national services with Lifeline Australia Inc. on an ongoing basis.
- 14.3 Notwithstanding the provisions relating to the Lifeline South-East (S.A.) Inc – Constitution – (Current Version), the Association authorises the Board of Governance Members express authority to amend the Constitution’s administrative matters as detailed in Addendum A, through a majority resolution.

15. MEMBERSHIP & VACANCIES ON THE BOARD OF GOVERNANCE

- 15.1 The Board of Governance shall consist of or, be working toward a membership of not more than six (6) and not less than four (4) Members.
- 15.2 Board of Governance Members will make a commitment to the Lifeline Australia Mission and Vision Statements, the “LLSE” Mission & Vision Statements and relevant operational “LLSE” Policies & Procedures.
- 15.3 A vacancy on the Board of Governance exists where that Board of Governance Member;
- 15.3.1 dies;
 - 15.3.2 submits a written notice of resignation to the Chairperson of the Board;
 - 15.3.3 is disqualified under *the Act*;
 - 15.3.4 is expelled under the membership Rules of the Association;
 - 15.3.5 shall absent him/herself from more than three (3) consecutive meetings without an accepted apology for his/her non-attendance;
 - 15.3.6 becomes bankrupt or makes any arrangement or composition with the creditors generally;
 - 15.3.7 becomes of unsound mind;
 - 15.3.8 holds any position of employment with any other Public Benevolent Institutions without the approval of the Board;
 - 15.3.9 is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of that interest; or
 - 15.3.10 in the opinion of the Board of Governance (subject always to this Constitution);
- (i) has acted in a manner unbecoming or prejudicial to the Principal

- Purpose and interests of the Association;
- (i) has brought the Association into disrepute;
 - (ii) is removed by Special Resolution; or
 - (iii) would otherwise be prohibited from being a Director of a Corporation under the *Corporations Act 2001* (Cth).
- 15.4 Where a Board of Governance Member chooses to resign their position, they are required to provide in writing to the Board of Governance Chairperson their intent, providing no less than three (3) months notification, unless extenuating circumstances apply.
- 15.5 A vacancy on the Board of Governance shall be filled:
- a) As soon as is practicable following the vacancy arising; or the number of remaining Board of Governance Members is less than the minimum number of Members stated in Clause 15.1.
 - b) Where applicable the Minutes Secretary shall, in giving notice of the AGM of the Association, call for nominations to the Board of Governance.
- 15.6 If more nominations are received than are required to fill the vacancies existing, a ballot shall be taken with a simple majority of voting General Members present at the AGM determining the candidate(s) to be appointed.
- 15.7 Nominations for all positions falling vacant shall be validated in writing, signed by the proposer, who must be a current Member of the Board of Governance or “LLSE” Management, and the candidate nominating for election shall be required to advise the Minutes Secretary not less than seven (7) clear days prior to the date for which the AGM has been called.
- 15.8 No salaried staff member or volunteer, or their partners, spouse or other close relative(s) which may cause a conflict of interest, can hold the office of Board of Governance Member during the period of their employment or involvement with the Association.
- 15.9 Persons expressing an interest in becoming a Board of Governance Member of the Association must be of sound character, provide a current (100 point) Police Check and submit their request in writing, or via electronic means to the current Chairperson of the Board of Governance.
- 15.10 The Chairperson of the Board of Governance will discuss the application received with remaining Board of Governance Members and where agreed the applicant is a suitable fit for the Association, the Chairperson will formally invite the applicant to attend the next programmed Board of Governance meeting to introduce themselves to the Board of Governance Members as well as to gain an understanding of the operations, roles and responsibilities of the Association.
- 15.11 The Board of Governance shall at its first meeting subsequent to the AGM in each year, appoint from its current Board of Governance Members a Chairperson, a Deputy Chairperson, and a Minutes Secretary, all of whom shall hold office until the next AGM of the Association (Unless circumstances present for Clause 15.3 to arise).
- 15.12 Where the remaining Board of Governance 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 at subsequent meetings.

- 15.13 The Board of Governance may, by vote of the majority of those present at the Board of Governance meeting, appoint a person to fill any vacancy on the Board of Governance and such appointee shall remain in office until the next AGM when his/her position must be submitted for re-election.

16. EXPULSION FROM THE BOARD OF GOVERNANCE

- 16.1 The Board of Governance may suspend or expel a Board of Governance Member where it is deemed that it is not in the best interest of the Association for that Member to continue or remain as a Board of Governance Member.
- 16.2 This must be undertaken within a Board of Governance, or Special Board of Governance meeting and the Board Member must be notified in writing at least seven (7) days prior to the relevant Board of Governance, or Special Board of Governance meeting, detailing the grounds for suspension or expulsion
- 16.3 The Board Member has the right to submit at the Board of Governance, or Special Board of Governance meeting an oral or written explanation prior to the remaining Board of Governance Members voting on the resolution.

17. GENERAL MEMBERSHIP OF THE ASSOCIATION

- 17.1 General Membership of the Association is open to any person who wishes to further the interests of the Association.
- 17.2 Persons expressing an interest in becoming a General Member of the Association must be of sound character, provide a current (100 point) Police Check and submit their request in writing, or via electronic means to the Public Officer of the Association.
- 17.3 Where applicable, the Public Officer will advise the person directly of acceptance or rejection of their application to become a General Member of the Association within fourteen (14) days of receipt of the application, in writing or via electronic means.
- 17.4 There is no financial charge for a person(s) wishing to become a General Member of the Association.
- 17.5 General Membership will remain valid during the period of the Police Check period (i.e.: three (3) years) unless there is information to the contrary.
- 17.6 Each person admitted to General Membership shall be:
- ☐ bound by the Constitution;
 - ☐ entitled to attend and have a vote, at any Special Meeting - General Members or the Association's AGM; and
 - ☐ entitled to raise concerns they have in relation to how the Association operates.
- 17.7 General Members of the Association will be advised of any Special Meeting - General Members and the Association's AGM as specified in Clauses 21 & 22.
- 17.8 The Public Officer of the Association will maintain a current register of any General Members and update this as required, detailing:

- ☐ The name and address of the General Member.
 - ☐ The email address of the General Member (where applicable).
 - ☐ The phone number of the General Member.
 - ☐ The date that the General Member was admitted to, or resigned from the Association.
 - ☐ The date and reason for termination of membership.
- 17.9 General Members are to advise the Public Officer, in writing or via electronic means, should they no longer wish to be involved with the Association.
- 17.10 General Members of the Association may at any reasonable time, request (in writing and provide no less than seven (7) working days notification) to inspect the records and documents of the Association, excluding those of which are Private and Commercially Sensitive in nature.
- 17.11 A General Member of the Association may (at any time) be expelled by the Public Officer and/or Board of Governance upon charge of misconduct detrimental to the interests of the Association (e.g.: Unlawful activity; failure to submit a Police Check; Fraud; Bankruptcy etc.).
- 17.12 Where a General Member is alleged to have brought the Association into disrepute, they will be offered one (1) month to prepare their case and present this in writing or via electronic means to the Public Officer and/or the Board of Governance.
- a) Where the decision involves the Board of Governance then a Special Board Meeting will be held to discuss issues arising.
 - b) A final decision will be made, based on factual evidence, with advice issued to the General Member, in writing or via electronic means, regarding the decision made, the rationale for the decision and any further action(s) required.
- 17.13 The General Member will be open to appeal the expulsion, which is to be communicated to the Public Officer of the Association within fourteen (14) days of the initial determination being received by the General Member.
- a) On receipt of the appeal the Public Officer will, as soon as is reasonably practicable, convene a Special Meeting - General Members to hear the appellant and assess the appeal to make a final decision.
 - b) For the final determination to be upheld by all General Members of the Association it must be passed at the Special Meeting - General Members after the appellant has been heard by all General Members of the Association.
 - c) The date of the Special Meeting - General Members will then be the final termination date.

18. BUSINESS ENTITY MEMBERSHIP

- 18.1 A Business Entity Member is not to be any one individual.
- 18.2 The Board of Governance must review and determine all applications for membership it receives from Business Entities having regard to:
- 18.1.1 The matters relevant to establishing the Business Entities status as an eligible Member of the Association.

- 18.1.2 The geographical presence and suitability of the Business Entities operational processes in line with the Association.
- 18.3 The register of any Business Entity Member is to be entered and maintained in the Members register of the Association.
- 18.4 A membership fee is to be determined, in collaboration with the Business Entity and the Association representative.
- 18.5 Where a Business Entity ceases to be a Member of the Association, the Public Officer must make relevant changes to the Member register recording the date when the membership ceased.
- 18.6 A Business Entity Member who has (where applicable) paid all amounts payable to the Association may resign by giving not less than six (6) months' notice in writing to the Public Officer where upon the Business Entity will cease to be a Member of the Association on expiry of the notice period.

19. PROCEEDINGS AT GENERAL BOARD OF GOVERNANCE MEETINGS

- 19.1 The quorum at meetings of the Board of Governance shall be constituted of not less than half the Members of the Board plus one (1).
- 19.2 The Board of Governance shall meet on the last Tuesday of each month, or more frequently as business dictates with the Minutes Secretary issuing the meeting Agenda and the previous meeting minutes no less than one week prior to the meeting date.
- 19.3 The Chairperson of the Board of Governance shall be responsible for duly calling all meetings of the Board.
- 19.4 The minutes of the previous Board of Governance meeting will not be read out loud at the meeting and each Board of Governance Member is to take responsibility to read the minutes prior to attending the programmed meeting.
- 19.5 At all meetings of the Board of Governance each Board Member, excluding the Chairperson, shall have one (1) vote only.
- 19.6 A Board of Governance Member 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 of Governance.
- 19.7 In the event that voting on any resolution is tied, the Chairperson of the Board of Governance will have the deciding vote.
- 19.8 If within fifteen (15) minutes after the time appointed for the meeting a quorum of Board of Governance Members is not present, the meeting may proceed, however all decisions made must be ratified at the next programmed meeting of the Board of Governance.
- 19.9 The Chairperson of the Board of Governance or in that person's absence, the Deputy Chairperson of the Board of Governance or in their absence, or on their declining to take or retiring from the position of Chairperson, one of the Board of Governance Members chosen by the meeting shall preside as Chairperson at that General Meeting of the Board of Governance.

- 19.10 If there is no such Chairperson or Deputy Chairperson present within fifteen (15) minutes after the time appointed for holding the meeting, the Board of Governance Members present may choose one of their number to be the Chairperson for that meeting.
- 19.11 The Chairperson may, with the consent of any meeting at which a quorum is present and shall if 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.
- 19.12 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 of Governance Members.
- 19.13 At any Board of Governance 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 to be recorded in favour of, or against, the resolution.
- 19.14 If a poll is requested by the Chairperson of the meeting or by three (3) or more Board of Governance Members present in person, it shall be taken in such a manner as the Chairperson directs.
- 19.15 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 of Governance Members who being entitled to do so vote personally or by proxy at the meeting is required.
- 19.16 Minutes of meetings shall be signed off by the Board of Governance Chairperson at the following Board of Governance 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 proceedings at the meeting will be deemed to have been held and that all issues arising at the meeting deemed valid.
- 19.17 A copy of the minutes of Board of Governance Meetings shall be held electronically by the CEO of the Association, as well as the Minutes Secretary of the Board of Governance, for a period of no less than ten (10) years.

20. USE OF VIRTUAL MEETING TECHNOLOGY IN GENERAL BOARD MEETINGS.

- 20.1 The Association may hold a General Board Meeting at two or more locations using Virtual Meeting Technology that gives a Board of Governance Member a reasonable opportunity to participate and exercise a right to speak.
- 20.2 A Board of Governance Member participating through the use of Virtual Meeting Technology will be deemed to be present at the meeting in person.
- 20.3 A Board of Governance Member participating through the use of Virtual Meeting Technology:
- a) must be given the opportunity to participate in a vote in real time: and
 - b) may at the sole discretion of the Board of Governance (and where circumstances apply), be given the opportunity to record a vote in advance of the meeting in which case the voter may elect to vote in real time or in advance.
- 20.4 A document that is required or permitted to be tabled at a meeting using Virtual Meeting Technology is taken to have been tabled if it is:
- a) given to the person entitled to attend the meeting (whether physically or by using

- Virtual Meeting Technology) before the meeting; or
- b) made accessible to the person entitled to attend the meeting (whether physically or by using Virtual Meeting Technology) during the meeting.

21. ANNUAL GENERAL MEETINGS (AGM).

- 21.1 An AGM shall be called between the thirtieth (30th) day of June and the thirty-first (31st) day of October in each calendar year, dated as determined by the Board of Governance.
- 21.2 Not less than twenty-one (21) days' notice of the AGM of the Association shall be given by the Minutes Secretary of the Board of Governance by public notice through the local press/media outlets.
- 21.3 Any motion to be considered at the AGM under general business shall be submitted, in writing, to the Minutes Secretary of the Board of Governance 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.
- 21.4 An AGM of the Association shall require a quorum of not less than twelve (12) General Members (including no less than four (4) current Board Members).
- 21.5 If within fifteen (15) minutes after the time appointed for the meeting a quorum is not present; a meeting convened upon the requisition under Clause 21.1 shall lapse.
- 21.6 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if that meeting were the original AGM.
- 21.7 At each AGM each General Member present, excluding the Chairperson, shall have one (1) vote only. In the event that voting on any resolution is tied, such a resolution shall be determined by the Chairperson of the AGM.
- 21.8 At the AGM the Chairperson must allow General Members a reasonable opportunity to ask questions or to make comments on the management of the Association.
- 21.9 Where a resolution is put to a vote at the AGM this 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.
- 21.10 If a poll is demanded by the Chairperson of the meeting or by twelve (12) or more General Members present, 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.

22. SPECIAL MEETING - GENERAL MEMBERS (INCLUDING BUSINESS ENTITY MEMBERS).

- 22.1 A Special Meeting - General Members of the Association shall be convened by the Board of Governance Chairperson within twenty-one (21) days of the receipt of a request in writing from not less twelve (12) General Members and shall be given not less than seven (7) clear days written notice of the date, time, place and purpose of the Special Meeting - General Members.
- 22.2 Board Members and General Members shall not be entitled to vote by proxy at a Special Meeting - General Members of the Association.
- 22.3 No business shall be considered at a Special Meeting - General Members other than the business specified in the notice (Agenda) convening the same.

- 22.4 At each Special Meeting - General Members each General Member present, excluding the Chairperson, shall have one (1) vote only. In the event that voting on any resolution is tied, such a resolution shall be determined by the Chairperson of the meeting.
- 22.5 If within fifteen (15) minutes after the time appointed for the meeting a quorum is not present; a meeting convened upon the requisition under Clause 22.1 shall lapse.
- 22.6 The Chairperson of the Board of Governance, or if there be no Chairperson, the Deputy Chairperson of the Board of Governance, or in their absence, or on their declining to take or retiring from the chair, one of the current Board of Governance Members chosen by the meeting shall preside as Chairperson at that Special Meeting - General Members of the Association.
- 22.7 If there is no such Chairperson or Deputy Chairperson present within fifteen (15) minutes after the time appointed for holding the meeting, the persons present may choose one of the existing Board of Governance Members or a General Member to be the Chairperson.
- 22.8 The Chairperson may with the consent of a Special Meeting - General Members 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 Special Meeting - General Members other than the business left unfinished at the meeting from which the adjournment took place.
- 22.9 When a Special Meeting - General Members 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 - General Members.
- 22.10 Any motion to be considered at a Special Meeting - General Members under general business shall be submitted, in writing, to the Minutes Secretary of the Association within seven (7) days of the advertised date of the meeting to be delivered by electronic means from General Members.
- 22.11 Such motion will be signed by the proposer and the seconder with the Minutes Secretary with the motion posted via electronic means, or through approved Information Technology Platforms of the Association.
- 22.12 At any Special Meeting - General Members 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. EXECUTIVE & SUB-COMMITTEES

- 23.1 The Board of Governance 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 of Governance, to which the Board of Governance may revoke this delegation at will.
- 23.2 Subject to the control and direction of the Board of Governance a sub-committee so appointed by the Board of Governance may regulate the conduct of its own business, and maintain a written record of its business and shall report to the Board of Governance on its activities as often as the Board of Governance from time to time requires.

- 23.3 The Board of Governance shall be empowered (where necessary) to elect an Executive Committee comprising the Chairperson, the Deputy Chairperson, the Secretary and one (1) other of its number.
- 23.4 The Executive Committee shall have power to act and to bind the Board of Governance without being required to first seek or obtain the approval of the Board of Governance 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 of Governance Meeting is scheduled to be held, but shall otherwise and (where reasonably possible, in any event) seek the ratification and approval of the Board of Governance in matters involving finance.
- 23.5 The Executive Committee shall in any event report to the next duly constituted Board of Governance Meeting all actions which the Executive Committee has taken since the proceeding Board of Governance Meeting for the purpose of obtaining the ratification thereof by the Board of Governance.
- 23.6 At least ten (10) days' notice in writing of any motion to rescind a resolution of the Board of Governance shall be given to all Board of Governance Members and such motion to rescind shall not be voted upon by the Board of Governance unless notice has been so given.

24. CONFLICT OF INTEREST

- 24.1 A Board of Governance Member, or a General Member shall declare their interest in any contractual, selection, disciplinary or financial matter in which a conflict-of-interest arises or may arise.
- 24.2 The Board of Governance Member, or a General Member shall, unless otherwise determined by the Chairperson of the meeting, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters.
- 24.3 If the Board of Governance Member, or General 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 of Governance Member, or the General Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board of Governance Members, or General Members present.
- 24.4 If this is not possible, the matter shall be adjourned or deferred.

25. SALARIED STAFF

- 25.1 The Association may engage and appoint a Chief Executive Officer as appropriate for the efficient management of the Association (refer to Clause 11.1).
- 25.2 Salaried staff, other than the Chief Executive officer, may be invited to attend Board of Governance Meetings but shall not be entitled to vote at these meetings.
- 25.3 Attendees at Board of Governance meetings will be reminded that any discussions or issues arising are of a confidential nature and subsequently must not be discussed with others upon leaving the meeting.

26. INSURANCE & INDEMNITY

- 26.1 The Board of Governance shall ensure that at all times adequate insurance cover for all activities of the Association is maintained.

- 26.1.1 The Association will undertake to insure all its assets against damage by fire, theft and/or other agents and is effectively covered annually.
- 26.1.2 Indemnify against liabilities arising out of any act by its Board of Governance Members, General Members, or any salaried or volunteer staff in the execution of the duties of the Association.
- 26.1.3 To the extent permitted by law and without limiting the powers the Association will undertake to indemnify each Member who is, or has been a Board of Governance Member, Chief Executive Officer, or Minutes Secretary of the Association against any liability that may result from facts or circumstances relating to the person serving or having served in that capacity:
- (a) incurred at any time, whether before or after this Clause comes into effect, to any person (other than the Association or a related Business Entity), which does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
 - (b) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to such proceedings in which the court grants relief to the person under *the Act*.
- 26.1.4 The Association will not provide indemnity in respect to legal costs incurred in defending an action for the liability if the cost incurred are as a result of criminal proceedings in which the person is found to have a liability for which they have been found guilty.
- 26.1.5 The Association shall not pay or agree to pay, a premium for a contract insuring a person who has been an officer or auditor of the Association against a liability arising out of:
- (a) conduct involving a wilful breach of duty in relation to the Association; or (b) a contravention of Sections 182 or 183 of the *Corporations Act 2001 (Cth)*.

27. ALTERATION OF THE CONSTITUTION

- 27.1 The Constitution may (subject to Clause 21 and/or Clause 22 hereof) be amended by a vote taken at a Special Meeting - General Members, or AGM of the Association.
- 27.2 Such Special Meeting - General Members, or AGM shall be convened by the Minutes Secretary of the Association giving a minimum of twenty-one (21) days' notice in the local press/media outlets.
- 27.3 The quorum for such meeting shall be not less than twelve (12) General Members (including no less than four (4) Board of Governance Members) present at the meeting.
- 27.4 A decision to amend the Constitution must be approved by a Special Resolution. The notice requirements and necessary voting for a Special Resolution to amend the Constitution is included in Rule 2 of these Rules (refer - Interpretation/Definitions).
- 27.5 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, or the Principal Purpose of the Association.

27.6 General Members are not able to pass a special resolution that amends this Constitution if passing it causes the Association to no longer be a charity.

27.7 Any alteration the Constitution shall be registered with the Department, in the time frame as required by *the Act*.

28. DISSOLUTION OF THE ASSOCIATION

28.1 Voluntary Winding Up:

28.1.1 The Association may be wound up or dissolved in accordance with *the Act*.

28.1.2 A decision to wind up or dissolve the Association must be approved by a Special Resolution of the Members. The notice requirements and necessary voting for a Special Resolution to wind up or dissolve is included in Rule 2 of these Rules (refer - Interpretation/Definitions).

28.1.3 The General Members must ensure that the appropriate process is followed with the CBS, including the voluntary winding up or voluntary deregistration, as required by *the Act*.

28.1.4 The Association's registration is cancelled when the winding up or the deregistration process is completed in accordance with *the Act*.

ADDENDUM A

This Addendum (*Addendum A*) deals with Administrative/Variable matters therefore does not require to be lodged or registered with Consumer and Business Services (CBS).

POWERS

The Board of Governance is authorised under the Constitution of Lifeline South East (SA) Inc. to make changes to its Administrative/Variable matters without conducting a of Special Meeting - General Members.

ADMINISTRATIVE/VARIABLE MATTERS

The clauses stated below may change in accordance with operational needs and will not affect the intent of the Constitution of Lifeline South East (SA) Inc.

i. Clause 3 – OFFICE

- The registered address for the Association is:
5 Mark Street, Mount Gambier South Australia. 5290.

ii. Clause 10 – PUBLIC OFFICER

- The Public Officer of the Association is identified as the appointed Chief Executive Officer of Lifeline South-East (SA) Inc.

APPROVAL

Approval of changes to noted Administrative/Variable matters will be decided by the Board of Governance and recorded in the minutes of the relevant meeting where discussion has occurred and changes have been approved.

AMENDMENTS 2026

NOTE: Contents have been relocated throughout the document to provide better flow of information from the previous version.

1. CONTENTS (NEW)

- 1.1 New section with defined contents listing

Rationale for Change: To allow for ease of Clause identification.

2. INTERPRETATIONS/DEFINITIONS

- 2.1 Inclusion of further definitions.

Rationale for Change: To assist readers in better understanding of the definitions in the Constitution.

3. (Clause 4) Previously named - OBJECTIVES now renamed - PRINCIPAL PURPOSE

Rationale for Change: To align the Constitution with Strategic plan and clarity of services offered by the Association.

4. (Clause 5) NOT-FOR-PROFIT (NEW HEADING)

- 4.1 Inclusion of Clause 5 to outline the Associations status as Not-for-Profit

Rationale for Change: To ensure the understanding of Not-for-Profit status of the Association

5. (Clause 7) LIFELINE AFFILIATION & ACCREDITATION

- 5.1 Inclusion of new Clause 7.2

Rationale for Change: To ensure compliance with ACNC requirements.

6. (Clause 10) PUBLIC OFFICER

- 6.1 Inclusion of Clause 10.2

Rationale for Change: To ensure compliance with the Act.

7. (Now Clause 12) BOARD MINUTES SECRETARY

- 7.1 Inclusion of Clause 12.1.3

Rationale for Change: To outline requirements for Minutes Secretary to maintain a register of Board Members for the Association.

8. (Now Clause 13) FINANCE, RECORDS, ACCOUNTS & AUDIT

- 8.1 Inclusion of new information into Clause 13 (13.1 to 13.9).

- 8.2 Removal of previous Constitution Clause 26 – FINANCIAL ADMINISTRATION & Clause 26 – APPOINTMENT OF EXTERNAL AUDITORS to include in changed Clause 13

Rationale for Change: To align accounting, records and audits into one section.

9. (Now Clause 14) BOARD OF GOVERNANCE RESPONSIBILITIES

- 9.1 Inclusion of new information into Clause 14.1.1

Rationale for Change: To clarify Board responsibilities.

10. (Now Clause 15) MEMBERSHIP & VACANCIES ON THE BOARD OF GOVERNANCE (NEW HEADING)

- 10.1 Now combining previous Constitution Clauses 18 and 19 into revised Constitution Clause 15

- 10.2 Inclusion of New Clauses 15.5; & 15.6 & re wording of Clause 15.7 & insertion of new Clauses 15.8 through to 15.13

- 10.3 Removal of previous Constitution heading **BOARD VACANCIES AND RESIGNATION OF BOARD MEMBERS**, with inclusion of Clauses 15.5 through to 15.13

Rationale for Change: To have a clear understanding of the Board membership requirements, why a vacancy may arise and to streamline the vacancy process under one heading to avoid text confusion & to have a clear process to assess suitable new Board applicants.

11. (Clause 16) EXPULSION FROM THE BOARD - NEW

11.1 New section Clause 16.1 through to 16.3

Rationale for Change: To outline requirements for removal of Board Members.

12. (Clause 18) BUSINESS ENTITIES -NEW

12.1 New section with Clauses 18.1 through to 18.6

Rationale for Change: To allow opportunity and guidelines for Business who choose to become financially involved with the Association.

13. (Clause 19) PROCEEDINGS AT BOARD OF GOVERNANCE MEETINGS

13.1 Clause 19.2 with removal of Chair vote now transferred to Clause 19.7

Rationale for Change: To ensure the Chair has the deciding vote where there is a tied resolution.

14. (Now Clause 21) ANNUAL GENERAL MEETINGS

14.1 Separation of information. Inclusion of new Clause 21.7 for Members to have opportunity to ask questions or make comments.

Rationale for Change: To separate AGM from Special Meetings – General Members as well as including time requirements and quorum.

15. (Now Clause 22) PROCEEDINGS AT SPECIAL MEETINGS -GENERAL MEMBERS.

15.1 Inclusion of new Clauses 22.5 & 22.7.

Rationale for Change: To provide consistency in relation to time & quorum for General Members meetings.

16. (Now Clause 26) – INSURANCE & INDEMNITY

16.1 Inclusion of new Clauses 26.1.3 (a) (b), 26.1.4 & 26.1.5 (a) & (b)

Rationale for Change: To ensure understanding in relation to indemnity and protection for “LLSE” & its Board Members.

17. (Now Clause 27) – ALTERATION OF CONSTITUTION

17.1 Inclusion of new Clause 27.6

Rationale for Change: For General Members to be aware the importance of being a charity.

18. (Now Clause 28) DISSOLUTION

18.1 Inclusion of new Clauses 28.1.1 & 28.1.4.

Rationale for Change: To understand steps required in the case of dissolution of the Association under relevant laws.

19. (NEW) ADDENDUM

19.1 Inclusion of Addendum A

Rationale for Change: To allow Board of Governance to make administrative changes without having to advise CBS.