



HOMEBIRTH NETWORK OF SA INC

CONSTITUTION

OPEN MANAGEMENT

The Homebirth Network of SA Inc has decided to adopt an open style of management because it encourages the participation of all Members. Management is vested in Open Meetings (or General Meetings) which all Members are encouraged to attend. This style of management enables power, information and responsibility to be shared between all Members.

AS ADOPTED BY THE ANNUAL GENERAL MEETING

ON 23RD NOVEMBER 2007

1 NAME

The name of the Association shall be the HOME BIRTH NETWORK OF SOUTH AUSTRALIA, hereinafter called “the Association”.

2 OBJECTS

- 2.1 To promote homebirth as a normal, natural and safe way to give birth;
- 2.2 To provide support and information to women and their families;
- 2.3 To do all other things as may be incidental to the attainment of such objects.

3 POWERS

The Association shall have all the powers conferred by Section 25 of the Act.

4 DEFINITIONS AND INTERPRETATION

4.1 In this Constitution –

“Member” refers to a member of the Association, as per Clause 5 herein;

“the Act” means the Associations Incorporation Act 1985;

“the Regulations” means the Associations Regulations 1985.

5 MEMBERSHIP**5.1 Full membership**

Shall be open to any persons who have agreed to accept the above Objects, paid the prescribed Membership Fee and who are:

5.1.1 Employees of the Association; or

5.1.2 Persons who have applied in writing for Membership.

5.2 Professional membership

Shall be open to any persons who have agreed to accept the above objects, paid the prescribed Membership Fee, applied in writing for Membership and with whom a mutually beneficial professional relationship may be established.

5.3 Organisation Members

- 5.3.1 Organisation Members shall be organisations which have applied in writing for Membership, expressed support for the above Objects and paid the prescribed Membership Fee, and which are accepted as Members by majority vote of the General Meeting.
- 5.3.2 An Organisation Member may appoint from its members a representative who may speak and vote on its behalf.

5.4 Membership Fees

- 5.4.1 Fees for Membership shall be such sum as the Members shall determine from time to time in the General Meeting.
- 5.4.2 Membership Fees shall be payable annually in advance at a time determined by a General Meeting.
- 5.4.3 Any Member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a Member of the Association.

5.5 Suspension of Membership

The Association may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association:

- 5.5.1 Membership may be suspended by not less than a two-thirds majority vote at a General Meeting;
- 5.5.2 Any suspended Member may on not less than two weeks' written notice require the suspension to be reconsidered at one subsequent General Meeting;
- 5.5.3 The Association shall not be required to accept the review of a Membership of a suspended Member when renewal next falls due.

5.6 Cessation of Membership

Membership shall cease on:

- 5.6.1 Resignation in writing delivered to the premises or postal address of the Association;
- 5.6.2 Termination of employment by the Association;
- 5.6.3 Non-renewal of Membership within three months of expiry.

6 MANAGEMENT

- 6.1 The Homebirth Network of SA Inc has decided to adopt an open style of management in order to encourage the participation of all Members. Management is vested in Open Meetings (or General Meetings) which all Members can attend if they wish. This style of management enables power, information and responsibility to be shared between all Members.
- 6.2 The Association shall hold General Meetings for all its Members not less than six (6) times in each year and not less than seven (7) days' written notice of meetings shall be given to members via the most efficient method of communication available at that time.
- 6.3 Management of the Association shall be vested in the Office Bearers. The Office Bearers of the Association shall be the Co-ordinator, Secretary, Treasurer, Public Relations Officer, Membership Services Officer, Newsletter Editor, Website Editor, Librarian, Coffee Morning Sessions Co-ordinator, Birth Story Sessions Co-ordinator, Information Sessions Co-ordinator, Merchandising Officer and any other office holders as may be required who shall be elected from the Members at the Annual General Meeting. Any position(s) not filled at the Annual General Meeting may be co-opted at a subsequent General Meeting.
- 6.4 The office of an Office Bearer shall fall vacant upon:
- 6.4.1 Resignation in writing;
 - 6.4.2 Suspension of the Office Bearer as a Member of the Association;
 - 6.4.3 Failure to attend three consecutive General Meetings of the Association without acceptable explanation;
 - 6.4.4 Failure to fulfil the duties of the office to a degree that impairs the functioning of the Association.
- 6.5 Vacancies arising among the elected Office Bearers shall be filled by election at the next General Meeting.
- 6.6 A quorum of a General Meeting shall consist of three (3) Members plus one (1) Office Bearer. If there is no quorum within thirty (30) minutes of the time appointed for the meeting then a majority of Members present may decide to adjourn the meeting for a period not exceeding fourteen (14) days.

- 6.7 The General Meeting may appoint Office Bearers and Members as its Executive to carry out day-to-day business as delegated by the General Meeting and who shall report to the next General Meeting. Any matters for which an Executive requires further clarification prior to the next General Meeting (in order to proceed with the business of the Association in a practical and timely manner) shall be settled by the most convenient form of communication between the most relevant Members available at the time.
- 6.8 The General Meeting shall appoint sub-committees for specific purposes who shall meet as they see fit or as directed by the General Meeting. Each sub-committee shall be chaired by an Office Bearer or Executive of the General Meeting and filled by other Members in numbers as are relevant to the task at hand. The Chair of such sub-committees shall be responsible for reporting to the Members at each relevant General Meeting.
- 6.9 Office Bearers shall not in their capacity as such act as representative of another organisation within the same role.
- 6.10 No Office Bearer shall hold the same office for more than three (3) successive years unless overruled by majority vote at an AGM.

7 ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

- 7.1 Written notice of not more than twenty eight (28) days and not less than seven (7) days of all Annual and Special General Meetings shall be distributed to all members via the most efficient method of communication available at that time.
- 7.2 Members shall each be entitled to one (1) vote at any Annual or Special General Meeting at which they are present.
- 7.3 A quorum at any Annual or Special General Meeting shall consist of two (2) Office Bearers plus four (4) Members.
- 7.4 If at any Annual or Special General Meeting there is no quorum within thirty (30) minutes of the time appointed for the meeting then a majority of Members present may decide to adjourn the meeting for a period not exceeding fourteen (14) days. The quorum for such adjourned meeting shall be reduced to five (5) Members failing which the meeting will lapse altogether.
- 7.5 A Special General Meeting shall be called by the Secretary within twenty eight (28) days of receipt of a directive of the General Meeting or a written request of

two (2) Office Bearers or six (6) Members specifying the business to be conducted at the Meeting.

7.6 The Annual General Meeting shall be held at least once in each calendar year and not more than five (5) months after the close of the financial year which shall be 30th June unless altered at an Annual General Meeting.

7.7 The business of an Annual General Meeting shall be:

7.7.1 To confirm the minutes of the preceding Annual General Meeting;

7.7.2 To receive the Co-ordinator's report for the previous financial year;

7.7.3 To receive the Treasurer's report and the audited financial statements for the previous financial year together with the financial budget for the current financial year;

7.7.4 To elect the Office Bearers who must consent in person or in writing;

7.7.5 To conduct any other business placed on the Agenda prior to the commencement of the meeting.

8 VOTING

8.1 The Association shall reach decisions by consensus where possible, but where consensus cannot be reached then voting shall be by a show of hands except that:

8.1.1 Any contested election at an Annual General Meeting or otherwise shall be by secret ballot;

8.1.2 The meeting may by show of hands require any other vote to be by secret ballot.

8.2 Office Bearer's Power to Delay Motion

8.2.1 An Office Bearer shall have power to delay the passing of any motion put to a General Meeting unless every other Office Bearer is present and votes for the motion.

8.2.2 A subsequent motion similar in substance to a delayed motion shall be moved only following not less than two (2) week's written notice to the Association and distributed to all Members. Such subsequent motion is not subject to further delay.

- 8.3 Resource persons with relevant special interests or knowledge may be invited to attend any meeting and to speak at the discretion of the Chairperson, but such persons may not vote.

9 CO-ORDINATOR

- 9.1 The Coordinator, wheresoever possible, shall be a consumer, not a provider of homebirth services, in order to represent the community roots of the Association.
- 9.2 The Co-ordinator shall keep the Common Seal if any which shall be affixed only by resolution of a General Meeting and in the presence of two (2) Office Bearers.
- 9.3 The Co-ordinator shall maintain an overview of all of the undertakings of the Association.
- 9.4 The Co-ordinator shall be Chairperson at all General Meetings, undertaking the responsibilities outlined in Clause 10 herein. If the Co-ordinator is unable to fulfil this role at any given General Meeting, they are responsible for ensuring that this role is filled by another available Member.

10 CHAIRPERSON

- 10.1 The Chairperson shall be responsible for the preparation of the Agenda for each General Meeting, with assistance from the Minute-Taker of the previous General Meeting.
- 10.2 The Chairperson at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.
- 10.3 The Chairperson shall encourage full and balanced participation in meetings by all Members and shall encourage consensus decision-making where possible and shall decide on matters of order.

11 TREASURER

- 11.1 The Treasurer shall cause monies received to be paid into an account authorised by and in the name of the Association as well as be responsible for the timely payment of such accounts as the Association accrues and as are approved by the General Meeting.
- 11.2 Payments shall be as petty cash or by cheque signed by two (2) authorised signatories of the Association of whom there shall be no more than five (5) as

appointed by a General Meeting or by another sub-committee to which such power has been delegated by a General Meeting.

- 11.3 The treasurer shall cause records to be kept of all receipts and payments and other financial transactions which records shall be available for inspection by any member.
- 11.4 The treasurer shall cause to be prepared financial budgets and statements and shall submit a report on finances to each General Meeting.
- 11.5 The Treasurer shall present audited accounts to the Annual General Meeting.

12 SECRETARY

- 12.1 The secretary shall give notice of meetings in accordance with the provisions of this Constitution.
- 12.2 The Secretary shall cause records to be kept of the Association for the current financial year, including the current Constitution and Policies, records of Members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.
- 12.3 The Secretary shall assist the Newsletter Editor in causing the Newsletter to be printed and distributed in a timely manner.

13 MINUTES-TAKER

- 13.1 The Minutes-Taker for each meeting will be elected by a majority at the beginning of each meeting;
- 13.2 The Minutes-Taker shall provide an official transcript of the minutes to the Membership within fourteen (14) days' of the meeting to which the minutes relate.
- 13.3 The Minutes-Taker shall assist the Chairperson in preparation of the Agenda for the subsequent General Meeting.

14 PUBLIC RELATIONS OFFICER

- 14.1 The Public Relations officer, wheresoever possible, shall be a consumer, not a provider of homebirth services, in order to represent the community roots of the Association.

- 14.2 The Public Relations Officer shall act as Spokesperson for the Association. The Spokesperson shall make statements in accordance with previously agreed policy or in an emergency following consultation with at least one (1) Office Bearer and one (1) other Member.
- 14.3 The Public Relations Officer shall be responsible for presenting the Objects, interests and causes of the Association to the wider community via the media and such other direct public relations opportunities as they arise.
- 14.4 The Public Relations Officer shall be responsible for presenting up to date information across all issues relevant to the Association as appears in current media and research literature.

15 SERVICES OFFICER

- 15.1 The Services Officer shall be responsible for the management of such services as the Association shall see fit to provide for the Members and for the wider community. These services may include but are not limited to Membership Benefits, Birth Pool Hire and a Meals Roster.

16 NEWSLETTER EDITOR

- 16.1 The Newsletter Editor shall cause the Associations' primary publication (herein called "the Newsletter") to be produced, printed and distributed to the Members at least four (4) times in each calendar year.
- 17.2 The Newsletter Editor shall be responsible for ensuring that the content of the Newsletter is in accordance with the Objects and with the wishes and requirements of the Members, as represented at the General Meetings.

17 WEBSITE EDITOR

- 17.1 The Website Editor shall cause the Associations' Website (herein called "the Website") to be maintained with up to date information, appearance and functionality.
- 17.2 The Website Editor shall be responsible for ensuring that the content of the Website is in accordance with the Objects and with the wishes and requirements of the Members, as represented at the General Meetings.

18 LIBRARIAN

- 18.1 The Librarian shall be responsible for seeking and making recommendations for purchases of books and recourses for the Library in accordance with the

Objects and with the wishes and requirements of the Members, as represented at the General Meetings.

- 18.2 The Librarian shall be responsible for set up and pack up of the library contents at the Sessions held by the Association as directed by the Association as represented at the General Meetings. If the Librarian is unable to fulfil this role at any given Session, they are responsible for ensuring that this role is filled by another available Member.
- 18.3 The Librarian shall be responsible for keeping up to date and detailed lending records.
- 18.4 The Librarian shall be responsible for the following up of all outstanding lending.

19 COFFEE MORNING SESSIONS CO-ORDINATOR

- 19.1 The Coffee Morning Sessions Co-ordinator shall be responsible for ensuring that the Coffee Mornings are set up and conducted in accordance with the Objects and with the wishes and requirements of the Members, as represented at the General Meetings.
- 19.2 The Coffee Morning Sessions Co-ordinator shall be responsible for recruiting assistants as required in order to ensure efficient achievement of Clause 19.1 above.
- 19.3 The Coffee Morning Sessions Co-ordinator shall cause monies received at the Coffee Mornings such as membership, donation or any other payments to the Association to be provided to the Treasurer in a timely manner.

20 BIRTH STORY SESSIONS CO-ORDINATOR

- 20.1 The Birth Story Sessions Coordinator shall be responsible for ensuring that the Birth Story Evenings are set up and conducted in accordance with the Objects and with the wishes and requirements of the Members, as represented at the General Meetings.
- 20.2 The Birth Story Sessions Co-ordinator shall be responsible for recruiting assistants as required in order to ensure efficient achievement of Clause 20.1 above.

- 20.3 The Birth Story Sessions Coordinator shall cause monies received at the Birth Story Evenings, such as membership, donation or any other payments to the Association to be provided to the Treasurer in a timely manner.

21 INFORMATION SESSIONS CO-ORDINATOR

- 21.1 The Information Session Coordinator shall be responsible for ensuring that the Information Sessions are set up and conducted in accordance with the Objects and with the wishes and requirements of the Members, as represented at the General Meetings.
- 21.2 The Information Sessions Co-ordinator shall be responsible for recruiting assistants as required in order to ensure efficient achievement of Clause 21.1 above.
- 21.3 The Information Session Coordinator shall cause monies received at the Information Sessions, such as membership, donation or any other payments to the Association to be provided to the Treasurer in a timely manner.

22 MERCHANDISING OFFICER

- 22.1 The Merchandising Officer shall cause to be purchased and / or produced such merchandise as desired by the Members, as represented at the General Meeting, and as shall be directed towards achieving the Objects of the Association.
- 22.2 The Merchandising Officer shall be responsible for the sales and distribution of merchandise and will assist the Treasurer by maintaining accurate financial records of costs and incomes related to this endeavour.

23 AMENDMENT OF CONSTITUTION AND RULES

- 23.1 This constitution may be repealed or amended by resolution of two-thirds of members present and voting at a General Meeting of which not less than seven (7) days' written notice, including notice of the proposed repeal alterations or amendment has been distributed to all members via the most efficient method of communication available at that time.
- 23.2 Rules for the proper administration of meetings or business may be made repealed or amended by a General Meeting or by a Committee Meeting subject to subsequent disallowance at a General Meeting provided that not less than seven (7) days' written notice including notice of the new rule, repeal or

amendment has been distributed to all members via the most efficient method of communication available at that time.

24 FINANCES AND PROPERTY

- 24.1 Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.
- 24.2 The income property and funds of the Association shall be used and applied solely towards the promotion of the Objects and shall not be paid or transferred to the Members or relatives of Members provided that nothing herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the Objects of the Association and without undue preference.