Grandcarers SA

CONSTITUTION

GRANDPARENTS FOR GRANDCHILDREN SA Inc

October 2025

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Constitution approved on 13 February 2026

GRANDPARENTS FOR GRANDCHILDREN SA INC

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1. NAME

The name of the incorporated association is Grandparents For Grandchildren SA Incorporated, referred to herein as Grandcarers SA.

2. DEFINITIONS

'Board'	the governing committee of Grandcarers SA.
'Board member'	a person who has been appointed to the Board.
'CEO'	the Chief Executive Officer of Grandcarers SA, holding executive power as appointed by the Board according to this Constitution.
'Client'	a Grandcarer, as defined (grandparent carer, kinship carer, sentinel and alienated grandparents)
'Committee'	a standing or ad hoc working group formed to assist the Board
'Grandcarers SA'	an abbreviation of the full name of Grandparents For Grandchildren SA Incorporated.
'General Meeting'	a duly convened meeting composed of the Members of Grandcarers SA.
'Grandcarer'	a grandparent or kinship carer who is the primary care giver of a grandchild, grandchildren or other child(ren),
'Membership'	a Board Member who has been approved by the Grandcarers SA Board as a Member.
'Month'	a calendar month.
'Staff'	employees and registered volunteers of Grandcarers SA.
'the Act'	the Associations Incorporation Act 1985 (as amended).

3. PRINCIPLES

Grandparents For Grandchildren abides by and recognises both the United Nations convention on the Rights of the Child which was ratified by Australia in December 1990, and the convention on the Rights of Persons with Disabilities which was ratified by Australia in July 2008.

4. OBJECTS

These objects are to be read subject to the Principles.

4.1 Grandcarers SA has as its primary focus the welfare of all Grandcarers and the children in their care

4.2 Grandcarers SA provides services relevant to the needs of all Grandcarers and the children in their care, consistent with the values of Grandcarers SA.

4.3 Grandcarers SA services are based on recognising that early intervention is the most effective approach to addressing the needs of Grandcarers and the children in their care, in accordance with clause 4.4.

4.4 Grandcarers SA provides:

- 4.4.1 Assistance to Grandcarers via personal and peer group support and financial assistance
- 4.4.2 Public awareness and promotion of community involvement and support for families in crisis.
- 4.4.3. Advocacy on behalf of the needs and expectations of Grandcarers

4.5 Grandcarers SA will provide relevant services that best cater for the changing needs of its Client group.

5. POWERS

Grandcarers SA has the following powers, exercised by the Board, to:

5.1 Acquire, hold, deal with, and dispose of, real or personal property;

5.2 Administer any property on trust;

5.3 Open and operate bank accounts;

5.4 Invest its monies:

5.4.1 In any security in which trust monies may, by Act of Parliament, be vested, or;

5.4.2 In any other manner authorised by this Constitution;

5.5 Borrow money on such terms and conditions as approved by the Board;

5.6 Give such security for the discharge of liabilities incurred by Grandcarers SA as approved by the Board;

5.7 Appoint agents to transact any business of Grandcarers SA on its behalf;

5.8 Enter into any other contract it considers necessary or desirable;

5.9 Delegate any of these powers to the Chief Executive Officer from time to time; and

5.10 Expel a Board member for reasonable cause and after having given that Board member fair notice of the reasons for expulsion and an opportunity to be heard.

6. MEMBERSHIP

The members of the Association are those appointed as Board Members.

7. MANAGEMENT OF THE ASSOCIATION'S AFFAIRS

7.1 The affairs of the Association, including its funds and other property, are to be managed and controlled exclusively by the Board, which shall exercise all such powers and do all such things as are within the objects of the Association, except where this Constitution or the Act requires them to be done by the Association in a General Meeting.

7.2 The Board shall have the authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Association on which this Constitution is silent.

7.3 The Board must appoint a Chief Executive Officer.

7.4 The Chief Executive Officer shall not be a Board Member but shall report to the Board.

7.5 The Chief Executive Officer must carry out the duties delegated by the Board and those imposed by law.

7.6 Any reference in this Constitution to the Chief Executive Officer includes a person acting in that position.

8. RESIGNATIONS

8.1 A member may resign from the Board by giving written notice to the Chairperson of the Board.

8.2 A member shall cease to be a member of the Association once their resignation as a Board Member is acknowledged by the Chairperson of the Board.

8.3 The Chairperson of the Board may resign by giving notice to the Deputy Chair of the Board.

8.4 The Chairperson shall cease to be a member of the Board once their resignation is acknowledged by the Board.

9. LEAVE OF ABSENCE

9.1 A Board Member may request a leave of absence by giving written notice to the Chairperson of the Board

9.2 The Chair can, in consultation with the Board, request that a member take a leave of absence if it were considered beneficial to the functioning of the Board or the reputation of GSA.

9.3 The Board Member will cease to be (considered) a member of the Board during that period of absence

10 MEETINGS

Annual General Meeting

The Annual General Meeting of the Members of the Association shall:

10.1 Be held within 5 months of the end of the financial year.

10.2 Receive and adopt the Audited Financial Statements and the Annual Report of the Treasurer.

10.3 Appoint Board Members as required.

10.4 Consider and if appropriate, approve amendments to this Constitution as provided in Clause 29 of this Constitution.

10.5 Transact such other business that may be brought before the meeting, in conformity with this Constitution or which the Board may consider relevant.

Special General Meeting

10.6 A Special General Meeting may be called at any time by at least two Board Members.

10.7 The Meeting must be held on a date within thirty (30) days after receipt of a requisition to that effect, specifying the business to be transacted at such Meeting.

Notices

10.8 Notices of all Annual General Meetings and Special General Meetings shall be given by sending to each Board Member at least fourteen (14) days prior to each meeting a notice in writing, by electronic means, specifying the place, date, and time of the meeting, as specified in clause 24.1.1 of this Constitution.

Quorums

10.9 No business shall be transacted at any Annual General Meeting or Special General Meeting unless a quorum of 50% plus one (1) of current Board Members are present at the commencement of such business. If within thirty (30) minutes from the appointed time for the Meeting a quorum is not present, the Meeting shall stand adjourned to such place, date and time as the Chairperson of the Meeting for the time being shall then decide provided that no such Meeting shall stand adjourned for more than fourteen (14) days following the date of the adjournment. If at such adjourned Meeting a quorum is not present those present shall constitute a quorum and may proceed to transact the business for which the Meeting was called.

11 THE BOARD

Governance

11.1 The Management of the Association shall be vested in a Board of no less than five (5) and no more than eight (8) Members.

11.2 All Board Members are appointed to the position of Board Member via a written application and selection, in accordance with a process agreed to by the Board, for an initial three (3) year term.

11.3 Appointment to Board vacancies is based on needs identified by the Board, including but not limited to those in the skills matrix, in accordance with clause 10.1 and the following process.

11.4 A committee shall be formed to assess Board member written applications in accordance with the Board Member Application Procedure and Board Member Application Form

11.4.1 The committee shall report their decision to appoint (or not) to the Board by email or at the next Board meeting for ratification.

11.4.2 The committee shall provide grounds for their decision if requested by a member of the Board

11.5 A Board member may serve no more than two (2) consecutive terms of three (3) years, unless otherwise determined by the Board

11.6 As determined by Board policy, members who have completed their first three (3) year term of a two term cycle, shall resign and may re-nominate for a second term at the AGM following the end of their first term.

11.7 Any past member can reapply to be a member of the Board after an hiatus of three (3) years.

11.8 No employees or registered volunteers of Grandcarers SA shall be appointed to the Board.

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Board Members

11.9 The office of a Board Member shall become vacant if a Board member:

11.9.1 Is disqualified from being a Board member as a result of being in breach of the Association's constitution.

11.9.2 Is expelled as a member under this Constitution

11.9.3 Is absent without apology for more than four (4) meetings in a financial year or three (3) consecutive Meetings

11.9.4 Is permanently incapacitated due to ill health.

11.9.5 Has resigned

11.9.6 Has taken a leave of absence

11.9.7 Has been suspended

Office Bearers

11.10 The Office bearers of the Association shall consist of the Chairperson, Deputy Chairperson, Secretary, and the Treasurer.

11.11 The Board, at its first Meeting, held after the Annual General Meeting, shall elect from its own Membership the Chairperson, Deputy Chairperson, Secretary and Treasurer.

Indemnity of Board members

11.12 Every Board Member shall be indemnified by the Association against all liability, costs, losses and expenses incurred by any Board Member in defending any proceedings brought against them relating to the honest performance of their role as Board Member in which they are acquitted, or proceedings dismissed.

12 CONFLICT OF INTERESTS

12.1 A Member of the Board having a direct or indirect pecuniary interest in a contract, proposed contract or any other matter with Grandcarers SA must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract, proposed contract or matter.

12.2 Where a matter is due to be discussed or becomes a matter for discussion at a Board meeting, the Board Member must disclose the nature and extent of any conflict of interest to the Board prior to the matter being discussed or at the earliest possible opportunity.

12.3 All Members of the Board shall provide details of any and all possible conflicts of interest (whether perceived or actual) for the information of the Board via a process approved by the Board.

13 BOARD MEETINGS

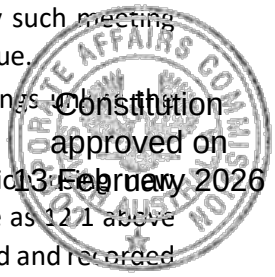
13.1 The Board shall meet not less than six (6) times per year.

13.2 No business shall be transacted unless a quorum of half (50%) the Board Members plus one (1) of the Board Members is present.

13.3 Notice in writing of all Board Meetings, including an agenda, shall be posted by electronic means to each Member of the Board at least seven (7) days prior to any such meeting unless the Board is called on the grounds of an emergency to resolve an issue.

13.4 The Chief Executive Officer (CEO) shall be invited to attend Board Meetings unless the Board resolves to exclude them from a specified Meeting.

13.5 Urgent business may be conducted via electronic/remote communication technologies such as virtual meetings, email, SMS, etc under the same rule as 12.1 above or as deemed necessary. The minutes from such meetings shall be confirmed and recorded as per all Board meetings and shall be treated the same.



14 MINUTES

14.1 Draft minutes are to be completed and distributed (prior to confirmation) to all Board members within seven (7) days of the meeting to which the minutes relate, including those referred to in 13.5 above.

14.2 The minutes retained pursuant to this rule must be confirmed by the Members of the Board as true and accurate at the next Board meeting.

14.3 The Minutes kept pursuant to this rule, once confirmed as a true and accurate record, shall be retained in a safe place where they can be readily accessed by Members of the Board for reference and transparency.

14.4 Where Minutes are confirmed and retained they shall, unless the contrary is proved, be evidence that the Meeting was duly held.

14.5 All Board minutes, agendas, and accompanying financial reports and documentation shall be stored in a safe and confidential-to-the-Board site where they can be readily accessed should need arise.

15 CASUAL VACANCIES

Whenever a casual vacancy occurs in any Executive position of the Board; the Board may in its absolute discretion appoint a current member of the Board to fill such a vacancy.

16 PATRON AND AMBASSADORS

16.1 The Board may from time to time appoint a Patron of Grandcarers SA.

16.2 The Board may from time to time recommend to the CEO one or more Ambassadors of Grandcarers SA.

17 COMMITTEES

17.1 The Board may from time to time appoint such Committees it deems necessary or expedient and may delegate or refer to them such powers and duties of the Board as the Board may determine.

17.2 Each Committee shall report its proceedings to the Board and shall conduct its business in accordance with the directions of the Board which may itself act in any matter, notwithstanding the existence of a Committee formed for that purpose.

18 PROPERTY

18.1 No member of the Board may without the approval of the Board, sell, encumber or otherwise deal with any Association property or commit the Association to any expense.

19 PUBLIC OFFICER

19.1 The Board shall, from time to time, appoint a person to act as Public Officer pursuant to the Associations Incorporation Act, 1985 (SA), as amended or any Act in substitution thereof.

20 VOTING RIGHTS

20.1 All Board Members shall have equal voting rights.

21 COMMUNITY RELATIONS

21.1 The Chairperson shall be the official spokesperson for Grandcarers SA but can delegate this role to the CEO of Grandcarers SA.

21.2 The Chairperson in consultation with the Board can authorise a Member of the Board to speak on behalf of the Association on matters concerning the Association.

22 CHAIRPERSON

22.1 The Chairperson shall preside over all Annual General, Special General and Board Meetings.

22.2 In the absence of the Chairperson or if the Chairperson is unwilling to act, the Chair shall be taken by the Deputy Chair in the first instance, or another Board Member chosen by the attendees at the Annual General, Special General or Board Meeting.

22.3 The Chairperson at any Meeting shall have a personal deliberate vote and shall in addition have a casting vote if votes are equal.

22.4 The Chairperson in consultation with the CEO and Secretary shall prepare the agenda for all Annual General, Special General and Board Meetings.

22.5 The Chairperson of a Meeting shall encourage full balanced participation by all Members and shall decide on matters of order.

23 CHIEF EXECUTIVE OFFICER

23.1 The Chief Executive Officer shall be directly responsible to the Board for all aspects of the management of Grandcarers SA, its programmes, and various professional, educational, administrative and public relations functions.

23.2 The CEO shall attend Board meetings at the invitation of the Board but shall not have voting rights.

24 DEPUTY CHAIRPERSON

24.1 The Deputy Chairperson shall undertake all the duties of the Chairperson at the written request of the Chairperson or at the request of the Board by a motion of the Board at a properly constituted meeting.

24.2 The Deputy Chairperson shall deputise for the Chairperson at the request of the Chair or the Board.

24.3 The Deputy Chairperson shall fulfil the Chair position in the absence of the Chairperson at Board meetings.

24.4 At all other times the Deputy Chairperson shall participate as an ordinary member of the Grandcarers SA Board.

25 TREASURER

25.1 The Treasurer shall ensure that:

25.1.1 All monies received are paid into an account authorised by the Board in the name of Grandcarers SA.

25.1.2 Records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any Member.

25.1.3 The Board is advised of the financial position of Grandcarers SA at authorised Board meetings.

25.1.4 The annual financial audit is undertaken, completed and presented to Board.

26 SECRETARY

26.1 The Secretary shall ensure that

26.1.1 Notice of Meetings is given in accordance with the provisions of this Constitution.

26.1.2 An agenda is prepared and attached to the notice of meeting, along with any minutes of the previous meeting unless these have already been distributed

26.1.3 Records are kept of the Association including the Constitution and Policies, Records of Members, a Register of Minutes of Meetings and Notices, a file of correspondence, records of submissions or reports made by or on behalf of the Association.

27 REMUNERATION

27.1 No Board Member may benefit financially from Grandcarers SA, except as bona fide compensation for services rendered or expenses incurred on behalf of Grandcarers SA for professional skills, for which full disclosure has been provided and approved by the Board.

28 AUDITORS

28.1 The Auditor shall be appointed annually by the Board to audit financial statements of Grandcarers SA.

28.2 The Auditor shall express an opinion on the same before they are presented to the Annual General Meeting.

28.3 The Auditor shall be a member of a recognised accountancy society provided that he/she shall not be an Officer, a Board Member or an Employee of Grandcarers SA.

28.4 The Auditor shall have the power to call for the production of all books, papers, accounts and documents relating to the affairs of Grandcarers SA and be entitled to require proper explanations thereof by the Office Holders and Employees of Grandcarers SA.

29 NOT FOR PROFIT

29.1 The assets and income of Grandcarers SA shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the association or be transferred directly or indirectly by way of profit to any members of Grandcarers SA, except as bona fide compensation for services rendered or expenses incurred on behalf of Grandcarers SA.

30 AMENDMENT OF CONSTITUTION

30.1 This Constitution may be amended by a resolution voted on and passed by two-thirds (2/3) majority of the Members present at an Annual General Meeting or Special General Meeting at which notice of the proposed amendments shall have been included in the notice convening the Meeting, at least 14 days prior to the meeting.

31 DISSOLUTION

31.1 A Special General Meeting called for that purpose may, by three quarters (3/4) majority of the Members present and voting, resolve to dissolve Grandcarers SA.

31.2 If Grandcarers SA is wound up or if the endorsement of Grandcarers SA as a deductible gift recipient is revoked, the following assets remaining after the payment of Grandcarers SA's liabilities shall be transferred to a fund, authority, or institution to which income tax deductible gifts can be made:

31.2.1 Gifts of money or property for the principal purpose of the Association,

31.2.2 Contributions made in relation to an eligible fundraising event and held for the principal purpose of the Association, and

31.2.3 Money received by the Association because of such gifts and contributions.

32 OPPRESSIVE OR PREJUDICIAL CONDUCT

32.1 Neither Grandcarers SA nor the Board may conduct their affairs in a manner that is oppressive or unfairly prejudicial to, or unfairly discriminatory against, a member or members, in a manner that is contrary to the interests of the members.

33 PRESUMPTION OF VALIDITY

33.1 All acts of and things done by the Board, or any member of the Board, for or on behalf of Grandcarers SA and in good faith, are to be taken to have been validly done notwithstanding that it may afterwards be discovered that some defect or irregularity existed in the manner or circumstances of such act or thing or in the appointment of the Board or of any of its members.

34 COMMENCEMENT, INTERPRETATION AND EFFECT OF THE CONSTITUTION

34.1 Nothing in this Constitution shall affect the force or validity of any act or thing done by Grandcarers SA, the Board, and any committee of Grandcarers SA prior to any amended Constitution commencing.

34.2 Any question which may arise as to the interpretation or effect of this Constitution may be determined by the Board and any such determination is to be final and binding upon the members.

34.3 If any provision of the Constitution is found to be contrary to or inconsistent with the Act or any other applicable Act, regulation or law then this Constitution is to be construed as if that provision had not been included and the remainder is to retain its full force and effect.

34.4 If any circumstances shall arise where this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions, the Board shall, subject to any direction from time to time given to it by resolution of the Annual General Meeting or any Special General Meeting, have power to determine what action may be taken to best give effect to the objects of Grandcarers SA and ensure its efficient administration, and every act of the Board bona fide resolve upon pursuant to this cause shall be valid and effectual as if specifically authorised herein.