

The **FIFO Australian Community of Excellence (FACE)** network promotes collaborative enquiry into the mental, physical and social magnitude of Fly-in/Fly-out (FIFO), Drive-in/Drive-out (DIDO), Bus-in/Bus-Out (BIBO) and long-distance commute work.

## **CONSTITUTION**

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**FIFO Australian Community of Excellence (FACE)** is an independent multidisciplinary network of researchers, service providers and community members interested in all elements of Fly-In Fly-Out (FIFO) long-distance commute work, health and lifestyle.

**~ Mission to share ~ Vision to learn ~**

~ Emotional well-being ~ Health and safety ~ Industry and economics ~  
~ International issues ~ Politics and policy ~ Social and physical impact ~

1. NAME

The name of the Association shall be **FIFO\* Australian Community of Excellence (FACE)** ("the Association").

\*FIFO (Fly-In Fly-Out) for the purposes of this document includes Bus-In Bus-Out (BIBO) and Drive-In Drive-Out (DIDO) work practices related to the energy, minerals and associated construction industries together with all similar work practices such as Long Distance Commuting and Working Away.

2. OBJECTS

The objects of the Association shall be to:

- I. Establish and conduct a **not for profit** independent multidisciplinary association/network of researchers, service providers, policy makers, workplace organisations and community members interested in all elements of Fly-In Fly-Out (FIFO) work, health and lifestyle. For the purposes of this document FIFO will include Drive-in/Drive-out (DIDO), Bus-in/Bus-Out (BIBO) and long-distance commute
- II. Collect, generate and distribute information, literature and resources related to the physical, mental and emotional health of the FIFO the community
- III. Create a peak repository of FIFO knowledge
- IV. Liaise with academic institutions, business and industry, service providers, and policy makers.
- V. Promote awareness of education and services that specifically address FIFO life style and health issues
- VI. Promote community awareness of the positive contributions made by FIFO men and women and to present a balanced view of the problems associated with FIFO
- VII. Gather evidence based information and reports related to the physical, mental and emotional health of the FIFO
- VIII. Share relevant information and reports as they become available for the benefit of Association members and others in the Australian and International FIFO communities
- IX. Encourage the adoption of safe and supportive FIFO work practices
- X. Promote conflict resolution at individual, community and political levels
- XI. Consult, represent and advocate in relation to FIFO matters such as but not limited to: Emotional well-being; Health and safety; Industry and economics; International issues; Politics and policy; Social and physical impact of FIFO
- XII. Co-operate with government authorities, whether federal, state or local and such other organisations whose objects are similar to the objects of this Association
- XIII. Build capacity to coordinate, initiate and carry out appropriate data collection and scientifically rigorous research on aspects of FIFO health, safety and wellbeing

The assets and income of the Association shall be applied solely in furtherance of the above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

### 3. POLICY

The Association shall have no party political, racial or sectarian limitation or bias.

The Association shall comprise a Management Committee with maximum of seven (7) elected members:

- i) three (3) Management Committee members to be elected as Co-convenors (to fulfil the roles otherwise known as President, Vice President and Treasurer)
- ii) up to four other (4) elected members will complete the Management Committee

The Management Committee may create subcommittees for specific tasks. Persons from any category of Association membership are eligible to serve on sub-committees. Each subcommittee must be led by one of the seven members of the Management Committee.

### 4. POWERS OF THE ASSOCIATION

The Association shall have the following powers:

- a) To conduct appeals for funds and to accept donations whether being real or personal property, to devise and bequest under testamentary dispositions and to generally raise funds by public subscriptions, sponsorship, membership and other means as may from time-to-time be approved by the Management Committee
- b) To affiliate and/or appoint delegates and representatives to other societies, associations or bodies and to appoint or elect sub-committees as the Association sees fit
- c) To co-opt persons to assist the objects of the Association when required
- d) To appoint auditors as required but that no auditor shall be a member of the Management Committee
- e) To approve the membership of any person eligible and to terminate the membership of any person. A membership shall be approved based on the philosophy and stated objectives of the Association
- f) To suspend, expel, fine or otherwise deal with any member or official for non-compliance with this Constitution, by-laws of the association or decisions of the Management Committee when such non-compliance is deemed not to be in the best interest of the Association
- g) To make by-laws for the conduct of the Association.
- h) To appoint employees, staff advisers, counsellors, consultants or sub-contractors as necessary from time-to-time.
- i) To invest or otherwise to deal with the monies of the Association not immediately required for the purposes of the Association in such manner as authorised by law as may from time-to-time be determined by the Management Committee
- j) To determine from time-to-time the subscription or membership fee which is payable at the AGM which is held every two years
- k) To take out insurance, indemnity or guarantees as necessary to protect the Association, any member or any Committee member

- l) To draw, accept and negotiate cheques, bills of exchange, promissory notes and other negotiable instruments
- m) To do all things as are incidental or conducive to the attainment of any of the above objects

## 5. MEMBERSHIP

- a) The Association offers five (5) categories of Ordinary Members plus Life, Patron and Sponsor Member categories:
  - i) An individual member is a person who is in accord with the objects of the Association and has agreed to be bound by this Constitution.
  - ii) A student member is a person enrolled in a recognised Australian University or other post secondary educational institution approved by the Management Committee
  - iii) A not for profit organisation member represents their employer which must be a not for profit organisation for Australian tax purposes
  - iv) A government organisation member represents their employer which must be an Australian Government funded department
  - v) A corporate member represents an organisation that has an Australian Business Number and employs more than 5 people. Corporate Members who are also Sponsor Members pay the lesser for the membership fees.

A life member is an ordinary member who has rendered outstanding service to the Association and has been nominated and approved as a life member by a resolution of the Management Committee. A life member shall enjoy all the privileges and rights of an ordinary member and shall not be liable for the payment of the annual subscription but shall otherwise be subject to the provisions of this Constitution.

A Patron Membership category may be exercised at the discretion of the Management Committee. A Patron member shall enjoy all the privileges and rights of an ordinary member

A Sponsor Membership category is offered to organisations that contribute financial support greater than \$999 per annum to the Association. A Sponsor member may nominate one person as their representative to enjoy the privileges and rights of an ordinary member free of charge.

- b) Membership is open to all interested adult persons who pay the subscription fee as recommended by the Management Committee. Members who are not financial cannot vote at any Committee or General Meeting.
- c) At the inaugural AGM any interested person may nominate a maximum of three people for membership.
- d) Any member of the Association may nominate a person for membership, such nomination to be in writing. Any ordinary member may be nominated for the Co-convenor and Management Committee roles. The Management Committee may accept or reject, by majority vote of those present, any nomination without giving reasons
- e) Every member at the time of their enrolment as a member shall notify the Management Committee in writing of his or her address (postal and/or email) for service of notices from time-to-time and advise any alterations thereof
- f) The Association may give a notice to any member personally or by sending it to one of the addresses notified by them to the Management Committee. Notice sent by post or email

shall be deemed served the third day following the day upon which it is posted or emailed. Wherein these rules a number of days is required to be given, such numbers shall include the day of service as Day 1 and expire on the day following the prescribed number of days

- g) Users of the facilities of the Association are not for that reason alone deemed to be members of the Association
- h) Ordinary membership shall be for a period of not less than 2 years terminating at the conclusion of the Annual General Meeting of the Association in the second calendar year following the date of admission to membership. A pro-rata membership fee is at the discretion the Management Committee in the event of financial hardship for an individual
- i) Any member wishing to resign from the Association may do so at any time giving notice in writing (to the Management Committee) and such notice shall be effective from the date of the notice. Membership fees are not refundable
- j) If in the opinion of the Management Committee, a member of the Association behaves in a manner that is contrary to the objects of the Association, then the Management Committee shall have the right to suspend or expel the member from the Association.

#### 6. REGISTER OF MEMBERS

- a) A Convenor or designated member of the Management Committee must keep and maintain in an up-to-date condition a register of the members of the Association and their postal or email addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose
- b) The register must be so kept and maintained at the head office of the Association or at such other place as the members at a general meeting decide.
- c) A Co-convenor or member of the Management Committee must cause the name of a person who dies or who ceases to be a member to be deleted from the register of members referred to in sub-rule (6a).

#### 7. INSPECTION OF RECORDS

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association

#### 8. MANAGEMENT COMMITTEE

- a) Subject to the final authority of the general membership, the management of the Association shall be vested in the Management Committee comprising an executive of three (3) Co-Convenors and maximum number of 4 other Management Committee members. The Management Committee shall be responsible for:
  - i) Upholding and advancing the objects of the Association
  - ii) The proper exercise of the powers of the Association
  - iii) Formulating Association policies
  - iv) General Management of and administration of the Association
  - v) Finances of the Association

- b) The Management Committee shall be elected at an Annual General Meeting for a term of two (2) years, shall retire and be eligible for re-election. If during the term of office of the Management Committee, the position of an executive member or committee member becomes vacant, then the Management Committee shall fill that position or office by invitation and a majority vote by secret ballot. The person elected to fill such vacancy must retire at the same AGM as would be appropriate for the member they replaced.
- c) A member of the Management Committee who misses three meetings in a calendar year without written notice, may be asked to resign or removed from the Management Committee by a majority vote of members present at a meeting
- d) The Management Committee shall have the power to appoint ex-officio members to the Management Committee but such members shall not have the right to vote
- e) FIFO community members will be actively encouraged to join the Management Committee
- f) The Management Committee may form sub-committees to deal with particular aspects of its work. Such sub-committees shall be responsible to the Management Committee and each shall include at least one member of the Management Committee who will represent the sub-committee on the Management Committee
- g) Employees of the Association, if they exist, may not be members of the Management Committee
- h) The Management Committee will promote the principles of democracy and diversity in relation to Association activities.

#### ROLES WITHIN THE COMMITTEE

Following the election of three Co-Convenors who will undertake equal roles, they will decide among themselves who will fulfil the traditional roles of President, Vice President and Treasurer. Thereafter the Co-convenors will be responsible for their portfolio areas: Management, Administration and Finance however it is acknowledged there will be much cross-over.

The Administration Co-convenor shall provide support to the Convenor, and shall take the minutes. This Co-Convenor shall share responsibility for correspondence with the Convenor.

The Management Co-convenor shall be responsible for ensuring that meetings are held regularly, and for ensuring that the objectives as set out in the constitution are adhered to. This Co-convenor is responsible for approving any public statements made on behalf of the Management Committee or Association.

The Finance Co-convenor/treasurer shall oversee the following duties:

- i. Maintain proper records of financial transactions
- ii. Issue receipts in respect of all monies received on behalf of the Association and shall deposit such monies without undue delay in the bank account or accounts approved by the Management Committee
- iii. Issue cheques upon the authority of the Management Committee for payment of the Association's expenses. Cheques must be signed by a Co-convenor and one member of the Management Committee
- iv. Prepare a financial statement for presentation to the Annual General Meeting and at such other times as directed by the Management Committee

- v. Prepare, or cause to be prepared, a balance sheet and financial statement for presentation to the auditor for each financial year ending 30th June together with all books of account to enable the auditor to present his/her report to the Annual General Meeting.

9. ELECTION OF COMMITTEE

- a) All members of the Management Committee shall be financial members of the Association, if applicable, and shall be elected at an Annual General Meeting subject to Clause 8b
- b) Candidates for election who are unable to be present at the Annual General Meeting, may be nominated provided that the nomination shall be in writing and endorsed by two (2) members of the Association and shall be in the hands of the Convenor not less than forty eight (48) hours prior to the Annual General Meeting
- c) Method of Election of Management Committee. Except as provided in Clause 9 (b), candidates shall be nominated at the meeting. They shall indicate to the Convenor their acceptance of the nomination. Separate elections shall be held for each executive position and should there be more than one candidate for any one executive position, then a secret ballot shall be held. When more than four (4) candidates are nominated for membership of the Management Committee, a secret ballot shall be held
- d) The term of office of each Management Committee shall be from one Annual General Meeting for two (2) years and commencing at the close of the Annual General Meeting at which the Management Committee is elected
- e) Subject to Clause 6(c), each office bearer and member of the Management Committee shall be eligible for re-election
- f) No member of the Association shall be eligible to vote at any Annual General Meeting or to stand for election to the Management Committee unless he or she is a financial member of the Association.

10. CASUAL VACANCIES IN MEMBERSHIP OF MANAGEMENT COMMITTEE

- a) A casual vacancy occurs in the office of a Management Committee member and that office becomes vacant if the member:
  - i. dies; or
  - ii. resigns by notice in writing delivered to the Convenors and that resignation is accepted by resolution of the Management Committee; or
  - iii. is convicted of an offence under the Act; or
  - iv. is permanently incapacitated by mental or physical ill-health; or
  - v. is absent from more than
    - i. 3 consecutive meetings; or
    - ii. 3 meetings in the same calendar year without tendering an apology to the person presiding at each of those Management Committee meetings of which meetings the member received notice, and the Management Committee resolves to declare the office vacant; or
  - vi. ceases to be a member of the Association; or is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Management Committee member

- b) The Management Committee may at any time appoint a person to fill the casual vacancy or as an addition to the existing Management Committee provided that the number of Management Committee members does not exceed the maximum number of 7 people. The person appointed under this rule holds office until the conclusion of the next annual general meeting at which Management Committee members are to be elected.

#### 11. REMUNERATION OF COMMITTEE MEMBERS

- a) All Management Committee members must declare any potential or actual conflicts of interest prior to the discussion of relevant issues and must absent themselves during that discussion
- b) Management Committee members may not receive any payment for any work associated with the Association either as a Management Committee member or as a consultant. Management Committee members who resign from the Management Committee may not be paid by the Association for 12 months after resigning.

#### 12. INDEMNITY

The officers and members of the Management Committee and any sub-committee shall be indemnified from the funds of the Association against all charges, costs, losses, damages and expenses which they or any of them shall or may incur or sustain in or about the execution of their respective offices or duties except as any be occasioned by or through their own wilful default and none of them shall be answerable for the acts of the others of them.

#### 13. AUDITOR

- a) An auditor may be employed to audit all books each year and shall be an associate member of the Australian Institute of Chartered Accountants (ACA) or Certified Practising Accountant (CPA)
- b) The auditor shall audit the annual statement of accounts and balance sheet of the Association and shall certify the same. He or she shall have the power at any reasonable time to call for the production of all books of account vouchers and other financial documents of the Association. The auditor shall not be an officer or member of the Management Committee.

#### 14. MEETINGS

- a) An association member or the Management Committee may at any time convene a special general meeting as per Clause 14d
- b) The Management Committee must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
- c) The Management Committee shall ordinarily meet once a month at such place and at such time as the Management Committee will determine
- d) Special General Meetings shall be convened by the Management Committee, as it deems necessary or by Convenors on receipt of a written request for a meeting endorsed by not less than 10% of the members of the Association. The request shall state the business to be brought before the meeting and no other business shall be considered

- e) The Co-Convenors must give a notice of a special general meeting no less than 14 days and for an annual general meeting 21 days notice either by: serving it on a member personally; or sending it by post or email to a member at the address of the member appearing in the register of members kept and maintained under rule 6
- f) The Management Committee shall meet at such times as it deems necessary and further shall meet whenever required to do so by the Co-Convenors or upon the receipt of a written notice endorsed by three (3) other members of the Management Committee
- g) Any sub-committee shall meet at such times as they deem necessary or as directed by the Management Committee.

#### 15. QUORUM

- a) The quorum for the Annual General Meeting shall be 60 % of members
- b) The quorum for a Special General Meeting shall be 60% of members
- c) The quorum for a Management Committee meeting shall be one (1) executive member and two (2) other members, one of whom may also be an executive member. A member may be counted as part of the quorum when present via Skype® or other video or audio conferencing
- d) The quorum for a sub-committee meeting shall be one half of the members of that committee
- e) If a quorum is not present, the General Meetings stands adjourned to the same time on the same day in the following week and to the same venue. If within 30 minutes of the time appointed for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum was present.

#### 16. VOTING

- a) A member (in this rule called “the appointing member”) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting
- b) All members of the Association shall be entitled in person or by proxy to exercise one (1) vote on any resolution or election at a meeting at which they are entitled to vote, provided that they are a financial member of the Association
- c) Voting shall be carried by a simple majority
- d) Subject to Clause 9 (b), voting shall be by a show of hands, but any two members may demand a division or secret ballot. Unless a division or secret ballot is demanded, a declaration by the Convenor that a resolution has been carried shall be deemed to be a resolution of the Association or of the Management Committee
- e) In the event of an equal vote on a motion of the Association or of the Management Committee, the chair of the meeting will shall have the casting vote.

#### 17. INCOME AND PROPERTY

- a) The income and property of the Association shall be applied solely to the promotion of its aims and no part thereof shall be paid or be transferred directly or indirectly by way of dividend bonus or otherwise, by way of pecuniary profit to members except for payment of

services rendered or expenses incurred with the authority of a General Meeting or the Management Committee

- b) The Co-Convenors shall maintain an inventory of all real and personal property acquired by the Association.

#### 18. COMMON SEAL

- a) The common seal of the Association if applicable shall be used by the Co-Convenors as required
- b) Every instrument to which the seal is affixed shall be countersigned by two (2) Co-Convenors
- c) The Administration Co-Convenor shall keep a register and record full particulars of all the documents to which the common seal has been affixed.

#### 19. AMENDMENTS

- a) This constitution may be amended by Special Resolution and passed by a majority of 75% of members present at a General Meeting and entitled to vote
- b) A notice of motion to amend the Constitution shall be forwarded to the Co-convenors not less than twenty-eight (28) days prior to the meeting at which the motion is to be moved. The Co-convenors shall include the motion in the agenda for that meeting
- c) The Deputy Commissioner for Taxation shall be advised of any amendment to this Constitution.

#### 20. DISSOLUTION

**In the event of the organisation being dissolved**, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members and:

- a) having objects similar to the objects of the Association or for charitable purposes which is approved as a public benevolent institution for the purposes of the Income Tax Assessment Act;
- b) which prohibits or prohibit the distribution of its or their income or property to its members to an extent at least as great as is imposed on the Association in accordance with this clause
- c) which is determined in accordance with a special resolution at a general meeting of the Association, or, in the absence of such a resolution, as the Management Committee considers just and equitable having regard to the objects of the Association.