



## KOKODA YOUTH FOUNDATION CONSTITUTION

### Preliminary and Interpretation

#### Definitions

In this Constitution:-

**Act** means the Associations Incorporation Act 1981;

**Board** means the Board of Management;

**Constitution** means this Constitution, and any supplementary, substituted or amended Constitution being enforced from time to time;

**Director** means a person who is formally and legally appointed pursuant to the Act and this Constitution as a Director of the Association, and any member of the Board of Management is a Director of the Association for the duration of that tenure;

**Ordinary Resolution** means a resolution passed at a meeting of members by a majority of the votes cast by members entitled to vote on the resolution;

#### Present:-

(a) at a Board meeting, see clause 22.6; or

(b) at a general meeting, see clause 32.2;

**Special Resolution** means a resolution approved:-

(a) at a properly constituted and duly convened Board of Management meeting by Directors who together hold 75% or more of the total voting rights of all Directors entitled to vote; or

(b) at a properly constituted and duly convened general meeting, by members who together hold 75% or more of the total voting rights of members, and '**Special Majority**' has a commensurate and corresponding meaning.

1.1) A word or expression that is not defined in this Constitution, but is defined in the Act, has the meaning given by the Act.

1.2) Headings are for convenience only, and do not affect interpretation.

1.4) The following rules also apply in interpreting this Constitution, except where the context makes it clear that a rule is not intended to apply.

(a) A reference to:-

i.) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Association, re-enacted or replaced, and includes any subordinate legislation issued under it;

ii.) a document or agreement, or a provision of a document or agreement, is to that document,

agreement or provision as amended, supplemented, replaced or novated;

iii.) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and

iv.) anything (including a right, obligation or concept) includes each part of it;

(a) A singular word includes the plural, and vice versa;

(b) A word which suggests one gender includes the other genders;

(c) If a word is defined, another part of speech has a corresponding meaning;

(d) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing;

(e) The word 'agreement' includes an undertaking or other binding arrangement or understanding, whether or not in writing;

(f) A reference to something being written or in writing includes that thing being represented or reproduced in any mode in a visible form;

(g) A word (other than a word defined in clause 1.1) which is defined by the Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Act.

1.5) The provision at section 47(1) of the Act does not apply.

## **Name**

2.1) The name of the incorporated Association is Kokoda Youth Foundation Inc ('the Association').

## **Objects**

3.1) The objects of the Association are to:-

(a) Promote the prevention or control of behaviour that is harmful to others through working with disadvantaged and vulnerable youth;

(b) Identify and associate youth at risk, particularly those vulnerable and disadvantaged, and to provide support for them to reach their potential in life;

(c) Assist young people in the development of life skills that will support and enable them into adulthood;

(d) Alleviate helplessness and ancillary homelessness in relation to young people with addiction or who come from a poor and/or disadvantaged background; and

(e) Alleviate personal and financial distress through providing support for Australian youth and their families.

3.2) The income and the property of the Association howsoever derived shall be used and applied solely in promoting its objects and in exercising its powers as outlined in this Constitution, and further no portion thereof shall be distributed, paid or transferred, whether directly or indirectly, other than in accordance with this Constitution.

## **Powers**

### **Powers of the Association**

4.1) The Association has the powers of an individual.

4.4) The Association may:-

(a) enter into contracts;

- (b) acquire, hold, deal with and/or dispose of property;
- (c) make charges for services and facilities it supplies; and
- (d) do all other things necessary or convenient to be done in carrying out its affairs.

### **Powers of the Board of Management**

#### 4.3) Powers generally

Except as otherwise required by the Act, any other applicable law, or this Constitution, the Board:-

- (b) may exercise every right, power or capacity of the Association to the exclusion of the Association in general meeting and the members.

#### 4.4) Exercise of powers

A power of the Board can be exercised only by resolution passed at a meeting of the Board of Management.

#### 4.5.) Executing negotiable instruments

The Board must decide the manner (including the use of email signatures if appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Association. The Association may execute, accept, or endorse negotiable instruments only in the manner for the time being decided by the Board.

### **Executive Directors**

#### 4.6) Appointment and powers of Executive Director

- (a) Subject to this Constitution, an Executive Director has all the duties, and can exercise all the powers and rights, of a Director;
- (b) The Board may delegate any of the powers of the Board to an Executive Director:-
  - i.) on the terms and subject to any restrictions the Board decides; and
  - ii.) so as to be concurrent with, or to the exclusion of, the powers of the Board, and may revoke the delegation at any time; and
- (c) The Executive Chairman of the Association pursuant to the superseded Constitution of the Association shall become the Executive Director of the Association upon the execution of this Constitution.

#### 4.7) Termination of appointment of Executive Director

The appointment of an Executive Director terminates if:-

- (a) He or she ceases for any reason to be a Director; or
- (b) the Board removes the Executive Director from that office (which the Board has the power to do).

### **Classes of Members**

#### 5.1) The membership of the Association consists of:-|

- (a) ordinary members; and
- (b) junior members, being persons 18 to 25 years of age, the members of which class are eligible to vote at general meetings or special meetings, but ineligible to hold office as Executive Director, Treasurer or Secretary, and are ineligible for election to the Board. This class of member is unlimited in number; and

#### 5.2) The number of ordinary members is unlimited.

## **Membership**

6.1) An application for membership of the Association must be proposed by one member of the Association (the ‘**proposer**’) and seconded by another member (the ‘**second**er’).

6.2) An application for membership must be:-

- (a) in writing; and
- (b) signed by the Applicant and the Applicant’s proposer and seconder; and
- (c) in the form determined by the Board from time to time.

## **Membership Fees**

7.1) The membership fee for each ordinary member and for each other class of membership:-

- (a) is the amount decided by the members from time to time at a general meeting; and
- (b) is payable when, and in the manner, that the Board of Management determines.

## **Admission and Rejection of New Members**

8.1) The Board of Management must consider an Application for membership at the next Board of Management meeting held after it receives:-

- (a) the Application for membership; and
- (b) payment of the requisite membership fee pertaining to the Application.

8.2) The Board of Management must ensure that, as soon as possible after the person applies to become a member of the Association, and before the Board considers the person’s Application, the person is advised:-

- (a) Whether the Association has public liability insurance; and
- (b) if the Association has public liability insurance - the amount of said insurance.

8.3) The Board of Management must decide at the meeting whether to accept or reject the Application.

8.4) If a majority of the members of the Board of Management present at the meeting vote to accept the Applicant as a member, the Applicant must be accepted as a member for the class of membership applied for by him or her.

8.5) The Secretary of the Association must, as soon as practicable after the Board of Management decides to accept or reject an Application, provide the Applicant with written notice of the decision.

## **When membership ends**

9.1) A member may resign from the Association by giving written notice of resignation to the Secretary.

9.2) The resignation takes effect at the time the notice is received by the Secretary.

9.3) The Board may terminate a member’s membership if the member:-

- (a) is convicted of an indictable offence; or
- (b) does not comply with any of the provisions of this Constitution; or
- (c) has membership fees in arrears for at least one month; or
- (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association.

9.4) Before the Board of Management terminates a member's membership it must give the member a full and fair opportunity to show why the membership ought not be terminated.

9.5) If, after considering all representations made by the member, the Board of Management decides to terminate the membership, the Secretary must give the member written notice of the decision.

## **Appeal Against Rejection or Termination of Membership**

10.1) A person whose Application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of his or her intention to appeal against the decision.

10.2) A Notice of Intention to Appeal in a form determined by the Board must be given to the Secretary within fourteen (14) days after the person receives written notice of the decision.

10.3) If the Secretary receives a Notice of Intention to Appeal the Secretary must, within one month after receiving the Notice, call a general meeting to decide the appeal.

## **General Meeting to Determine Appeal**

11.1) The general meeting to decide an appeal must be held within two (2) months after the Secretary receives the Notice of Intention to Appeal.

11.2) At the meeting the Applicant must be given a full and fair opportunity to show why the Application should not be rejected, or the membership should not be terminated.

11.3) Additionally, the Board of Management and the Directors of the Board who rejected the Application or terminated the membership must be given a full and fair opportunity to show why the Application should be rejected or the membership should be terminated, as the case may be.

11.4) An appeal must be decided by a special majority vote of the members present and eligible to vote at the meeting.

11.5) If a person whose Application for membership has been rejected does not appeal against the decision within the timeframe prescribed in clause 10.2 herein after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

## **Register of Members**

12.1) The Board of Management must keep a register of members of the Association.

12.2) The register must include the following particulars for each member:-

- (a) the full name of the member;
- (b) the postal or residential address of the member;
- (c) the date of admission as a member;
- (d) the date of death or time of resignation of the member;
- (e) details about the termination or reinstatement of membership;
- (f) any other particulars the Board of Management or the members at a general meeting may decide.

12.3) The register must be open for inspection by members of the Association at all reasonable times.

12.4) A member must contact the Secretary during business hours to arrange an inspection of the register.

12.5) However, the Board of Management may, on the application of a member of the Association, withhold information about the member (other than the member's full name) from the register available for inspection if the Board of Management has reasonable grounds for believing that the disclosure of the information would put the member or the Association at risk of harm.

## **Prohibition on Use of Information in Register of Members**

13.1.1) A member of the Association must not:-

(a) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of delivering unsolicited documentation and/or information, or advertising for political, religious, charitable or commercial purposes; or

(b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of delivering unsolicited documentation and/or information, or advertising for political, religious, charitable or commercial purposes.

13.1.2) Clause 13.1 herein does not apply if the use or disclosure of the information is approved by the Association.

## **Appointment or Election of Secretary**

14.1.1) The Secretary must be an individual residing in Queensland who is:-

(a) a member of the Association elected by the Association as Secretary; or

(b) any of the following persons appointed by the Board of Management as Secretary:-

(i) a member of the Association's Board of Management; or

(ii) another member of the Association.

14.2) If a vacancy occurs in the office of Secretary, the Directors on the Board of Management must ensure that a Secretary is appointed or elected for the Association within fourteen (14) days after the vacancy occurs.

14.3) If the Board of Management appoints a person mentioned in clause 14.1(b)(ii) herein as Secretary, other than to fill a casual vacancy on the Board of Management, the person does not become a member of the Board of Management.

14.4) However, if the Board of Management appoints a person mentioned in clause 14.1(b)(ii) herein as Secretary to fill a casual vacancy on the Board of Management, the person becomes a member of the Board of Management.

14.5) In this clause '**casual vacancy**' on the Board of Management means a vacancy that arises when an elected member of the Board of Management resigns, dies or otherwise stops holding office.

## **Appointment and Removal of Secretary**

15.1) The Board of Management of the Association may at any time remove a person appointed by it as the Secretary.

15.2) If the Board of Management removes a Secretary who is a person mentioned in clause 14.1(b)(i) herein, the person remains a Director on the Board of Management.

15.3) If the Board of Management removes a Secretary who is a person mentioned in clause 14.1(b)(ii) herein and who has been appointed to a casual vacancy on the Board of Management under clause 14.4 herein, the person remains a Director on the Board of Management.

15.4) The Board of Management may appoint one or more individuals to be a Secretary, either for a specified term or without specifying a term.

15.5) A Secretary holds office on the terms determined from time to time by the Board of Management. The Board of Management may vary any decision previously made by it in respect of a Secretary.

15.6.) A person automatically ceases to be a Secretary if the person:-

- (a) is not permitted by the Act (or an order made under the Act) to be a secretary of an Association;
- (b) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (c) resigns by notice in writing to the Association.

15.7) The Board of Management may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

## **Functions of Secretary**

16.1) The Secretary's functions include, but are not limited to:-

- (a) calling meetings of the Association, including preparing notices of meeting and of the business to be conducted at meetings in consultation with the Executive Director/s of the Association;
- (b) keeping minutes of each meeting;
- (c) keeping copies of all correspondence and other documents relating to the Association; and
- (d) maintaining the register of members of the Association.

## **Membership of Board of Management and The Biennial Rule**

17.1) The Board of Management of the Association consists of the Directors of the Association collectively and may comprise each of an Executive Director or Executive Directors, Treasurer, Secretary, Chief Executive Officer, and any other members the Association members may elect at a general meeting.

17.2) A member of the Board of Management must be a member of the Association.

17.3) The office bearers (being the Executive Director or Executive Directors, Secretary and Treasurer) elected to the Board of Management will be divided into two (2) groups which shall be:

- (a) determined by drawing lots; and

- (b) equal in number; and
- (c) designated as either 'Group 1' or 'Group 2'.

17.4.) Unless otherwise disqualified, the members of the governing body shall:-

- (a) Re-elect Group 1 in odd calendar years; and
- (b) Re-elect Group 2 in even calendar years.

17.5) A member of the Association may be appointed to a casual vacancy on the Board of Management under clause 20 herein.

## **Electing the Board of Management**

18.1) A member of the Board of Management may only be elected as follows:-

(a) any three (3) ordinary members of the Association (including Directors on the Board of Management) may nominate another member (the 'candidate') to serve as a member of the Board of Management;

(b) the nomination must be:-

- (i) in writing; and
- (ii) signed by the candidate and the members who nominated him or her; and
- (iii) given to the secretary at least fourteen (14) days before the annual general meeting at which the election is to be held;

(c) each member of the Association present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the Board of Management; and

(d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

18.2) A person may be a candidate only if the person:-

- (a) is an adult;
- (b) is an ordinary member; and
- (c) is not ineligible to be elected under section 61A of the Act.

18.3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place at the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the annual general meeting.

18.4) If required by the Board of Management, balloting lists must be prepared containing the names of the candidates in alphabetical order.

18.5) The Board of Management must ensure that, before a candidate is elected as a member of the Board of Management, the candidate is advised:-

- (a) if the Association has public liability insurance; and
- (b) if the Association has public liability insurance - the amount of the insurance.

## **Resignation, Removal or Vacation of Office of Board of Management Director**

19.1) A member of the Board of Management may resign from the Board of Management by giving written notice of resignation to the Secretary.

19.2) The resignation takes effect at the time the notice is received by the Secretary.

19.3) A member of the Board may be removed from office at a general meeting of the Association if a special majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

19.4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

19.5) A member has no right of appeal against his or her removal from office under this clause.

19.6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

#### **Position of Executive Director**

19.7) The position of Executive Director of the Board of Management is to be filled by a person who has served on the Board for the preceding twelve (12) months.

### **Vacancies on Board of Management**

20.1) If a casual vacancy arises on the Board of Management, the continuing Directors of the Board may appoint another ordinary member of the Association to fill the vacancy until the next annual general meeting.

20.2) The continuing Directors of the Board may act despite a casual vacancy on the Board of Management.

20.3) However, if the number of Board of Management Directors is less than the number fixed under clause 23.1 herein as a quorum of the Board of Management, the continuing Directors may act only to:-

- (a) increase the number of Board members to the number required for a quorum; or
- (b) call a general meeting of the Association.

### **Functions of Board of Management**

21.1) Subject to this Constitution or a resolution of the members of the Association carried at a general meeting, the Board of Management has the general control and management of the administration of the affairs, property and funds of the Association.

21.2) The Board of Management has authority to interpret the meaning of this Constitution and any matter relating to the Association on which it is silent, but any interpretation must have regard to the Act, including any regulations made under the Act.

21.3) The Act prevails if the Association's Constitution is inconsistent with the Act.

21.4) The Board of Management may exercise the powers of the Association to:-

- (a) borrow, raise or secure the payment of amounts in a manner the members of the Association decide;
- (b) enter into contracts;
- (c) acquire, hold, deal with, mortgage, charge and/or dispose of the whole or part of its property;
- (d) make charges for services and facilities it supplies;
- (e) secure the amounts mentioned in sub-clause 21.4(a) herein or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way;

- (f) mortgage or charge the whole or part of its property;
- (g) invest in a manner that the members of the Association may from time to time decide; and
- (h) do all other things necessary or convenient to be done in carrying out its affairs.

## **Meetings of the Board of Management**

22.1) Subject to this clause 22, the Board of Management may meet and conduct its proceedings as it considers appropriate.

22.2) The Board of Management must meet at least once every two (2) months to exercise its functions.

22.3) The Board must decide how a meeting is to be called.

22.4) Notice of a meeting is to be given in the way decided by the Board.

22.5) The Board may hold meetings, or permit a Director to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they occur; including the use of any audio-visual communication by way of which each Director participating can hear and be heard by each other Director participating; and further a meeting of the Board of Management held solely or partly by technology is treated as being held at the place at which the greatest number of Directors present at the meeting is located.

22.6) A Director who participates in the meeting as mentioned in clause 22.5 herein is taken to be present at the meeting.

22.7) A question arising at a Board of Management meeting is to be decided by a majority vote of Directors present at the meeting; and, if the votes are equal, the question is decided in the negative.

22.8) A Director on the Board of Management must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract.

22.9) The Executive Director is to preside as chairperson at a Board of Management meeting.

22.10) If there is no Executive Director or if the Executive Director is not present within ten (10) minutes after the time fixed for a Board of Management meeting, the Directors may by majority choose one of their number to preside as chairperson at the meeting.

22.11) A Director may at any time, and a Secretary must on request from a Director, convene a Board of Management meeting.

22.12) A resolution of the Board of Management may be passed by a majority of the votes cast by Directors entitled to vote on the resolution. The chairman of a meeting of a Board of Management does not have a second or casting vote.

22.13) If all the Directors entitled to receive notice of a Board of Management meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board of Management resolution in those terms is passed at the time when the last director so signs; and several documents in like form comprising counterparts may each be signed by one or more of the Board of Management Directors.

22.14) Each resolution passed or thing done by, or with the participation of, a person acting as a Director is valid even if it is later discovered that there was a defect in the appointment of the person.

## **Quorum for, and Adjournment of, Board of Management Meeting**

23.1) At a Board of Management meeting more than 50% of the Directors elected to the Board as at the close of the last general meeting of the members form a quorum.

23.2) If there is no quorum within 30 minutes after the time fixed for a Board of Management meeting called, the meeting lapses, and the Directors of the Board of Management who are present are to decide the day, time and place of the adjourned meeting.

23.3) If, at an adjourned meeting mentioned in subclause 23.2 herein there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **Special Meetings of Board of Management**

24.1) If the Secretary receives a written request signed by at least 33% of the Directors of the Board of Management, the Secretary must call a special meeting of the Board by giving each member of the Board of Management notice of the meeting within fourteen (14) days after the Secretary receives the request.

24.2) If the Secretary is unable or unwilling to call the special meeting, the Executive Director must call the meeting.

24.3) A request for a special meeting must state:-

- (a) why the special meeting is called; and
- (b) the business to be conducted at the meeting.

24.4) A notice of a special meeting must state:-

- (a) the day, time and place of the meeting; and
- (b) the business to be conducted at the meeting.

24.5) A special meeting of the Board of Management must be held within fourteen (14) days after notice of the meeting is given to the members of the Board of Management.

## **Minutes of Board of Management Meetings**

25.1) The Secretary must ensure that full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board of Management meeting are entered into the minute book.

25.2) To ensure the accuracy of the minutes, the minutes of each Board of Management meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy.

## **Delegation of Board of Management Powers to Subcommittees**

26.1) The Board of Management may appoint a subcommittee consisting of members of the Association considered appropriate by the Board to assist with the conduct of the Association's operations.

26.2) A member of the subcommittee who is not a member of the Board of Management is not entitled to vote at a Board of Management meeting.

26.3) A subcommittee may elect a chairperson of its meetings.

26.4) If a chairperson is not elected, or if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.

26.5) A subcommittee may meet and adjourn as it considers appropriate.

26.6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **Resolutions of Board of Management without Meeting**

27.1) A written resolution signed by each member of the Board of Management is as valid and effectual as if it had been passed at a Board meeting properly called and held.

27.2) A resolution mentioned in subclause 27.1 herein may consist of several documents in like form, each signed by one or more members of the Board in counterparts.

## **Annual General Meetings**

28.1) Each annual general meeting must be held:

(a) at least once each year; and

(b) within six (6) months after the end date of the Association's reportable financial year, being on or before 31 December of each year.

## **Business to be conducted at Annual General Meeting**

29.1) The following business must be conducted at each annual general meeting of the Association:-

(a) receiving the Association's financial statements, and audit reports, for the last reportable financial year;

(b) presenting the financial statements and audit reports to the meeting for adoption;

(c) electing Directors to the Board of Management;

(d) Appointing an auditor or an accountant for the present financial year.

## **Notice of General Meeting**

30.1) The Secretary may call a general meeting of the Association.

30.2) The Secretary must give at least fourteen (14) days' notice of the meeting to each member of the Association.

30.3) If the Secretary is unable or unwilling to call the meeting, the Executive Director must call the meeting.

30.4) The Board of Management may decide the way in which the notice is to be given.

30.5) However, notice of the following meetings must be given in writing:-

(a) a meeting called to hear and decide the appeal of a person against the Board of Management's decision:-

(i) to reject the person's Application for membership of the Association; or  
(ii) to terminate the person's membership of the Association; and

(b) a meeting called to hear and decide a proposed special resolution of the Association.

30.6) A notice of a general meeting must state the business to be conducted at the meeting.

30.7) If the Association has elected to convene a general meeting, and if all the members who together have the power to cast at least 95% of the votes that may be cast at the meeting agree, then a resolution may be proposed and passed at a meeting of which less than fourteen (14) days' notice has been given.

30.8) The Board of Management may postpone or cancel a meeting of members by written notice given individually to each person entitled to be given notice of the meeting.

30.9) If a meeting of members is postponed or adjourned for one month or more, then the Association must give a new notice of the resumed meeting.

30.10) The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to the said notice does not invalidate any resolution passed at a meeting of members.

## **Quorum for, and adjournment of, General Meetings**

31.1) The quorum for a general meeting is at least the number of members elected or appointed to the Board of Management at the close of the Association's last general meeting, plus one.

31.2) However, if all members of the Association are members of the Board of Management, then the quorum is the total number of members, less one.

31.3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

31.4) If there is no quorum within fifteen (15) minutes after the time fixed for a general meeting called on the request of members of the Board or the Association, the meeting lapses.

31.5) If there is no quorum within fifteen (15) minutes after the time fixed for a general meeting called other than on the request of members of the Board of Management or the Association:-  
(a) the meeting is to be adjourned for at least seven (7) days; and  
(b) the Board is to decide the day, time and place of the adjourned meeting.

31.6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

31.7) If a meeting is adjourned under subclause 31.6 herein then only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

31.8) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

31.9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way that notice is given for an original meeting.

## **Proceedings at Meetings of Members**

32.1) A member who is eligible to vote may take part and vote in a general meeting in person, by proxy, by attorney, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

32.2) A member who participates in a meeting as mentioned in subclause 32.1 herein is taken to be present at the meeting.

32.3) At each general meeting:-

(a) the Executive Director is to preside as chairperson; and

(b) if there is no Executive Director or if the Executive Director is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the members present must elect by majority one of their number to be chairperson of the meeting; and

(c) the chairperson must conduct the meeting in a proper and orderly manner.

32.4) Every Director and the auditor (if any) has the right to attend and speak at all meetings of members, whether or not a member.

## **Voting at General Meetings**

33.1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present who are eligible to vote.

33.2) Each member present and eligible to vote is entitled to one vote only, and, if the votes are equal, the chairperson has a casting vote.

33.3) A member who is otherwise eligible to vote is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting. Further, in no circumstances is that member entitled to be present, speak, vote at, or be counted in the quorum for a meeting of members.

33.4) The method of voting is to be decided by the Board of Management.

33.5) However, if at least 20% of the members present demand a secret ballot, then voting must be by secret ballot.

33.6) If a secret ballot is held the chairperson must appoint two (2) members to conduct the secret ballot in the manner the chairperson decides.

33.7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

33.8) The chairperson of a meeting of members at which a quorum is present:-

(a) May, with the consent of the meeting; and

(b) Must, if directed by ordinary resolution of the meeting, adjourn it to another time and place.

33.9) The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

## How Voting is Carried Out

34.1) A resolution put to the vote at a meeting of members must be decided on a show of hands, unless a poll is demanded under subclause 34.2 herein either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chairman's declaration of a decision on a show of hands is final.

34.2) A poll may be demanded on any resolution (except a resolution concerning the election of the chairman of a meeting) by:-

- (a) a member entitled to vote on the resolution; or
- (b) members entitled to cast at least 5% of the votes that may be cast on the resolution on a poll; or
- (c) The chairman.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business, and may be withdrawn.

34.3) If a poll is demanded:-

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and in the manner that the chairman of the meeting directs;
- (b) in all other cases the poll must be taken at the time and place and in the manner that the chairman of the meeting directs; and
- (c) the result of the poll is the resolution of the meeting at which the poll was demanded.

## Special General Meeting

35.1) The Secretary must call a special general meeting by giving each member of the Association notice of the meeting within fourteen (14) days after:-

- (a) being directed to call the meeting by the Board of Management; or
- (b) being given a written request signed by:-
  - (i) at least 33% of the number of members of the Board of Management when the request is signed; or
  - (ii) at least the number of ordinary members of the Association equal to double the number of members of the Association on the Board when the request is signed, plus one; or
- (c) being given a written notice of an intention to appeal against the decision of the Board:-
  - (i) to reject an application for membership; or
  - (ii) to terminate a person's membership.

35.2) A request mentioned in subclause 35.1(b) herein must state:-

- (a) why the special general meeting is being called; and
- (b) the business to be conducted at the meeting.

35.3) A special general meeting must be held within three (3) months after the Secretary is:-

- (a) directed to call the meeting by the Board; or
- (b) given the written request mentioned in subclause 35.1(b); or
- (c) given the written notice of an intention to appeal mentioned in subclause 35.1(c) herein.

35.4) If the Secretary is unable or unwilling to call the special meeting, the Executive Director must call the meeting.

## Proxies

36.1) A member may appoint not more than two (2) proxies to attend and act for the member at a meeting of members.

36.2) An appointment of a proxy must be made by written notice to the Association in writing and in the following form:-

- [Name of Association]:  
I, of , being a member of the Association, appoint of as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the day of \_\_20 and at any adjournment of the meeting.  
Signed this day of \_\_20.  
Signature

36.3) If a member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes that each proxy may exercise, each proxy may exercise one-half of those votes.

36.4) The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing.

36.5) A proxy must be a member of the Association.

36.6) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

36.7) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

36.8) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

36.9) If a member wants a proxy to vote for or against a resolution the instrument appointing the proxy must be in the following or similar form:-

- [Name of Association]:  
I, of , being a member of the Association, appoint of as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the day of \_\_20 and at any adjournment of the meeting.  
Signed this day of \_\_20.  
Signature  
This form is to be used \*in favour of/\*against [strike out whichever is not wanted] the following resolutions—  
[List relevant resolutions]

36.10) An appointment of a proxy is not effective for a particular meeting of members unless the proxy appointment form is received by the Association at the address specified for the purpose in the relevant notice of meeting at least 48 hours before the time for which the meeting was called; or, if the meeting has been adjourned, before the resumption of the meeting.

36.11) An act done at a meeting of members by a proxy, attorney or representative is valid even if, before the act is done, the appointing member:-

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration; or
- (c) revokes the appointment, or revokes the authority under which the appointment was made by a third party, unless the Association has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

## **Minutes of General Meetings**

37.1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in the minute book.

37.2) To ensure the accuracy of the minutes:-

- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
- (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.

37.3) If asked by a member of the Association the Secretary must, within 28 days after the request is made:-

- (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
- (b) give the member copies of the minutes of the meeting.

37.4) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

37.5) A minute recorded and signed in accordance with this clause 37 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proven.

## **By-laws**

38.1) The Board of Management may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.

38.2) A by-law may be set aside by a vote of members at a general meeting of the Association.

## **Alteration of Constitution**

39.1) Subject to the Act, this Constitution may be amended, repealed or added to by a special resolution carried at a general meeting in favour of the amendment

## **Common Seal**

### **Funds and accounts**

41.1) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Board of Management.

41.2) Records and accounts must be kept in English showing full and accurate particulars of the financial affairs of the Association.

41.3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

41.4) A payment by the Association of \$100.00 or more must be made by cheque or electronic funds transfer.

41.5) If a payment of \$100.00 or more is made by cheque, the cheque must be signed by any two (2) of the following:-

(a) the Executive Director;

(b) the Secretary;

(c) the Treasurer; or

(d) a Director authorised by the Board of Management to sign cheques issued by the Association.

41.6) Cheques must be crossed 'not negotiable'.

41.7) A petty cash account must be kept on the imprest system, and the Board of Management must decide the amount of petty cash to be kept in the account.

41.8) All expenditure must be approved or ratified at a Board meeting.

41.9) The Board of management must cause the Association to keep written financial records that:-

(a) correctly record and explain its transactions, financial position and performance; and

(b) would enable true and fair financial statements to be prepared and audited, and must allow a Director to inspect those records at all reasonable times.

41.10) The Treasurer must, as soon as practicable after the end of each financial year, ensure that financial statements containing the following particulars are prepared:-

(a) The income and expenditure for the financial year just completed;

(b) The Association's assets and liabilities at the conclusion of the financial year just completed; and

(c) The mortgages, charges and securities affecting the property of the Association as at the end of the just-completed financial year.

41.11) The auditor must examine the statements prepared under subclause 40.10 herein and present a report in respect of it to the Secretary before the next annual general meeting.

41.12) The income and property of the Association must be used solely in promoting the Association's objects and in exercising the Association's powers.

## **General Financial Matters**

42.1) On behalf of the Board of Management the Treasurer must, as soon as practicable after the end of each financial year, ensure that financial statements for its last reportable financial year are prepared.

42.2) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

## **Documents**

43.1) The Board of Management must ensure the safe custody of books, documents, instruments of title and securities of the Association.

## Financial year

44.1) The end date of the Association's financial year is 31 December in each year.

## Distribution of surplus assets to another entity

45.1) This rule applies if the Association:-

- (a) is wound-up under part 10 of the Act; and
- (b) has surplus assets.

45.2) The surplus assets must not be distributed among the members of the Association.

45.3) The surplus assets must be given to another entity:-

- (a) having objects similar to the Association's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

45.4) In this rule '**surplus assets**' has the meaning given by section 92(3) of the Act 'Distribution of Surplus Assets'.

## Notices

46.1) A notice is properly given by the Association to a person if it is:-

- (a) in writing signed on behalf of the Association (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:-
  - (i) delivered personally;
  - (ii) sent by prepaid mail to that person's address;
  - (iii) sent by fax to the fax number (if any) nominated by that person; or
  - (iv) sent by emailed electronic message to the electronic address (if any) nominated by that person.

## Public Fund Operation

The following rules apply for the operation of the Public Fund, namely:

47.1) The objective of the Fund is to promote the prevention or the control of behaviour that is harmful or abusive to young human beings, through working with disadvantaged and vulnerable young people.

47.2) Members of the public are invited to make gifts of money or property to the Fund for the promotion of the prevention or the control of behaviour that is harmful or abusive to human beings.

47.3) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Fund.

47.4) A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon, and gifts to the Fund are to be kept separate from other funds of the institution.

47.5) Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the fund.

47.6) The Association will comply with any rules that the Treasurer and/or the relevant Minister make to ensure gifts made to the fund are used only for its principal activity.

47.7) The Fund will be operated on a not-for-profit basis

47.8) A Public Fund committee of no fewer than three (3) persons will administer the Fund. A majority of the members of the committee are required to be '**responsible persons**' as defined by the Guidelines to the Register of Harm Prevention.

47.9) The committee will ensure:-

- That all funds donated to the public trust fund will only be used for the purpose of which the Fund has been established;
- No funds or property of the trust will be transferred to another charity, registered body or person;
- It will not act as a collection agency for tax deductible donations intended by a donor to be passed on to another institution or person; and
- In the event the Public Fund is wound up, then any surplus assets of the fund will be transferred to another fund that is on the register.

47.10) The Fund is subject to the provisions of the Act and the resolutions of the Board of Management. All expenses incurred pertaining to the Fund will be approved or ratified by a Board of Management meeting of the Association as provided in Schedule 5, section 5 of the Associations Incorporation Regulation 1999.

47.11) The Association agrees to give the Secretary of the relevant government department within a reasonable period after the end of each income year statistical data and information about gifts made to the Public Fund during that income year.