

PeakCare Queensland Inc.

CONSTITUTION *Amended 22 November 2007*

NAME

1. The name of the incorporated association shall be PeakCare Queensland, Incorporated (in these Rules called "the Association").

OBJECTS

2. The objects for which the Association is established are:
 - 2.1 To assist and encourage non-government child protection service providers and practitioners, government departments and agencies develop and maintain high standards of services directed to ensuring the safety and well-being of children, young people and the support of their families.
 - 2.2 To represent and advocate for the member organisations of the Association on or before other community bodies, statutory bodies, Local, State and Commonwealth Government, their departments and agencies in any matter of importance to the members and/or to the community.
 - 2.3 To facilitate and undertake research, development and training in policy and practice relating to the safety and well-being of children and young people and the support of their families.
 - 2.4 To disseminate information, with a view to raising the community consciousness of matters related to safety and well-being of children, young people and families.
 - 2.5 To develop and maintain collaborative relationships and partnership with all the stakeholders associated with the safety and well-being of children and young people and the support of their families.
 - 2.6 To facilitate the bringing together in committee and conference, representatives of non-government child protection agencies, government departments and other agencies for the furtherance of the above objectives.

POWERS

3. The Powers of the Association are:
 - 3.1 The Association has, in the exercise of its affairs, all the power of an individual.
 - 3.2 The Association may for example:
 - a. enter into contracts; and
 - b. acquire, hold, deal with and dispose of property; and
 - c. make charges for services and facilities it supplies; and
 - d. do other things necessary or convenient to be done in carrying out its affairs.
 - 3.3 The Association may also issue secured or unsecured notes, debentures and debenture stock for the Association.

MEMBERSHIP

4.1 The membership of the Association shall consist of the following classes of members:

1. **Members** – defined as those organisations whose purpose includes the delivery of services related to the safety and well being of children and young people and the support of their families.
2. **Supporters** – any organisation or individual with an interest in supporting PeakCare’s policy platform relating to the safety and well being of children and young people and the support of their families.

4.2 Supporters shall not have the right to vote in any matter of the association, nor shall they be eligible for election to the Board of Governance nor nominate members for the Board. They may, however, be co-opted to the Board at the discretion of the Board of Governance in accordance with Section 10.3.

4.3 At its discretion, the Board of Governance of the Association may grant membership at a concessional rate, this having the same rights and obligations as a Supporter.

ADMISSION AND REJECTION OF MEMBERS

5.1 Every application for membership shall be made to the Board of Governance in the manner set out by that Board.

5.2 As soon as practicable after the receipt of an application for membership and the payment of the prescribed fees the application shall be considered by the Board.

5.3 Upon the Board approving an application for membership, the applicant shall thereupon be admitted to membership.

5.4 Membership in the Association shall be refused only where the Board considers that the applicant is not a bona fide organisation in the field of the safety and well-being of children, young people and the support of their families.

5.5 Upon the acceptance or rejection of an application for any class of membership, PeakCare shall forthwith give the applicant notice in writing of such acceptance or rejection.

MEMBERSHIP FEES

6.1 The membership fees shall be such sum as the Board of Governance shall from time to time so determine.

6.2 The membership fees shall be payable at such time and in such manner as the Board of Governance shall from time to time determine.

TERMINATION OF MEMBERSHIP

7.1 A member may resign from the Association at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

If a member:

- fails to comply with any of the provisions of Rules, or
- has membership fees in arrears for a period of two months or more, or
- conducts itself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Board of Governance shall consider whether the membership shall be terminated.

- 7.3 The member concerned shall be given a full and fair opportunity of presenting its case and if the Board of Governance resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 8.1 An organisation whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of its intention to appeal against the decision of the Board of Governance.
- 8.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three months of the date of receipt by him/her of such notice, a general meeting to determine the appeal. At any such meeting the organisation shall be given the opportunity to fully present its case and the Board of Governance or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such a meeting.
- 8.2.1 Actions of a member in the following will be regarded as grounds for termination of membership:
- fails to comply with any of the provisions of these rules; or
 - has membership fees in arrears for a period of two months or more; or
 - conducts himself/herself in a manner considered to be injurious or prejudicial to the character or interests of the Association.
- 8.3 Where an organisation whose application is rejected, does not appeal against the decision of the Board of Governance within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the pro-rata amount of any fee paid.

REGISTER OF MEMBERS

- 9.1 The Association shall cause a register to be kept in which shall be entered the following particulars:
- 9.1.1 the names and addresses of every member organisation;
- 9.1.2 the date at which any member ceased to be a member.
- 9.2 The register of members shall be kept open for inspection at the office of the Association by any member at all times during which such office is open for the transaction of business.

MEMBERSHIP OF THE BOARD OF GOVERNANCE

- 10.1 The Board of Governance of the Association shall consist of a President, Vice President, Secretary, Treasurer, all of whom shall be representatives of member organisations and such number of other persons as the members of the Association at any general meeting may from time to time elect or appoint and not less than half plus one be from member class members. The number of those to be elected to this Board shall be limited to seven (7) in total.
- 10.2 The term for each elected member shall be two (2) years. The maximum number of consecutive terms that may be served by any one member is three (3) terms, following which at least one term must transpire before renomination. In the first year of the operation of this amendment (that being 2006) three of the members shall serve a term of one year before being required to stand for re-election. Standing members shall determine either by consensus or by ballot who shall stand for a single year in this instance only. Thereafter, a minimum of three members shall be required to stand for re-election each year.

- 10.3 For the purpose of implementing 10.2 all Board members serving as at 30th June 2005 shall be deemed to be serving their first term of office.
- 10.4 The Board of Governance may from time to time co-opt individuals to the Board as the need arises. These individuals will not have voting rights on the Board. The number of co-opted members shall not exceed two (2) at any time.
- 10.5 The election of officers and other members of the Board of Governance shall take place in the following manner:
- 10.5.1 Any two representatives of member organisations shall be at liberty to nominate any other member to serve as an officer or other member of the Board of Governance.
 - 10.5.2 The nomination, which shall be in writing and signed by the nominee and their proposer and seconder, shall be lodged with the secretary at least seven days before the annual general meeting at which the election is to take place;
 - 10.5.3 A list of candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting; or published on the website of the Association.
 - 10.5.4 Balloting lists shall be prepared, if necessary containing the names of the candidates in alphabetical order and each member's representative present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - 10.5.5 Should, at the commencement of such meeting there be insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- 10.6 Any member of the Board of Governance may resign from membership of the Board at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such board member may be removed from office at a general meeting of the Association where that board member shall be given the opportunity to fully present his/her case. The question of removal shall be determined by vote of the members' representatives present at such general meeting.
- 10.7 At the first meeting of the Board of Governance each year following the annual general meeting, the Board shall elect its officers, those being the President, Vice President, Secretary and Treasurer. The election of the officers shall be conducted by the Executive Director or other non-Board member as determined by the Board at that time. The election shall be by secret ballot except where all members consent otherwise.

VACANCIES ON THE BOARD OF GOVERNANCE

- 11.1 The Board of Governance shall have the power at any time to appoint any member's representative of the Association to fill any casual vacancy on the Board of Governance until the next annual general meeting.
- 11.2 The continuing members of the Board of Governance may act notwithstanding any casual vacancy in the Board of Governance, but if and for so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Board of Governance, the continuing member or members may act for the purpose of increasing the number of members of the Board of Governance to that number or of summoning a general meeting of the Association, but for no other purposes.

FUNCTIONS OF THE BOARD OF GOVERNANCE

- 12.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Board of Governance:

- 12.1.1 Shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - 12.1.2 Shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- 12.2 The Board of Governance may exercise all the powers of the Association:
- 12.2.1 to borrow or raise or to secure the payment of money in such manner as the members of the Association may think fit and secure the same 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, or in any particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - 12.2.2 to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
 - 12.2.3 To invest in such manner as the members of the Association may from time to time determine.

MEETINGS OF THE BOARD OF GOVERNANCE

- 13.1 The Board of Governance shall meet at least nine times per annum.
- 13.2 Board of Governance meetings shall take place either face to face or via telephone or electronic means.
- 13.3 A special meeting of the Board of Governance shall be convened by the Secretary on the requisition in writing signed by the not less than one-third of the members of the Board of Governance, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be dealt with.
- 13.4 At every meeting of the Board of Governance, more than 50% of current Board members shall constitute a quorum.
- 13.4 Subject as previously provided in this rule, the Board of Governance may meet together and regulate its proceedings as it thinks fit. Provided that questions arising at any meeting of the Board of Governance shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 13.5 A member of the Board of Governance shall not vote in respect of any contract or proposed contract with the Association in which he/she is interested, or in any matter arising therefrom, and if he/she does so vote his/her vote shall not be counted.
- 13.6 Not less than 24 hours notice shall be given by the Secretary to members of the Board of Governance of any special meeting of the Board of Governance. Such notice shall clearly state the nature of the business to be considered.
 - 13.6.1 PeakCare Queensland may give notice of a meeting to a Member:

- a. personally; or
- b. sending it by post to the address of the member in the register of Members or alternative address (if any) nominated by the member; or
- c. by sending it to the fax or electronic address (if any) nominated by the member.

13.6.2 Meetings can be held as determined by the Board, from time to time.

13.7 The President shall preside as Chairperson at every meeting of the Board of Governance, or if there is no President, or if any meeting he/she is not present within ten minutes of the time appointed for holding the meeting, the Vice-President shall be the Chairperson or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.

13.8 If within half an hour from the time appointed for the commencement of a Board of Governance meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board of Governance, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Governance may determine, and if at the adjourning meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

13.9 The Board of Governance may delegate any of its powers to a sub-committee consisting of committee members and/or Association members' representatives as the Board of Governance thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Governance.

13.9.1 a sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be Chairperson of the meeting;

13.9.2 a sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

13.10 All acts done by any meeting of the Board of Governance or of a sub-committee or by any person acting as a member of the Board of Governance shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board of Governance or person acting as aforesaid, or that the members of the Board of Governance or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Governance.

13.11 A resolution in writing signed by all the members of the Board of Governance for the time being entitled to receive notice of a meeting of the Board of Governance shall be as valid and effectual as if it had been passed at a meeting of the Board of Governance duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board of Governance. Resolutions decided via email or other electronic means require full 100% agreement to be deemed passed by the Board.

ANNUAL GENERAL OR GENERAL MEETINGS

14.1 The first general meeting shall be held at such time, not being less than one month

or more than three months after the incorporation of the Association, and at such place as the Board of Governance may determine.

14.2 The annual general meeting shall be held within five months of the close of the financial year.

14.3 The business to be transacted at every annual general meeting shall be:

14.3.1 The receiving of the Board of Governance's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding year;

14.3.2 the receiving of the auditor's report upon the books and accounts for the preceding financial year;

14.3.3 the election of members of the Board of Governance; and

14.3.4 the appointment of an auditor.

14.4 The secretary shall convene a special general meeting:

14.4.1 when directed to do so by the Board of Governance; or

14.4.2 on the requisition in writing signed by not less than one-third of the members presently on the Board of Governance or not less than the number of organisation members of the Association which equals half the number of members presently on the Board of Governance plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be dealt with; or

14.4.3 on being given a notice in writing of an intention to appeal against the decision of the Board of Governance to reject an application for membership or to terminate the membership of any organisation.

14.5 At any general meeting the number of members' representatives required to constitute a quorum shall be the number of members presently on the Board of Governance plus one.

14.6 No business shall be transacted at any general meeting unless a quorum of members' representatives is present at the time when the meeting proceeds to business.

14.7 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board of Governance or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Governance may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members representatives present shall be a quorum.

14.8 The Chairperson may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

14.9 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

14.10 The secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.

14.10.1 The manner by which such notice shall be given shall be determined by the Board of Governance. Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his/her membership by the Board of Governance, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be dealt with.

14.11 Unless otherwise provided by these Rules, at every general meeting:

14.11.1 The President shall preside as the Chairperson, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting;

14.11.2 The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;

14.11.3 Every question, matter or resolution shall be decided by a majority of votes of the members present.

14.12 Every member representative present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote, provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting.

14.12.1 Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members' representative present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;

14.12.2 The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board of Governance meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Board of Governance meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Board of Governance meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting, provided that the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

14.12.3 A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a

representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

- 14.12.4 The instrument appointing a proxy shall be in writing in the common usual form under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- 14.12.5 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

PEAKCARE QUEENSLAND INCORPORATED

I, _____ of _____ being a member of the abovenamed Association hereby appoint, _____ of _____ or failing him/her, _____ 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 thereof.

Signed this _____ day of _____ 20_____

This form is to be used *against _____ the resolution.
* in favour of _____

*Strike out whichever is not desired
(Unless otherwise instructed, the proxy may vote as he/she thinks fit)

- 14.12.6 The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposed to vote.

BY-LAWS

15. The Board of Governance may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

ALTERATIONS OF RULES

16. Subject to the provision of the Associations Incorporation Act 1981 – 1988, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting. Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the relevant government authority appointed for such matters.

FUNDS AND ACCOUNTS

- 17.1 The funds of the Association shall be deposited in the name of the Association in such Bank or Permanent Building Society as the Board of Governance may from time to time direct.

- 17.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 17.3 The Board of Governance will ensure that appropriate policies and procedures are in place to promote best practice financial accountability within the association.
- 17.4 All expenditure shall be approved and/or ratified in accordance with organisational procedures at a Board of Governance meeting. If ratification or approval is not provided then the Board will initiate appropriate action.
- 17.5 As soon as is practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
- 17.5.1 the income and expenditure for the financial year just ended; and
- 17.5.2 the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 17.6 All such statements shall be examined by the auditor who shall present his/her report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- 17.7 The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

DOCUMENTS

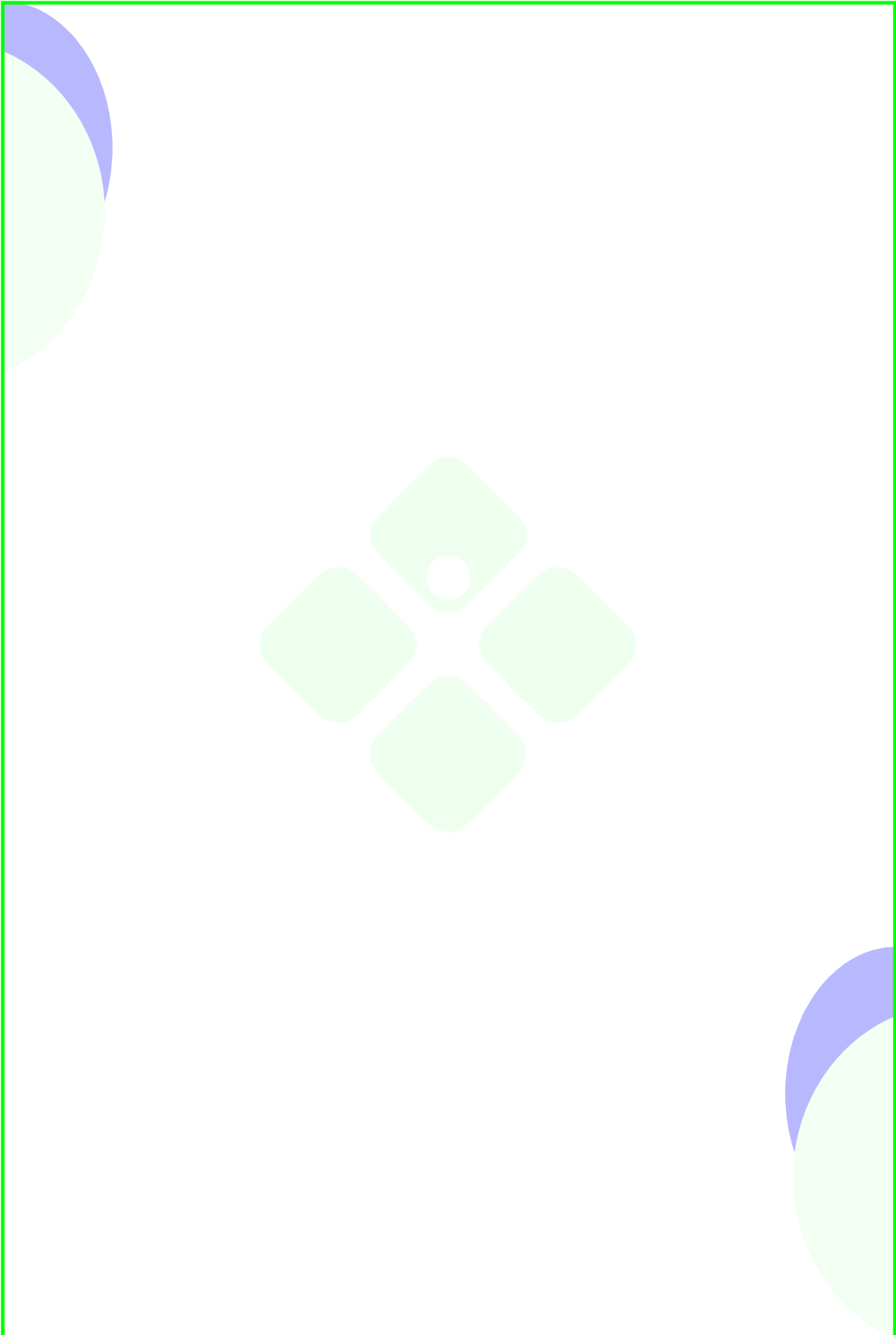
18. The Board of Governance shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

FINANCIAL YEAR

19. The financial year of the Association shall close on 30th June in each year.

DISTRIBUTION OF SURPLUS ASSETS

20. If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981 and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 17.10, such institution or institutions to be determined by the members of the Association.





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