

# **KIDSAFE QLD (INC.)**

## **CONSTITUTION**

**V1.2**  
**Amended 12 March 2012**

**INCORPORATED IN QUEENSLAND**  
**UNDER THE ASSOCIATIONS INCORPORATION QLD 1981 (QLD)**

# **KIDSAFE QLD (INC.)**

## **CONSTITUTION**

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## 1.0 INTERPRETATION

### 1.1 Defined Terms Used in These Rules

In these Rules, unless the contrary intention appears, the following expressions have the meanings indicated:

1.1.1	"Act"	Associations Incorporation Act 1991 (QLD) of the Territory;
1.1.2	"Annual Accounts"	the annual financial statements (including income and expenditure statement, balance sheet and auditors report) prepared (where relevant, in compliance with the Act) in respect of the financial transactions of the Association during an Association Year in accordance with Sub-Rule 13.11;
1.1.3	"Association"	KIDSAFE QLD (INC.);
1.1.4	"Association Year"	a period fixed by the Association (by special resolution) from time to time for the Annual Subscription and the Annual Accounts and, until otherwise fixed, the period commencing on 1st July and expiring on the 30th June next following;
1.1.5	"Board"	the Board of management of the Association provided for by Rule 13;
1.1.6	"Board Member"	a member elected or appointed for the time being to the Board, including, where the context requires, the President;
1.1.7	"Candidate"	a person nominated to be elected as a Member;
1.1.8	"Financial Member"	a member whose annual subscription has been paid and is current;
1.1.9	"Foundation"	THE CHILD ACCIDENT PREVENTION FOUNDATION OF AUSTRALIA (ACN 008 545 382) a company limited by guarantee incorporated under the Corporations Act 2001, being the Australian national body of which this Association will, in pursuit of its objects, be a licensed constituent member;
1.1.10	"License"	the License described in Sub-Rule 3.2 under which this Association derives its authority from the Foundation to be the representative of the Foundation in the State or Territory;
1.1.11	"Member"	a person who, or corporation which, becomes and is for the time being a member of the Association, in accordance with Rule 7;

1.1.12 "Members Meeting"	a general meeting of Members convened under Rule 11;
1.1.13 "Officer"	the President, or a Board Member appointed to hold an office created by the Board under Sub-Rule 14.10, or the office as the context requires;
1.1.14 "Public Fund"	a public fund as meant by Section 78 of the Income Tax Assessment Act 1936 ('the Tax Act'), namely a fund for the receipt of gifts which pursuant to the Tax Act, will be tax deductible for the donor of that gift;
1.1.15 "Register"	the register of Members provided for in Rule 12;
1.1.16 "Rule" and Sub-Rule"	A numbered clause, and numbered sub-clause, respectively, of this Constitution;
1.1.17 "Special Resolution"	a resolution passed at a general meeting of Members: <ul style="list-style-type: none"> <li>a) being a meeting of which at least 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members of the Association; and</li> <li>b) is passed by at least three fourths of those Members who, being entitled to vote (in person or by proxy) vote in favour;</li> </ul>
1.1.18 "State"	the State of Queensland.
1.1.19 "Subscription"	The fee payable in respect of an Association Year by a member, assessed and levied in accordance with Rule 10.

## **1.2 Presumptions of Interpretation Used in These Rules**

Unless the context requires otherwise, in these Rules:-

- 1.2.1 the singular includes the plural and vice versa;
- 1.2.2 one gender includes all others;
- 1.2.3 a person can include a body corporate or an arm of government.

## **1.3 Calculation of Periods**

For the purposes of determining the length of a period mentioned in these Rules, a reference to:-

- 1.3.1 a day means a period of time commencing at midnight and ending 24 hours later, and
- 1.3.2 a month means a calendar month, which is a period commencing at the beginning of a day in one of the 12 months of the year, and ending immediately before the beginning of the corresponding day of the next month, or, if there is no corresponding day, ending at the expiration of that next month.

Where a period of time is specified, and starts from a given day, or the day of an act or event, it must be calculated exclusive of that day.

## **1.4 Explanations**

Any words in these Rules in italics are explanatory, and not part of the Rules.



## **PART II ESTABLISHMENT OF THE ASSOCIATION**

### **2.0 NAME**

The name of the Association is KIDSAFE QLD (INC.).

### **3.0 OBJECTS AND FUNCTIONS**

#### **3.1 Objects and Functions**

3.1.1 The Association will not discriminate in terms of its activities against any person by reason of their colour, race, religion, gender or any other characteristic, The objects or functions for which the Association exists are, broadly, the prevention of unintentional injury to all children. To that end to pursue the following objects: (a to m)

- (a) to take measures which will reduce accidental injury to children throughout Australia;
- (b) to promote improved standards of child accident prevention Australia wide;
- (c) to, promote, develop, foster and support research and investigation into:
  - (i) the causes and prevention of injury to Australian children;
  - (ii) the treatment of injuries and conditions sustained by Australian children as a result of accidents; and
  - (iii) the acquisition, dissemination and application of knowledge and information concerning the causes and prevention of injuries to children in Australia;
- (d) to co-ordinate the efforts of other entities, authorities, the medical profession and individuals who are interested in the causes and prevention of injuries to children in Australia;
- (e) to stimulate public interest and awareness in relation to the prevention of injury to Australian children;
- (f) to promote, develop, foster and support child injury prevention through the media and by whatever other means the Foundation may consider desirable or necessary
- (g) to promote, develop, foster and support any initiative directed towards controlling the use of any consumer product of potential danger to Australian children;
- (h) to promote, develop, foster and support the safe design of homes and home products and appliances;
- (i) to promote, develop, foster and support the establishment of uniform standards designed to prevent injury to children and the enforcement of such standards;
- (j) to obtain statistical information which may assist in child injury prevention and to promote, develop, foster and support uniform methods of presenting such information;

- (k) to affiliate with and enter into arrangements for reciprocity, joint action and co-operation with other organizations of a similar or related character both within Australia and overseas;
  - (l) to promote, develop, foster and support workshops, educational and other institutions concerned in any way with child injury prevention; and
  - (m) to promote, develop, foster and support lectures, films, symposiums, conventions, conferences and other educational means which may further the objects of the Foundation
- 3.1.2 to be a body or group by which persons may associate to pursue the objects described, and for that purpose to incorporate, and maintain incorporation, under the Act;
- 3.1.3 to become and remain a constituent member of, and provide support and encouragement for the Foundation
- 3.1.4 to be the sole licensed and authorised representative in Queensland,

### **3.2 License from the Foundation**

In order to achieve the object referred to in Sub-Rule 3.1.2 the Association will, upon incorporation, enter into a license agreement with the Foundation, substantially in the form of the agreement in Schedule 1 to these Rules. After the License has been signed by the Association and the Foundation, the Association must abide by its terms and conditions.

### **3.3 Application of Association Property**

The property and income of the Association must be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed directly or indirectly to Members, except in good faith in the promotion of those objects.

## **4.0 POWERS**

### **4.1 Full Legal Capacity of an Individual**

As far as the Act permits, the Association has the legal capacity of a natural person, and, without limiting that statement, may do anything necessary or convenient for or consistent with or incidental to carrying out its objects or functions. The Association may invest money in any manner that an individual beneficially entitled to the money may.

### **4.2 Examples**

The Association may, for example:-

- *acquire, hold, deal with, and dispose of any real or personal property (including intangible property or rights);*
- *borrow, from members or others, money on any conditions (and give any security for the discharge of liabilities incurred by the Association and issue debentures or any other evidence of the debt);*
- *open and operate bank accounts;*
- *invest its money in any manner authorized by these Rules;*
- *appoint agents to transact any business of the Association on its behalf;*
- *enter into any other contract it considers necessary or desirable;*
- *charge any persons, including members for services, goods or facilities supplied.*

### **4.3 Assumption of the Foundation's State's Assets**

The Association may take over some or all of the assets, rights and entitlements of the State Division of the Foundation, on such terms and conditions as it thinks fit, and as are agreed with the Foundation.

## **5.0 ALTERATION TO THE RULES (CONSTITUTION)**

### **5.1 Association May Alter a Rule**

The Association may only alter a Rule in these Rules by a Special Resolution of a Members Meeting in respect of which full notice of the proposed alteration was given.

### **5.2 Lodgement of Change With Authorities**

The Committee must lodge a copy of the changed Rule (certified by a Committee member as having been passed and that the changed Rule conforms with the Act) with and if required seek approval by the appropriate office or official under the Act as soon as is practicable after the change is approved by Members.

### **5.3 Change Only Effective After Lodgement**

An alteration to a Rule in these Rules will not take effect until the Committee has lodged a copy of the changed Rule in accordance with Sub-Rule 5.2.

## **6.0 DISSOLUTION OF THE ASSOCIATION**

### **6.1 The Association May Wind Up**

If the Association is solvent, the Members may, at a Members Meeting called for the purpose by a notice clearly setting out the proposed motions, resolve, by Special Resolution, to dissolve the Association and wind up its affairs.

### **6.2 A Liquidator Must be Appointed**

The resolution referred to in Sub-Rule 6.1 must include a provision appointing an appropriately qualified person who has been engaged by the Association at an agreed remuneration to carry out the winding up of the Association, including realisation of its assets, collections from its debtors and payment of its creditors.

### **6.3 If Association Not Solvent**

If the Association is not solvent, a creditor or a Member may apply to a court for an order that the Association be wound up.

### **6.4 Applicable Winding Up Rules**

The application to a court, and winding up process will be governed by the Act, and insofar as the Act is inadequate, the provisions of the Corporations Act 2001 applicable to winding up a company, insofar as those rules can be applied.

### **6.5 Members' Liabilities**

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount of the Annual Subscription, if any, unpaid by that Member.

## **PART III MEMBERSHIP OF THE ASSOCIATION**

### **7.0 JOINING THE ASSOCIATION**

#### **7.1 Membership Eligibility**

Any natural person and any body corporate, or governmental or quasi-governmental department with a presence of any kind in Queensland is eligible to become a Member.

#### **7.2 Number of Members**

There is no limit to the number of Members the Association may have.

#### **7.3 Classes of Members**

The Association may from time to time, by ordinary resolution, create new classes of members for which existing members may apply to join. Until so decided, all Members are of the one class, ordinary Members.

*Examples: individual & corporate members; ordinary honorary or life members; donor or volunteer members*

#### **7.4 First Members**

Upon incorporation, every person who is then a current member, or a life member of the State Division, and who is ordinarily resident in the State, and who applies to the Association on an Application Form will be deemed to be a new member of the Association.

#### **7.5 New Members are to be Elected**

After incorporation, a person may only become a Member for the first time by being elected by the Board.

#### **7.6 Nomination Procedure**

The Board may from time to time make by-laws under Sub-Rule 13.14, describing the steps to be followed by candidates, Members and the Board in the process of nominating a person for election as a Member. The by-laws so made must include provision for a form to be signed by the Candidate in which he or she agrees that upon election he or she will be bound by the Rules.

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

- 7.7.1 A person whose application for membership has been rejected, or whose membership has been terminated may give the secretary written notice of the person's intention to appeal against the decision.
- 7.7.2 A notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.
- 7.7.3 If the Secretary receives a notice of intension to appeal, the Secretary, within three months after the day of receipt call a General Meeting to decide the appeal.
- 7.7.4 At the meeting, the applicant must be given a full and fair opportunity why the application should not be rejected or the membership should not be terminated.
- 7.7.5 Also, the management Board and the Board members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- 7.7.6 An appeal must be decided by a vote of the members present at the meeting.
- 7.7.7 If a person whose application has been rejected does not appeal against the decision within one month 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 application fee paid by the person.

## **7.8 Election Procedure**

The Board may from time to time make by-laws under Sub-Rule 13.14 describing the steps to be followed by Candidates, Members and the Committee in the process of electing a person as a new Member. The by-laws so made must include a provision that reflects Sub-Rule 7.5.

## **7.9 Honorary Members**

The Association may appoint such persons as it thinks fit as Honorary Members of the Association on such terms and conditions as it thinks fit.

## **7.10 Life Members**

The Association may grant Life Membership of the Association (being membership not subject to payment of an Annual Subscription) to any Member who in the Association's opinion has rendered significant honorary services to the Association.

## **7.11 Notify the Association of Representatives of Corporations**

If a corporation, or a governmental, or quasi-governmental department is a Member, it may from time to time, by a written notice delivered to the Association, nominate one person who may represent the corporate or governmental Member and exercise all of the rights of the corporate or governmental Member, on its behalf in relation to the Association, and that nomination shall apply for as long as its terms provide, or until revoked if no term is set.

## **7.12 Deemed Corporate Representative if none Notified**

Where a corporate Member is incorporated under the Corporations Act 2001 or any preceding legislation, or an Associations Incorporation Act of a State or Territory, until that corporate Member has nominated a person as its representative under Sub-Rule 7.10, the first named director of the corporation in the most recent notification of directors to the Australian Securities and Investments Commission, or relevant incorporated associations registry (if any) shall be deemed to be its representative for the purpose of Sub-Rule 7.10.



## **8.0 RIGHTS OF MEMBERS**

### **8.1 To Receive Notices**

The Association must dispatch to each Member, at the address on the Register given by that Member to the Association:

- 8.1.1 written notice of the convening of any general meeting of Members;
- 8.1.2 written notice of any proposed election of Board Members;
- 8.1.3 written notice of the Annual Subscription and any other Association charges payable by that Member;
- 8.1.4 a copy of the signed Annual Accounts; and
- 8.1.5 any other information or material distributed by the Association generally to Members, when so distributed.

### **8.2 To Give Notice of Business to be dealt with at, and Requisition a Member Meeting**

A Member may, a reasonable time (at least 2 days) prior to the printing and dispatch of the notice of a general meeting of Members under Sub-Rules 11.1 or 11.2, or by convening a meeting of Members under Sub-Rule 11.3.3, notify the Board in writing of a motion which he wishes to be considered at that general meeting of Members, and may (together with the required number of other Members) requisition the convening of a Members Meeting in accordance with Rule 11.3.3.

### **8.3 To Attend a Members Meeting, and Speak**

Subject to compliance with directions by the presiding officer as to its conduct and good order, a Member may attend and speak at a general meeting of Members of the Association.

### **8.4 To Vote at a Members Meeting**

- 8.4.1 A Member may exercise one vote, on any motion put to a vote or poll at a Members Meeting.
- 8.4.2 No vote may be cast by a Member if part of the Annual Subscription, or any other charge due from that Member has fallen due for payment, and remains unpaid.

## **8.5 To Appoint a Proxy to Attend, Speak and Vote at a Members Meeting**

A Member may, in accordance with Rule 11, and with the procedures notified under Sub-Rule 11.10 for the meeting concerned, appoint one person (whether a Member or not) to act as the sole proxy of that Member, to exercise the right of the Member concerned to attend the meeting, speak, and vote, as the representative of the Member concerned. The Member so appointing a proxy may cancel the proxy at any time prior to the meeting by notice to the Board.

## **8.6 To Stand for Election/Appointment to the Committee**

A Member eligible under Rule 14 may stand for election to the Board, or be appointed to the Board, in accordance with Rule 14.

## **8.7 To Nominate or Second a New Member or a Committee Member**

A Member eligible under Sub-Rule 14.3 and who has been a Member for at least 12 months may nominate or second the election of a new Member, or a Board member.

## **8.8 Association may Contract with a Member**

8.8.1 Subject to this Sub-Rule 8.8, the Association may engage or contract with a Member and pay that Member for services rendered or goods supplied.

8.8.2 A Board Member may not attend a Board Meeting during any period whilst there is discussion of, and may not vote in respect of, a commercial transaction between the Association and that Board Member. The Board must ensure that the absence and abstention of that Board Member are recorded in the minutes.

8.8.3 The Association may not employ or continue to employ, or engage as a consultant or contractor of any kind for any ongoing purpose, a presently serving Board Member.

## **9.0 RESIGNATION OR DEATH OF A MEMBER**

### **9.1 Resignation of a Member**

- 9.1.1 A Member may resign as a Member at any time by giving written notice of his or her resignation to the Board.
- 9.1.2 A Member whose Annual Subscription has remained unpaid for 3 months is deemed to have resigned at the end of that 3 month period, but may apply for reinstatement, and the Board may, in its absolute discretion, reinstate the Member. If the resignation stands, the Member is liable for the Annual Subscription and other charges up until the date of deemed resignation.
- 9.1.3 A Member who resigns will continue to be liable for any amount due but unpaid to the Association in respect of the Association Year during which he or she resigns (or is deemed to have resigned), or any previous period.
- 9.1.4 The Board may, in its absolute discretion, refund to a Member who resigns that portion of any amount already paid to the Association which applies to the period after the date of receipt of the Member's written resignation.

### **9.2 Death of a Member**

A Member who dies ceases to be liable for any subscription, or other charge accruing after the date of his or her death and the Association must adjust any prepayment.

## **10.0 ANNUAL SUBSCRIPTION AND OTHER CHARGES TO MEMBERS**

### **10.1 Annual Subscription Notice**

After the approval of the Annual Subscription by the Budget Approval meeting in accordance with Sub-Rule 13.8, the Board must endeavour to dispatch the Annual Subscription Notice to Members before, or as close as possible to the beginning of the Association Year to which it applies, notifying each Member of the approved Annual Subscription, and all other charges payable by that Member.

### **10.2 Payment Options**

The Board may adopt and impose any payment arrangements for the payment of Annual Subscriptions that it thinks appropriate, including allowing instalments, and may impose additional charges with any instalment scheme.

### **10.3 Other Charges**

If the Association imposes any other charge on Members in accordance with Sub-Rule 13.8, the Board must advise Members at the time of sending the Annual Subscription notice.

### **10.4 Liability to Pay Annual Subscription and other charges**

A Member will become liable to pay the Annual Subscription, and other charges imposed by the Association within 30 days of receipt of an Annual Subscription notice.,

### **10.5 Individual Charges to Members**

The Association may from time to time set and levy charges to a Member individually, for goods or services provided by the Association, and may conduct an account with or for the Member.

## **11.0 MEETINGS OF MEMBERS**

### **11.1 First Members Meeting**

If the Act so requires, the Board must convene a first Members Meeting within the time limits imposed by the Act, to deal with the business required to be dealt with by the Act, such as first appointment, or confirmation of appointment of an auditor.

### **11.2 Annual Members Meeting**

11.2.1 Once in every calendar year, the Board must convene a general meeting of Members, by written notice to each Member, to be known as the Annual Members Meeting, or Annual General Meeting, so as to be held within three (3) months after the end of the Association Year.

11.2.2 The principal business of the Annual Members Meeting must be: -

11.2.2.1 Consideration and adoption of the Annual Accounts (including auditors report) prepared and circulated to Members in accordance with Rule 13.11

11.2.2.2 Election of the President and Committee Members in accordance with Rule 14

11.2.2.3 To identify, and to consider any termination or appointment of the Auditor (if necessary) in accordance with Rule 13.12;

11.2.2.4 Any other business of which the Board is notified before the Notice of Meeting is dispatched and which is included in the Notice;

No business other than that so notified may be considered.

11.2.2.5 The Board must give Members the opportunity to place agenda items on the Notice of Meeting.

### **11.3 Other General Meetings of Members**

The Board must convene a general meeting of Members by written notice to each Member if:-

11.3.1 it so decides, or

11.3.2 it is requested to do so by the President, or

11.3.3 it is requested in one or more written requests to do so by an aggregate number of three (3) Members, or 10% of financial Members, whichever is greater, and if one at least of the written requests sets out the motion to be proposed at the meeting,

in the last case, so as to be held within 30 days of receiving all the requests.

### **11.4 Meeting Notice Period**

Subject to the law and the provisions of these Rules relating to Special Resolutions, in the case of every general meeting of Members convened by written notice sent to Members, the Board must ensure 14 clear days elapse between the day on which notice is dispatched to all Members, and the day of the meeting.

### **11.5 How Notice Addressed**

The Board must send the meeting notices to each Member at the current address given in the Register by that Member to the Association. The Association may include all such notices for Members who have given one address in one envelope addressed to that address.

### **11.6 Quorum for Member Meetings**

Three (3) Members, or 5% of financial Members, whichever is greater, present in person or by proxy within 15 minutes of the appointed commencement time will be a quorum for any general meeting, and if no quorum is present the meeting must be abandoned, but may be reconvened by proper notice.

## **11.7 Chair**

The President or in his or her absence, the Vice President (if there is one who is present) must be the presiding officer to chair a general meeting of Members, and in the absence of both of them the Board members present or if none, the Members present may elect one of their number to preside.

## **11.8 Notice of Business of Annual Members Meeting**

The business of and order of business at the Annual Members Meeting shall, subject to the Act, be notified by the Committee in the meeting notice in accordance with Sub-Rule 11.2.2.

**11.9 Proxy (Absentee Vote) Procedure**

The Board must dispatch with each notice of a general meeting of Members, a form of proxy instrument to be substantially as follows: -

TO: KIDSAFE QLD (INC)

**FORM OF PROXY**

I/We .....

(Print Name of Member in Full)

being a Member of the Kidsafe QLD (Inc), now appoint: .....

..... (name of proxy)

(you may insert "The Chairman"), as my/our proxy to attend, speak and vote on my/our behalf at the ..... General Meeting of Members of the Association to be held on ..... the ..... day of ..... at ..... o'clock.

My/Our proxy is appointed to vote in respect of resolutions put to the meeting in accordance with my/our following instructions:

<u>Resolution</u>	<u>For</u>	<u>Against</u>
.....	.....	.....
.....		

.....  
Signatures of Member

In the absence of instructions, the proxy may vote as he thinks fit. A proxy may be withdrawn at any time prior to the Meeting. If the Member who has appointed a proxy attends the Meeting, he cannot vote unless he withdraws the proxy.

Please post so as to be received before ..... on ..... by Kidsafe QLD (Inc) (Current Address)

The Board must advise in the notice or proxy form the time by which, the method of delivery by which, and the place at which proxy forms must be lodged.



## **11.10 Voting Procedure**

- 11.10.1 At the general meeting, the Board must verify the entitlement of a Member to vote.
- 11.10.2 Unless a poll is demanded, the presiding officer must conduct voting initially by a show of hands, by those Members or proxies entitled to vote. A declaration by the presiding officer that a resolution is passed or lost is prima facie evidence of that fact.
- 11.10.3 The presiding officer, or 3 Members present, in person or by proxy, may demand a poll (whether or not the vote by show of hands has taken place). If so demanded, the poll shall be taken substantially in the following manner: -
  - 11.10.3.1 the presiding officer will appoint as many returning officers as are necessary (who may be Board Members);
  - 11.10.3.2 the returning officers will distribute voting slips to those Members or proxies entitled to vote;
  - 11.10.3.3 the presiding officer will instruct upon a suitable voting method and the returning officers will count the votes.
  - 11.10.3.4 the presiding officer will declare the polls.
- 11.10.4 The presiding officer at any meeting of Members does not have a casting vote.
- 11.10.5 If the votes for and against a motion are equal, the motion fails.

## **11.11 Meeting Record**

- 11.11.1 The Board must cause minutes of all general meetings to be taken and kept in an appropriate record. The Board must ensure that minutes of all general meetings are confirmed as a correct record by Members at the next Members Meeting or the next Annual Members Meeting, and so signed by the presiding officer of that meeting.
- 11.11.2 Minutes so signed shall be evidence that:-
  - 11.11.2.1 the general meeting concerned was properly convened and held;
  - 11.11.2.2 the proceedings recorded took place;
  - 11.11.2.3 all appointments and elections recorded were validly made or conducted.

## **12.0 REGISTER OF MEMBERS AND COMMUNICATING WITH MEMBERS**

### **12.1 Association to Maintain Register of Members**

The Association must maintain a register of all its current Members showing readily:-

- 12.1.1        alphabetically, the names of each Member;
- 12.1.2        the postal or residential address of each Member;
- 12.1.3        the membership class in which each Member is a Member;
- 12.1.4        the current subscription and other charge status of each Member,
- 12.1.5        the number of Members in each class, and total number of Members; and
- 12.1.6        any other information the Association determines from time to time.

### **12.2 Can Be Electronic**

The Association may maintain the register in electronic form, but only if properly secured in accordance with appropriate best practice.

### **12.3 Right to Inspect Register**

At the request of a Member, the Association must allow that Member, or that officer to inspect the Register, and allow the Member, or the officer to make a copy of, or take an extract from the Register. For this purpose, the Association must make a hard copy of any electronically stored data so requested.

### **12.4 Register to Stay at Association**

A Member may not remove the Register from the Association 's custody for any purpose.

## **12.5 Communications with Members**

The Association may communicate with a Member by:-

12.5.1 posting a written notice to him, her or it at his, her or its address in the Register of Members, or

12.5.2 faxing or emailing to a Member who provides a fax or email address for that purpose,

and any such communication so dispatched shall be deemed to have been received on the second day following the day of despatch.

## **PART IV MANAGEMENT OF THE ASSOCIATION**

### **13.0 MANAGEMENT OF THE ASSOCIATION'S BUSINESS & AFFAIRS**

#### **13.1 Management by Board**

The Board, subject to the Act, the regulations, these Rules, and to any resolution passed by the Association in general meeting:-

- 13.1.1 shall control and manage the affairs of the Association;
- 13.1.2 may exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by the Association in general meeting; and
- 13.1.3 has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

#### **13.2 Board can engage others and delegate**

13.2.1 The Board may:-

- 13.2.1.1 engage consultants, agents, advisers, contractors or others; and
- 13.2.1.2 employ full or part time employees (such as a chief executive officer

as it thinks fit, and delegate to any of them any power or function that it may itself exercise.

13.2.2 No such engagement or delegation will diminish or excuse the responsibility of the Board for management of the affairs of the Association.

#### **13.3 Contracting Authority**

The Association may enter into, vary or rescind any contract that if made between natural persons would: -

- 13.3.1 be required to be in writing under seal, then, under its common seal; or
- 13.3.2 be required to be in writing but not under seal, then, signed by a person authorised by the Association or its Board so to sign; or
- 13.3.3 not required to be in writing, then if made orally by a person authorised by the Association or the Board so to do.

## **13.4 Common Seal**

The Association must obtain and maintain in the custody of the Board a Common Seal with the Association's full name in legible characters. The Common Seal may only be affixed pursuant to the authority of a resolution of the Board, and its use must be attested by two (2) Board Members, or one Board member and the chief executive officer (if any). Every use of the Common Seal must be recorded in the Board records of proceedings.

## **13.5 Business Registrations**

The Association must apply for, obtain and maintain all necessary business and charitable or other registrations to enable it to carry out its functions, including an Australian Business Number.

## **13.6 Rules Inspection**

The Board must keep copies of the current Rules of the Association in a form and at a place where it can make the Rules available for inspection by a Member. The Board may keep the Rules recorded in electronic form. A Member may inspect, make a copy of or extract from the Rules but may not remove it, and for this purpose the Board must, when requested in accordance with this Rule, make a hard copy of the Rules.

## **13.7 Custody of Association Assets including Funds**

The Board must:-

- 13.7.1 take any steps necessary to record, and secure title in the name of, and secure and maintain physical possession for the Association of all real, personal and intangible property now owned, or from time to time acquired by the Association;
- 13.7.2 commence and maintain one or more bank or other custodial accounts in the name of the Association with one or more licensed Banks or like institutions for the deposit and custody of all money received by the Association;
- 13.7.3 bank and keep all money received by the Association in the appropriate custodial account;
- 13.7.4 be the only body which can authorise any payment to any person by ensuring all authorities on all bank and other accounts of the Association consist of at least two (2) Board Members or one Board Member and the chief executive officer, (except that the Board may authorise an employee to conduct an impressed cash account for, for example, selling goods or services).

## **13.8 Annual Budget Procedure**

- 13.8.1 The Board must, if possible before, but in any event as close as possible to the beginning of an Association Year, instruct the appropriate employees or consultants, or themselves prepare a budget and appropriate working papers in support of it, to estimate Association income and expenditure in the forthcoming Association Year.
- 13.8.2 As part of the budget preparation the Board must determine the amount of the Annual Subscription levies and other charges which it recommends as payable by each Member in respect of that Association Year.
- 13.8.3 The Board must then meet especially, as a Budget Approval meeting, to approve the Draft Budget and Annual Subscription and other charges amounts for the forthcoming or current (as the case may be) Association Year.
- 13.8.4 The Board must retain the approved budget and budget workings for the ensuing Association Year and have them available for inspection by Members, whenever so requested.
- 13.8.5 If:-
- 13.8.5.1 the level of the Annual Subscription or other charges proposed by the Committee in the Draft Budget which they approve under Sub-Rule 13.8.3 respectively exceeds the level of the corresponding Annual Subscription or other charges in the preceding year by more than 10%; or
  - 13.8.5.2 the Draft Budget includes proposed expenditure on any one item of an amount in excess of \$50,000; or
  - 13.8.5.3 at any time the Board proposes to incur an expenditure of an amount exceeding \$10,000 not budgeted for at all, or an amount exceeding the budgeted amount by more than 10%,

then the Board must convene a Members Meeting and propose prior approval or ratification by Members of the action proposed. If the Members Meeting so convened does not approve the Annual Subscription levels proposed by the Board, the increase concerned must be reduced or as the meeting directs.

## **13.9 Financial and other Record Keeping**

The Board must: -

- 13.9.1 keep such accounting and other records as correctly and fully record and explain the financial transactions and financial position of the Association;
- 13.9.2 keep those accounting and other records in such a manner as will enable true and fair accounts of the Association to be prepared from time to time; and
- 13.9.3 keep those accounting and other records in such a manner as will enable those true and fair accounts to be conveniently and properly audited.

## **13.10 Custody and Inspection of Records**

The Board must make provision for the safe custody, under its control or authority, of: -

- 13.10.1 the register of Members to be maintained under Rule 12;
- 13.10.2 the record of the names of Board Members to be maintained under Sub-Rule 15.2; and
- 13.10.3 the accounting and other records to be kept under Sub-Rule 13.9.

The Board must permit a Member, on reasonable notice, to inspect and copy any part of those records but the Member may not to remove any.

## **13.11 Annual Accounts**

The Board must, within 3 months of the end of each Association Year:-

- 13.11.1 prepare Annual Accounts showing the financial position of the Association at the end of the Association Year concerned;
- 13.11.2 submit those Annual Accounts to the Association Auditor and instruct the Auditor to audit those Annual Accounts and provide an audit report on them;
- 13.11.3 despatch a copy of the Annual Accounts, and the Auditor's Report on them to each Member together with the Notice of the Annual Members Meeting.

The Board must then propose the adoption of the Annual Accounts and Auditor's Report by resolution at the Annual Members Meeting.

### **13.12 Auditor**

- 13.12.1 The Board must from time to time, as necessary, engage and pay an independent registered Company auditor as the Association Auditor, to carry out the audit of the Annual Accounts prepared pursuant to Sub-Rule 13.11;
- 13.12.2 The Board must advise Members at each Annual Members Meeting of the identity of the Association Auditor.
- 13.12.3 The Association may (subject to notice of the motion to do so having been given) in general meeting terminate the appointment of an Association Auditor, and engage another in his or her place.

### **13.13 Principal Office**

The Board must from time to time designate a place attended during usual business hours as the principal office or address of the Association for the purpose of access and communication from Members to the Board.

### **13.14 Board Can Make By-Laws, etc.**

For the further administration and control of the Association, the Board may make by-laws or regulations, which must be consistent with the Rules, and if they do they must indicate whether the by-laws or regulations so made have the same force as a Rule, or otherwise. The Board may also make and issue protocols, standards and guidelines for the guidance of Members, staff or the public.



### **13.15 Interpretation of the Rules**

The Board has the sole right to interpret and apply these Rules to the conduct of the Association's business and affairs, and to decide upon the appropriate course of action where the Rules make no provision.

### **13.16 Board May Appoint Patrons**

The Board may from time to time appoint, and remove, an appropriate person or appropriate persons as a patron or as patrons of the Association, on such terms and conditions as they think fit.

## **14.0 ELECTION AND APPOINTMENT OF COMMITTEE MEMBERS**

### **14.1 The Board defined**

The first Board will consist of the persons who are the officers and members of the Board or council of the State Division at the date of incorporation of the Association, and the Chair person of the same division will be the first President of the Association. All of the Board so appointed will, for the purposes of the rest of this Rule, be deemed to have been elected on the date of the first Annual Members Meeting following incorporation. After that, the Board will consist of Members who are elected or appointed under this Rule from time to time to be the President and the ordinary Board members.

### **14.2 Minimum and Maximum Number**

The Board must comprise not more than 9 and not less than 4 Board Members, including the President.

### **14.3 Eligibility**

Only a natural-person Member or a representative under Sub-Rule 7.10 of a corporate Member who is eligible under Sub-Rule 8.6 may be elected or appointed as a Board Member.

### **14.4 Term of Elected Board Member**

Each Board Member elected at an Annual Members Meeting must retire at the end of the second Annual Members Meeting occurring after the one at which he or she was elected (but is eligible for re-election at that meeting).

## **14.5 Term of Appointed Board Member**

Each Board Member appointed by the Board must retire at the end of the next Annual Members Meeting after his or her appointment (but is eligible for re-election at that meeting).

## **14.6 Appointment of Board Members**

At any time that there are less than 7 Board Members, the Board may appoint a Board Member or Board Members up to that maximum number.

## **14.7 Election of the President separate but same**

The President may not be appointed but shall be elected, separately from, but in the same manner, as other Board Members.

## **14.8 Procedure for Election of all Board Members**

The procedure for election of all Board Members to be elected is as follows:-

- 14.8.1 the Board shall ensure that a section or note is included in the notice of Annual Members Meeting advising Members of the number of vacancies on the Board, the names of the Board Members retiring, the names of those retiring who are seeking re-election and the procedure for nomination of Board Members;
- 14.8.2 a Member seeking election or re-election as a Board Member must be nominated and seconded in writing by Members qualified to do so and must sign the nomination form to indicate his or her consent;
- 14.8.3 the written nomination so signed must be delivered to the Board in any manner (including fax) that will ensure it is received on or before the day of the Annual Members Meeting;
- 14.8.4 a Member may not stand for election if any amount due and payable by him to the Association remains outstanding;
- 14.8.5 where the number of candidates for election is either equal to or less than the number of vacancies, all the candidates shall be declared elected;
- 14.8.6 if there are more candidates than vacancies, the Board must conduct an election. The method of election will be that each voting Member or proxy must tick a box opposite the name of the candidate or candidates being voted for on the ballot paper. The candidates with the highest number of ticks must be declared elected to fill the vacancies;
- 14.8.7 an elected candidate will take office as a Board Member at the closure of the meeting at which he or she is elected.

## **14.9 Termination of Board Membership**

A Board member shall cease to be a Board

- 14.9.2 is removed by resolution of the Members in general meeting; or
- 14.9.3 is convicted of an indictable offence.

## **14.10 Other Office Bearers Appointed by Board**

The Board may from time to time, in respect of each Association Year:-

- 14.10.1 designate, and assign duties to, officer positions within the Board such as Vice President, Secretary, Treasurer, or such other specific roles as they decide (taking into account, and not duplicating those functions which are performed for the Board by any full or part-time employees);
- 14.10.2 appoint Board Members to, or hold elections amongst themselves to fill, those offices;
- 14.10.3 ensure the Board Members so appointed or elected perform their specific duties satisfactorily.

## **14.11 Statutory Officer**

If the Act requires that a Member be appointed to a role in the Association created by the Act, such as secretary, or public officer, which carries duties designated by the Act, then the Board must appoint a Board Member qualified in the manner required by the Act (if any), such as being a resident of the State to the role concerned and maintain, renew or replace that appointment from time to time.

## **15.0 PROCEEDINGS OF THE BOARD**

### **15.1 Proceedings of the Board**

- 15.1.1 The Board shall meet as often as is necessary to attend to the affairs of the Association properly, at such places and times as the Board from time to time determines. The President, or any two Board members can convene a Board Meeting with reasonable notice to the other Board Members. In the absence of any other decision the Board should meet monthly.
- 15.1.2 The President or in his absence the Vice President, or in his absence a Board Member appointed by the Board must chair each Board Meeting.
- 15.1.3 One half (rounded up to the nearest whole number) of the existing number of Board members shall be a Board quorum.
- 15.1.4 The Board members may, without meeting, notwithstanding any other clauses in this Constitution, resolve:
  - (a) by a written resolution signed personally or by fax by all Board Members then within the State; or
  - (b) by a written resolution by electronic communication such as email; or
  - (c) by a resolution by telephone or video conferencing, as effectively as if they had met and so resolved.
- 15.1.5 The Board must keep an adequate record of its proceedings to fully explain its conduct of the affairs of the Association.

### **15.2 Record of the Board Members and Inspection**

The Board must keep a current record of the names and residential or postal addresses of the Board Members for the time being, in a form and at a place where it can make that record available for inspection by a Member. A Member may inspect and make a copy of or extract from that record but may not remove it.

### **15.3 Indemnity of Board Members**

The Association must indemnify, and by this Rule is deemed to indemnify, and keep indemnified, all present and past Board Members against any liability arising from, or any expense incurred by the Board Member in relation to, any legal action, claim, demand or suit which the Association or a Board Member may receive, arising out of anything done by the Board Member, as a Board Member, in the proper discharge of his or her duties.

### **15.4 Sub-Board Committees**

The Board may appoint any number of sub-committees of any size, consisting of Members or non-Members or both and delegate any matters under the control of the Board to such a sub-committee. All of the Rules applicable to the functioning of the Board will apply to the sub-committees so appointed, with appropriate changes.

## **PART V – PUBLIC FUND**

### **16.0 PUBLIC FUND**

#### **16.1 The Association Shall Establish a Fund**

The Association shall establish and maintain a fund solely for the purpose of receiving and administering donations made to Kidsafe Qld (Inc). The fund is to be called the Kidsafe Qld Inc Public Fund (“the Fund”) and shall be maintained, used and managed in the pursuance of the Objects of the Association in such a manner as the Board determines in its Board Policies.

#### **16.2 Account to Receive and Record Gifts**

An account will be established to receive and record all gifts made to the Association with a separate bank account being established to receive gifts of cash. This account must only include any money or property which is a gift to the Association or which is received because of such gifts including, without limitation, interest received on any monies in the account.

#### **16.3 Receipt for Gifts**

All receipts for gifts made to the Association must be issued in the name of the Fund on behalf of the Association. The receipt must include the Australian Business Number (ABN) of the Association and words indicating that the receipt is for a gift.

#### **16.4 General Public Invited to Make Gifts**

The Association will invite the general public to make gifts to the Fund for the purpose of carrying out the objectives of the Fund.

#### **16.5 Fund Managed by Governing Sub Committee**

The Fund is to be managed by a Governing Sub Committee of not less than three Board members appointed in accordance with Board Policies. The Board must ensure that the majority of those charged with the administration of the Fund are persons having a degree of responsibility to the general community by reason of their occupation or standing in the community as set down in the Australian Tax Office ruling TR 95/27.

## **16.6 Fund Subject to Management Compliance**

The Fund will be subject to the same management compliance as outlined in Clauses 13.7, 13.9, 13.10, 13.11, 13.12.

## **16.7 Application of Assets and Income of Fund**

The assets and income of the Fund shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the Governing Board or any other person or persons acting for the Governing Board except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

## **16.8 Vesting of Surplus Assets of Funds**

In the event of the Fund being wound up, any surplus assets remaining after the payment of liabilities of the Fund shall be transferred to another organisation or Fund with similar purposes and which are either endorsed by the Tax Office as a deductible gift recipient or are specifically named in Division 30 of the gift provisions of the *Income Tax Assessment Act 1997*.

## **16.9 Notification of Alteration to Public Fund and/or Association Rules**

The Australian Taxation Office must be notified of any alterations made to the Public Fund requirements and/or Rules contained in this Constitution.

**Schedule 1 PRO FORMA LICENSE AGREEMENT BETWEEN THE CHILD ACCIDENT PREVENTION FOUNDATION OF AUSTRALIA, (the Australian Federal Body) AND KIDSAFE QLD (INC.) (the State Body)**