



CONSTITUTION

Our Vision:

Older people in the community living safe, healthy, active and fulfilled lives

Established 1989

Jubilee Community Care Inc. Constitution (Rules)

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1 Introductory Guide

1.1 Definitions

1.1.1 In this constitution:

- (a). **Act** means the Associations Incorporation Act 1981 as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the association.
- (b). **association** means Jubilee Community Care Inc., Incorporation Number IA17148, Australian Business Number 68 420 231 327 the incorporated association to which this constitution applies;
- (c). **association's Board** means the governing committee of the association referred to in the Act as the 'management committee';
- (d). **association's Board member** means a person elected or appointed to the association's Board;
- (e). **bylaws** mean the bylaws of the association;
- (f). **by lot** means conducting a draw at random;
- (g). **casual vacancy**, on the Board, means a vacancy that occurs when a Board member resigns, dies or otherwise stops holding office, or a vacancy that occurs if no candidate is elected to any vacant Board position at a general meeting;
- (h). **constitution** means rules as defined in the Act;
- (i). **general meeting** means a meeting of the association's eligible voting members and includes all general meetings (annual general meetings, general meetings and special general meetings);
- (j). **imprest system** means the management of funds in an account whereby a fixed balance is maintained by regular replenishments;
- (k). **majority** means more than half of all eligible voting members present and voting at a Board meeting or at a general meeting;
- (l). **member** means a person who has been duly accepted as such by the Board in accordance with this constitution;
- (m). **membership fee** means a fee payable to the association for the receipt of membership rights and privileges;
- (n). **present** means:
 - i. at a Board meeting, see clause 6.1.5.; or
 - ii. at a general meeting, see clause 7.4.2.
- (o). **remuneration**:
 - i. includes salary, allowance and other entitlements; and
 - ii. does not include reimbursement of out-of-pocket expenses.
- (p). **senior employee** means a person who:
 - i. makes, or participates in making, decisions that affect the whole, or a substantial part of the activities of the association;or

- ii. has the capacity to affect significantly the association's financial standing.
 - (q). **signed** means agreed in writing;
 - (r). **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the members who are present and voting;
 - (s). **surplus assets** mean the assets after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and expenses of the winding-up;
 - (t). **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.
- 1.1.2 Words importing the singular include the plural where context requires or permits.

1.2 Name

- 1.2.1 The name of the incorporated association is **Jubilee Community Care Inc.**

1.3 Associations Incorporation Act 1981

- 1.3.1 In this constitution, unless the context requires otherwise, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 1.3.2 The provision at section 47(1) of the Associations Incorporation Act 1981 does not apply, meaning that the model rules created under the Act are expressly displaced by this constitution.

1.4 Interpretation

- 1.4.1 The Board has the authority to interpret the meaning of the constitution and any matter relating to the association on which the constitution is silent, but any interpretation must have regard to the Act.

2 Purpose and Powers

2.1 Purpose

2.1.1 The purpose of the association is to be a public benevolent institution to relieve the needs of persons in need of relief including those who are disadvantaged and vulnerable, either socially, physically, culturally, intellectually or emotionally including by:

- (a). providing home care and community support services to people living in the community.
- (b). contributing to the provision of clinical, personal and social assistance to people living in the community.
- (c). contributing to the well-being of individuals, including by providing appropriate support mechanisms to enhance their independence.
- (d). providing eligible persons in the community with access to services via Jubilee giving them the choice to remain in their homes for as long as possible
- (e). working towards social justice for older people living in the community, and their carers, by assisting to access available services and resources and promoting the principles of equity.
- (f). empowering disadvantaged members of the community by the provision of information, support, advocacy and consumer participation in achieving the purpose of the association;
- (g). undertaking any other incidental charitable or public benevolent act which the association's Board considers appropriate.

2.2 Powers

2.2.1 The association has the powers of an individual.

2.2.2 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.

2.2.3 The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

2.2.4 The association will utilise all income and property outlined within clause 2.2.2 and 2.2.3 solely for the purpose of pursuing its objectives as stated in clause 2.1.1.

3 Membership

3.1 Classes of membership

- 3.1.1 The membership of the association consists of ordinary members only including individual members and individual members who have been awarded life membership.
- 3.1.2 Individual members must be:
- (a) at least 18 years of age, and
 - (b) support the purpose of the association.
- 3.1.3 All members must abide by the association's constitution, bylaws and policies.
- 3.1.4 Life membership is open to any person who has rendered extraordinary and meritorious service to the association and the following rules apply to their election, namely:
- (a) no less than fourteen (14) days prior to an annual general meeting, any ordinary member may, using the form provided by the association's Board recommend a person for election as a life member;
 - (b) at the annual general meeting the members may elect the person as a life member by special resolution
 - (c) no more than one life member may be elected at any annual general meeting.
- 3.1.5 The number of ordinary members is unlimited.
- 3.1.6 A right, privilege, or obligation which a person has by reason of being a member of the association is not capable of being transferred or transmitted from one person to another person.

3.2 Patrons

- 3.2.1 One or more patrons may be appointed by the members present and voting at an annual general meeting.
- 3.2.2 At each annual general meeting of the association, any patron is deemed to have retired from their position but is eligible for reappointment.
- 3.2.3 A patron is not entitled to vote at general meetings of the association unless they are entitled to vote as a member according to the provisions of clause 3.1.1.

3.3 New membership

- 3.3.1 An applicant for membership of the association must be proposed by 1 member of the association (the **proposer**) and seconded by another member (the **seconder**).
- 3.3.2 An application for membership must be in the form decided by the association's Board.

3.4 Membership Fees

- 3.4.1 The membership fee, is:
- (a) the amount decided by the members at a general meeting; and
 - (b) payable when, and in the way, the association's Board decides.
- 3.4.2 Life members are not required to pay membership fees to the association.
- 3.4.3 The association's Board has the power to waive or discount the membership fee payable by any member.
- 3.4.4 A member who has any membership fee or other fee in arrears for a period of two months may have their membership immediately terminated or suspended.
- 3.4.5 A member who has their membership terminated or suspended under clause 3.4.4 continues to be liable to pay any unpaid membership fee or other fee.

3.5 Admission and Rejection of New Members

- 3.5.1 The association's Board must consider an application for membership at the next Board meeting held after it receives—
- (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- 3.5.2 The association's Board must ensure that, as soon as possible after the person applies to become a member of the association, and before the association's Board considers the persons application, the person is advised:
- (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance - the amount of the insurance.
- 3.5.3 The association's Board must decide at the meeting whether to accept or reject the application.
- 3.5.4 If a majority of the members of the association's Board present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member.
- 3.5.5 The secretary of the association must, as soon as practicable after the association's Board decides to accept or reject an application, give the applicant a written notice of the decision.

3.6 Resignation & Discipline, Appeals of Members

- 3.6.1 A member may resign from the association by giving a written notice of resignation to the secretary.
- 3.6.2 The resignation takes effect at:
- (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice - the later time.
- 3.6.3 The association's Board may take action to terminate or suspend a member's membership if it is determined that the member has:
- (a) been convicted of an indictable offence; or
 - (b) breached, failed, refused or neglected to comply with a provision of this constitution, the association's bylaws or any resolution or determination of the association's Board; or
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) behaves in a way considered to be injurious or prejudicial to the character or interests of the association.
- 3.6.4 If the association's Board decides to terminate or suspend a member's membership, the secretary must:
- (a) provide the member a full and fair opportunity to show why the membership should not be terminated.
 - (b) within seven (7) days after the decision, give the member written notice;
 - i. setting out the decision of the association's Board and the grounds on which it is based;
 - ii. stating that the member may address the association's Board at a meeting to be held not earlier than seven (7) days and not later than twenty-eight (28) days after the service of the notice;
 - iii. stating that the member may bring a support person to that meeting;
 - iv. stating the date, place, and time of that meeting;
 - v. informing the member that the member may do either or both of the following:
 - 1) attend and speak at that meeting;
 - 2) submit to the association's Board at or before the date of that meeting written representations relating to the decision
 - vi. setting out the member's appeal rights.
- 3.6.5 If, after considering all representations made by the member, the association's Board decides by resolution to terminate or suspend the membership, the secretary of the Board must, within seven (7) days of the meeting mentioned in 3.6.4(b) give the member a written notice of the decision.

3.6.6 Nothing in this constitution shall prevent the association's Board from immediately suspending a member's right to participate in association activities in circumstances considered by the association's Board to warrant such immediate action, pending the process outlined in clauses 3.6.3 - 3.6.5.

3.7 Appeal Against Rejection or Termination of Membership

- 3.7.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.
- 3.7.2 A notice of intention to appeal must be given to the secretary within 1 (one) month after the person receives written notice of the decision.
- 3.7.3 If the secretary receives a notice of intention to appeal, the secretary must, within 1 (one) month after receiving the notice, call a general meeting to decide the appeal.

3.8 General meeting to decide appeal

- 3.8.1 The general meeting to decide an appeal must be held within 3 (three) months after the secretary receives the notice of intention to appeal.
- 3.8.2 At the meeting:
- (a). the appellant must be given a full and fair opportunity to show why the membership application should not be rejected or their membership should not be terminated.
 - (b). the association's Board and the association's Board members 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.
 - (c). the appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 3.8.3 If a person whose application for membership has been rejected does not appeal against the decision within 1 (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 membership fee paid by the person.

3.9 Register of members

- 3.9.1 The association's Board must keep a register of members of the association.
- 3.9.2 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 association's Board or the members at a general meeting decide.
- 3.9.3 The register must be open for inspection by members of the association at all reasonable times.
- 3.9.4 A member must contact the secretary to arrange an inspection of the register.
- 3.9.5 However, the association's Board may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the association's Board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.
- 3.9.6 A member must notify the secretary of any change in their address or contact details as soon as possible after the change, to ensure that the register is current.

3.10 Prohibition on use of information on register of members

- 3.10.1 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 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 advertising for political, religious, charitable or commercial purposes.
- 3.10.2 Clause 3.10.1(b) does not apply if the use or disclosure of the information is approved by the association's Board.

4 The Association Board

4.1 Membership of the Association's Board

- 4.1.1 Subject to section 61 of the Act, the Board of the association shall comprise of at least three persons and not more than 7 persons including:
- (a). President;
 - (b). Treasurer;
 - (c). and any other members the association members elected at a general meeting.
- 4.1.2 A member of the association's Board, other than a secretary appointed by the association's Board under rule 8.1.1(b)(iii), must be an ordinary member of the association.
- 4.1.3 Subject to clause 4.1.5., the term of office for the association Board members is one (1) year.
- 4.1.4 At each annual general meeting of the association, the members of the association's Board must retire from office, but are eligible, on nomination, for re-election.
- 4.1.5 There is no maximum number of consecutive terms for which an association's Board member may be re-elected to office
- 4.1.6 As far as is practicable the association is to select persons for Board positions in the basis of their skills, knowledge, qualities and experience in governing an entity with the purpose and activities of the association.

4.2 Functions and Duties of the Association’s Board

- 4.2.1 The association’s Board must take all reasonable steps to ensure that the association complies with its obligations under the Act and this constitution.
- 4.2.2 Subject to this constitution or a resolution of the members of the association carried at a general meeting, the association Board has the general control and management of the administration of the affairs, property and funds of the association.
- 4.2.3 The association Board may exercise all the powers of the association except any powers that the Act or this constitution requires the association to exercise at a general meeting.
- 4.2.4 The association’s Board has power to enforce the observance of all clauses in this constitution and any bylaws made by the association Board.
- 4.2.5 An association Board member must exercise their powers and discharge their duties in good faith, in the best interests of the association for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 4.2.6 An association’s Board member must not improperly use their position, or information obtained as a Board member, to:
 - (a) gain a benefit or material advantage; or
 - (b) cause detriment to the association.
- 4.2.7 The association Board Members have a duty to prevent insolvent trading.
- 4.2.8 The association’s Board has authority to interpret the meaning of this constitution and any matter relating to the association on which this constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note - The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

- 4.2.9 The association's Board may exercise the powers of the association:
- (a). to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
 - (b). to secure the amounts mentioned in paragraph (a) 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, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
 - (c). to purchase, redeem or pay off any securities issued; and
 - (d). to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e). to mortgage or charge the whole or part of its property; and
 - (f). to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g). to provide and pay off any securities issued; and
 - (h). to invest in a way the members of the association may from time to time decide in order to pursue the associations objectives pursuant to clause 2.1.1.

4.2.10 For subrule 4.2.9 (d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:

- (a). the financial institution for the association; or
- (b). if there is more than one (1) financial institution for the association - the financial institution nominated by the association's Board.

4.2.11 The association's Board members may be paid:

- (a). remuneration determined by the members provided such remuneration is reasonable for a governor of a charity with the purpose and activity of the association; and
- (b). all reasonable travelling, accommodation and other expenses properly incurred in attending and returning from Board meetings or general meetings or otherwise in connection with the discharge of their duties as a Board member.

4.3 Delegation

4.3.1 The association's Board may delegate any of its powers and authorities, duties, and functions to any person or to any subcommittee except:

- (a). the power to delegate; or
- (b). a function that is a duty imposed on the management committee of an association by the Act or by any other law.

4.3.2 Despite any delegation under this clause, the association's Board may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

4.3.3 The association's Board must have a Terms of Reference for each subcommittee setting out the composition, term, role, duties, and decision- making powers of a subcommittee.

4.3.4 A subcommittee must act in accordance with any directions of the associations Board.

4.4 Acts not affected by defects or disqualifications

- 4.4.1 An act performed by the association Board, a subcommittee or a person acting under the direction of the association's Board is taken to have been validly performed.
- 4.4.2 Clause 4.4.1. applies even if the act was performed when:
- (a). there was a defect, informality or irregularity in the appointment of a Board member, subcommittee member or person acting under the direction of the Board; or
 - (b). there was an irregularity in the convening or conduct of any Board meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting; or
 - (c). An association Board member, subcommittee member or person acting under the direction of the association's Board was disqualified from being an association's Board member.

5 Election, Appointment and Vacancies on the Board

5.1 Electing the Association Board

5.1.1 A member of the association's Board may only be elected as follows:

- (a). the secretary calls for nominations for the association's Board positions at least twenty-eight (28) days before the general meeting at which the election is to be held;
- (b). Subject to 5.1.1(c). any two (2) members of the association may nominate another member of the association (the ***candidate***) to serve as a member of the association's Board;
- (c). the nomination must be—
 - i. in writing; and
 - ii. signed by the candidate and the members who nominated him or her; and
 - iii. Received by the secretary at least fourteen (14) days before the annual general meeting at which the election is to be held;
- (d). Each member of the association present and eligible to vote at the annual general meeting may vote for one (1) candidate for each vacant position on the association's Board;
- (e). Any equality in voting is decided as follows:
 - i. if there are two candidates for a vacant Board position and both candidates receive an equal number of votes, voting is determined by lot;
 - ii. if there are three (3) or more candidates for a vacant association Board position and two (2) or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two (2) or more candidates receive an equal highest number of votes, voting is determined by lot.
- (f). If there is only one (1) candidate for a vacant association Board position, the candidate is declared elected if approved by a majority of members present and voting. If the candidate is not approved, nominations for the position may be taken from the floor of the meeting;
 - i. if, at the start of the general meeting, there are no candidates nominated for any vacant association Board position, nominations for that position may be taken from the floor of the meeting;
 - ii. if no candidate is elected to any vacant association Board position, a casual vacancy is deemed to have occurred in that position.

5.1.2 A member may be a candidate only if the person:

- (a). is an adult;
- (b). is not ineligible to be elected as a member of a management committee of an association under the Act;
- (c). is not disqualified from being a director of a company under the Corporations Act 2001 (C'th);
- (d). is not disqualified from being a responsible person by the Australian Charities Not-for-Profit Commission; and
- (e). is not employed by the Association or a related party.

5.1.3 A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be made available to the members electronically and/or online on the associations website page at least seven (7) days immediately preceding the annual general meeting.

5.1.4 If required by the association's Board, balloting lists must be prepared containing the names of the candidates in order determined by lot.

5.1.5 The association's Board must ensure that, before a candidate is elected as a member of the association's Board, the candidate is advised:

- (a). whether or not the association has public liability insurance; and
- (b). if the association has public liability insurance - the amount of the insurance.

5.2 Resignation, Removal or Vacation of Office of Board Member

- 5.2.1 A member of the association's Board may resign from the Board by giving written notice of resignation to the secretary.
- 5.2.2 The resignation takes effect at:
- (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice, the later time.
- 5.2.3 A Board member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 5.2.4 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 they should not be removed from office.
- 5.2.5 Also, members present must be given a full and fair opportunity to show why the Board member should or should not be removed from Office.
- 5.2.6 An association's Board member's office is immediately vacated if that person:
- (a) dies; or
 - (b) is or becomes disqualified from being a member of a management committee of an association under the Act;; or
 - (c) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (d) is convicted of an indictable offence or is made bankrupt; or
 - (e) is absent from three consecutive Board meetings without approval of the association Board; or
 - (f) does not agree to undergo a National Police Check; or
 - (g) is disqualified from being a director of a company under the Corporations Act; or
 - (h) is disqualified from being a Responsible Person of a charity by the ACNC.
- 5.2.7 A member has no right of appeal against the members vacation of office under this clause.

5.3 Vacancies on the Board

- 5.3.1 If a casual vacancy happens on the association's Board the continuing members of the association's Board may appoint another eligible member to fill the vacancy until the next AGM;
- 5.3.2 Subject to rule 5.3.3 and 5.3.4 the association's Board may act despite a casual vacancy on the association's Board.
- 5.3.3 However, if the number of Board members is less than the number fixed under clause 6.2.1 as a quorum of the association's Board, the continuing members may act only to:
- (a) increase the number of association's Board members to the number required for a quorum; or
 - (b) call a general meeting of the association.

- 5.3.4 If a casual vacancy occurs in the position of president or treasurer, the continuing members of the association's Board may act only to:
- (a) appoint another eligible person to fill the casual vacancy; or
 - (b) call a general meeting of the association.

6 Meetings of Association's Board

6.1 Association Board Meetings

- 6.1.1 Subject to this rule, the association's Board may meet and conduct its proceedings as it considers appropriate provided that the association's Board must meet at least once every 3 months to exercise its functions.
- 6.1.2 The association's Board must decide how a meeting is to be called.
- 6.1.3 Notice of a meeting is to be given in the way decided by the association's Board.
- 6.1.4 The association's Board may hold meetings or permit a Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 6.1.5 A Board member who participates in the meeting as mentioned in clause 6.1.4. is taken to be present at the meeting.
- 6.1.6 A question arising at a Board meeting is to be decided by a majority vote of members of the Board present at the meeting and, if the votes are equal, (the motion will be lost).
- 6.1.7 A member of the association's Board 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 and, if the member does vote, the members vote must not be counted.
- 6.1.8 The president is to preside as chairperson at a Board meeting.
- 6.1.9 If there is no president or if the president is not present within 20 minutes after the time fixed for a Board meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

6.2 Quorum for, and adjournment of, Board meeting

- 6.2.1 At a Board meeting, more than 50% of the members elected to the Board as at the close of the last general meeting of the members form a quorum.
- 6.2.2 If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of members of the Board under clause 6.4.1, the meeting lapses.
- 6.2.3 If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the members of the Board under clause 6.4.1:
 - (a) the meeting is to be adjourned for at least one (1) day; and
 - (b) the members of the Board who are present are to decide the day, time and place of the adjourned meeting.
- 6.2.4 If, at an adjourned meeting mentioned in clause 6.2.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

6.3 Resolutions of the Association's Board without meeting

- 6.3.1 A written resolution agreed in writing by a majority of the members of the association's Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- 6.3.2 Such a resolution may be validly transmitted and agreed in writing electronically.
- 6.3.3 A resolution mentioned in clause 6.3.1 may consist of several documents in like form, each agreed in writing by one (1) or more members of the associations Board.
- 6.3.4 A record of the resolution agreed in writing shall be maintained with the association's record of minutes.
- 6.3.5 The resolution will be taken to be passed on the date it is signed by the last Board member to sign it.

6.4 Special meeting of the Board

- 6.4.1 If the secretary receives a written request signed by at least 33% of the members of the association's Board, the secretary must call a special meeting of the Board by giving each member of the Board notice of the meeting within 14 days after the secretary receives the request.
- 6.4.2 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 6.4.3 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.
- 6.4.4 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.
- 6.4.5 Only the business listed on the notice of a special meeting of the association's Board may be conducted at a special meeting of the association's Board.
- 6.4.6 A special meeting of the association's Board must be held within 14 days after notice of the meeting is given to the members of the Board.

6.5 Minutes of Board meetings

- 6.5.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each Board meeting are entered in a minute book, which may be in electronic format.
- 6.5.2 To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy.
- 6.5.3 Minutes of association Board meetings are available for inspection only by the secretary, the association Board and any other person approved by the association's Board.

6.6 Material personal interests

- 6.6.1 The secretary shall cause to be kept and updated from time to time a register of declared personal interests of association's Board members.
- 6.6.2 An association Board member who has a material personal interest in a matter being considered at an association's Board meeting must:
 - (a). as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the association's Board.
 - (b). not be present while the matter is being considered at the Board meeting;
 - (c). not vote on the matter; and
 - (d). disclose the nature and extent of the interest at the next general meeting of the association.
- 6.6.3 The interest must be recorded in the minutes of the association's Board meeting at which the disclosure is made and also in the register of declared interests of association Board members.

7 General meetings

7.1 Annual General Meetings

- 7.1.1 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.
- 7.1.2 The following business must be conducted at each annual general meeting of the association:
 - (a). receiving and adopting the association's financial statement, and audit report, for the last reportable financial year;
 - (b). electing members of the association's Board;
 - (c). appointing an auditor or an accountant for the present financial year;
 - (d). appointing one or more patrons, if necessary;
 - (e). awarding life membership, if necessary.

7.2 General meetings

- 7.2.1 A general meeting may be held by members meeting face to face in person or by the contemporaneous linking together by telephone or other electronic means including by way of a virtual online medium.
- 7.2.2 The secretary must call a general meeting by giving each member of the association notice of the meeting within 14 days after:
- (a) being directed to call the meeting by the association Board; or
 - (b) being given a written request signed by at least 50% of the members of the association who are entitled to vote at general meetings when the request is signed.
- 7.2.3 The association's Board may decide the way in which the notice must be given.
- 7.2.4 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'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;
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- 7.2.5 A request mentioned in clause 7.2.2(b) must state any proposed resolution to be considered at the general meeting.
- 7.2.6 A general meeting must be held within 28 days after the secretary is directed or requested to call the meeting as mentioned in clause 7.2.2.
- 7.2.7 Written notice of a general meeting must be made available to each member of the association at least 14 days before the date of the general meeting.
- 7.2.8 A notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.
- 7.2.9 If the secretary is unable or unwilling to call a general meeting, the president must call the meeting.
- 7.2.10 If the secretary or president do not within 28 days from the date of receipt of the request mentioned in clause 7.2.2(b) duly proceed to call the meeting, the members who made the initial request (or any of them) may themselves call and arrange to hold the meeting.
- 7.2.11 Any meeting called by the members under clause 7.2.2 must be called in the same manner as that in which meetings are called by the association Board and must be held not later than three months from the date of receipt of the request mentioned in clause 7.2.2(b).
- 7.2.12 All reasonable expenses of convening and conducting such a meeting shall be borne by the association.

7.3 Quorum for, and adjournment of, general meeting

- 7.3.1 The quorum for a general meeting is at least the number of members elected or appointed to the association's Board at the close of the association's last general meeting plus 1.
- 7.3.2 However, if all members of the association are members of the association's Board, the quorum is the total number of members less 1.
- 7.3.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 7.3.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the association's Board or the association, the meeting lapses.
- 7.3.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the association's Board under clause 7.2.2(b):
 - (a) the meeting is to be adjourned for at least seven days; and
 - (b) the association Board is to decide the day, time and place of the adjourned meeting.
- 7.3.6 If at the adjourned meeting under clause 7.2.2(b) a quorum is not present within 30 minutes from the appointed time for the meeting, the members present shall form a quorum.
- 7.3.7 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.
- 7.3.8 If a meeting is adjourned under clause 7.3.6 only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 7.3.9 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.
- 7.3.10 A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 7.3.11 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

7.4 Procedure at general meeting

- 7.4.1 A member 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.
- 7.4.2 A member who participates in a meeting as mentioned in clause 7.4.1. is taken to be present at the meeting.
- 7.4.3 At each general meeting:
- (a). the president is to preside as chairperson; and
 - (b). if there is no president or if the president is not present within 20 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect another association Board member to be chairperson of the meeting; and
 - (c). if there is no association Board members present the members may choose one of their number to preside as chairperson at the meeting; and
 - (d). the chairperson must conduct the meeting in a proper and orderly way.

7.5 Voting at general meeting

- 7.5.1 At a general meeting, each question, matter or resolution must be decided by a majority of votes of the members present, except if the Act or this constitution require the question or matter to be decided by a special resolution.
- 7.5.2 Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal the motion fails.
- 7.5.3 A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 7.5.4 A challenge to a member's right to vote at a general meeting:
 - (a) may only be made at the meeting; and
 - (b) must be determined by the chairperson, whose decision is final.
- 7.5.5 The method of voting is to be decided by the association's Board.
- 7.5.6 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 7.5.7 If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.
- 7.5.8 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. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 7.5.9 Before any vote is taken the chairperson must inform the meeting whether any proxy votes have been received and the manner in which proxy votes are to be cast.

7.6 Proxies

- 7.6.1 Any member who is entitled to vote at a general meeting may appoint another person as the member's proxy to attend and vote for the member at a general meeting.
- 7.6.2 A proxy may be a member of the association or another person.
- 7.6.3 No person may hold more than one proxy at any general meeting.
- 7.6.4 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 7.6.5 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 7.6.6 Each instrument appointing a proxy must be received by the secretary at least 24 hours before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 7.6.7 The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing.
- 7.6.8 Unless the secretary has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
 - (a) the appointing member dies; or
 - (b) the member is mentally incapacitated; or

(c). the member revokes the proxy's appointment.

7.6.9 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:

Jubilee Community Care Inc.:

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]

7.7 Minutes of general meetings

7.7.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book, which may be in electronic format.

7.7.2 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 of the association that is a 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.

7.7.3 If asked by a member of the association, the secretary must, within 28 days after the request is made:

- (a). make the minutes 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.

7.7.4 The association may require the member to pay the reasonable costs of providing copies of the minutes.

8 Secretary

8.1 Appointment or election of Secretary

- 8.1.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
- (a) a member of the association elected as secretary by the members at a general meeting; or
 - (b) any of the following people appointed by the association's Board as secretary:
 - i. a member of the associations Board;
 - ii. another member of the association;
 - iii. another person.
- 8.1.2 If a vacancy occurs in the office of secretary, the members of the association's Board must ensure a secretary is appointed or elected for the association within one (1) month after the vacancy occurs.
- 8.1.3 If the association's Board appoints a person mentioned in clause 8.1.1(b)(ii) as secretary, other than to fill a casual vacancy on the association's Board, the person does not become a member of the association's Board.
- 8.1.4 However, if the association's Board appoints a person mentioned in clause 8.1.1(b)(ii) as secretary to fill a casual vacancy on the association's Board, the person becomes a member of the association's Board.
- 8.1.5 If the association's Board appoints a person mentioned in clause 8.1.1(b)(iii) as secretary, the person does not become a member of the association's Board.

8.2 Removal of Secretary

- 8.2.1 The Board of the association may at any time remove a person appointed by the Board as the secretary, but not a person elected by the members as the secretary.
- 8.2.2 If the association's Board removes a secretary who is a person mentioned in rule 8.1.1(b)(i), the person remains a member of the association's Board.
- 8.2.3 If the association's Board removes a secretary who is a person mentioned in rule 8.1.1(b)(ii) and who has been appointed to a casual vacancy on the association's Board under rule 8.1.4, the person remains a member of the association's Board.

8.3 Functions of Secretary

- 8.3.1 The secretary's functions include, but are not limited to:
- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
 - (b) keeping minutes of each meeting; and
 - (c) keeping copies of all correspondence and other documents relating to the association in accordance with applicable retention and destruction guidelines; and
 - (d) maintaining the register of members of the association.

9 Finance

9.1 Funds and accounts

- 9.1.1 The funds of the association must be kept in one or more accounts in the name of the association, in a financial institution decided by the association's Board.
- 9.1.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 9.1.3 All amounts must be deposited in a financial institution account as soon as practical after receipt.
- 9.1.4 A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- 9.1.5 Any cheque or electronic funds transfer must be signed or approved by any two (2) of the following:
 - (a) the president.
 - (b) the secretary.
 - (c) the treasurer.
 - (d) any other person who has been authorised by the association's Board to sign cheques issued or approve electronic funds transfers by the association.
- 9.1.6 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 9.1.7 A petty cash account and credit or debit card accounts may be kept on the imprest system, and the association's Board must decide the amount of funds to be kept in any such accounts.
- 9.1.8 All expenditure must be approved or ratified at an association's Board meeting.
- 9.1.9 If asked by a member the treasurer must, within 28 days after the request is made, make the association's most recent annual financial statements available for inspection by the member at a mutually agreed time and place.

9.2 Annual financial statement

- 9.2.1 On behalf of the association's Board, the treasurer must, as soon as practical after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 9.2.2 The association's Board must ensure that the association's annual financial statement is audited or reviewed in accordance with the requirements of the Australian Charities and Not-for-Profits Commission and the Act and any other relevant legislation and presented to the annual general meeting for adoption.

9.3 General financial matters

- 9.3.1 The income and property of the association must be applied solely towards the promotion of the purpose of the association as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the association, provided that nothing herein prevents the payment in good faith of:
- (a). remuneration of any person in return for services rendered to the association; or
 - (b). repayment for out-of-pocket expenses incurred on behalf of the association; or
 - (c). payment for sale or hire of goods or payment of rent for premises let to the association; or
 - (d). interest to any member in respect of money advanced by that member to the association or otherwise owing by the association to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
 - i. the financial institution of the association; or
 - ii. if there is more than one financial institution of the association, the financial institution nominated by the association's Board.

9.4 Financial year

- 9.4.1 The association's financial year will commence on 1 July and end on 30 June in each year.

10 Documents and Legal

10.1 Documents

- 10.1.1 The association's Board must ensure the safe custody of books, documents, instruments of title and securities of the association.

10.2 Notices

- 10.2.1 A written notice may be given by the association to any member either personally, electronically or by sending it by post to the last address notified in writing to the association by the member.
- 10.2.2 Where a notice is sent by post:
- (a). service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and
 - (b). unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

10.3 Common Seal and Execution of Documents

10.3.1 Subject to the Act, the association may have a common seal.

10.3.2 If the association has a common seal, the seal must be:

- (a) kept securely by the association's Board; and
- (b) used only under the authority of the association's Board.

10.3.3 Each instrument to which the seal is attached must be signed by an association Board member and countersigned by:

- (a) the secretary;
- (b) another association Board member; or
- (c) someone authorised by the association's Board.

10.3.4 If the association executes a document without using a common seal, the document must be signed by an association Board member and countersigned by:

- (a) the secretary;
- (b) another association Board member; or
- (c) someone authorised by the association's Board.

10.4 Alteration of constitution

10.4.1 Subject to the Act, this constitution may be amended, repealed or added to by a special resolution carried at a general meeting.

10.4.2 However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the relevant government department from time to time having responsibility for supervision of the provisions of the Act.

10.5 Bylaws

10.5.1 The association's Board may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the association.

10.5.2 A bylaw may be set aside by a majority vote of members at a general meeting of the association.

10.6 Indemnity

10.6.1 The association shall indemnify its secretary, association Board members, and senior employees against all damages and losses (including legal costs) for which any such person may become liable to any third party in consequence of any act or omission done in good faith for the purpose of exercising the association's functions under the Act.

10.6.2 Indemnity under clause 10.6.1 shall not apply to any loss or damage resulting from the wilful misconduct of the person.

10.7 Insurance

10.7.1 The association may pay, whether directly or through an interposed entity, a premium for a contract insuring a secretary, association Board or employee against liability that the person incurs as an officer of the association including a liability for legal costs.

11 Winding up

11.1 Distribution of surplus assets

11.1.1 This clause applies if the association:

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

11.1.2 No part of the income, property and/or surplus assets of the association will be distributed to members on its dissolution.

11.1.3 The surplus assets must be given to one or more other charitable entities:

- (a) having a purpose similar to the association's purpose; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members, and
- (c) which is a deductible gift recipient.

11.1.4 If Part 11A of the Taxation Administration Act 2001(Qld), applies to the association then the charitable entity to which the surplus property may be given under this rule must also be:

- (a) an institution that can be registered as a charitable institution under the Taxation Administration Act; or
- (b) an institution or purpose the Commissioner of State Revenue is satisfied is charitable or promotes the public good.

11.1.5 If the association is endorsed as a deductible gift recipient and its deductible gift recipient endorsement is revoked (whether or not the association is or is to be wound up), any surplus assets must be transferred to one or more charities that meet the requirements of 11.1.3,

11.1.6 The charity or charities which are to receive the surplus assets under this clause is to be decided by the Board and if the Board does not decide then the members.

11.2 Liability

11.2.1 A secretary, association Board member, employee or member of the association is not personally liable 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, beyond:

- (a) the property of the incorporated association in the person's possession; and
- (b) the amount, if any, unpaid by the person in respect of membership.

12 Dispute Resolution Process

12.1 Grievance procedure

12.1.1 The associations Board must have a policy setting out a grievance procedure for dealing with any dispute under the constitution between:

- (a). a member and another member; or
- (b). a member and the association's Board; or
- (c). a member and the association.

12.1.2 The grievance procedure must set out a process to resolve the dispute amicably including by mediation.

12.1.3 In applying the grievance procedure, the association must ensure that:

- (a). each party to the dispute has been given an opportunity to be heard on the matter the subject of the dispute; and
- (b). the mediator, and any person engaged under the constitution to assist in a resolution of the dispute, is unbiased.

12.1.4 If a member has initiated a grievance procedure in relation to a dispute between the member and the association, the association must not take disciplinary action against any of the following persons in relation to the matter the subject of the grievance procedure until the grievance procedure has been completed:

- (a). the member who initiated the grievance procedure (the complainant member);
- (b). a member of the association appointed by the complainant member under this rule to act on behalf of the complainant member in the grievance procedure.