

KIDS' CAMPS INC
CONSTITUTION

Last Updated October 2012

1. NAME

The name of the Incorporated Association is Kids' Camps Inc.

2. INTERPRETATION

Throughout this Constitution if not inconsistent with the context:

"Association" means Kids' Camps Inc.

"Board" means the Board of Management.

"Child" shall mean a person under the age of 18 years in the care of a parent or guardian.

"Student" shall mean a person aged 6 to 18 years attending an educational institution.

"Young person" shall mean a person aged 18 to 25 years in the care of a parent or guardian.

"Parent" shall include a parent, guardian or carer who acts in the capacity of a parent to provide for the wellbeing of the child, student or young person.

"General Meeting" shall mean any properly constituted meeting of Association members for the purposes of transacting Association business, including the Annual General Meeting and Special General Meetings.

"Eligible child, student or young person" shall mean a child, student or young person with an intellectual disability or other disability or disabilities identified as appropriate by the membership.

All words herein used in the masculine gender shall be construed as including the feminine gender and all words herein in the singular number shall be construed as including the plural number.

3. AIMS AND OBJECTS

The benevolent objects for which the Association is established are:

- a. To assist families in caring for their eligible child or young person by providing positive and rewarding short term respite, through camp programmes.
- b. To provide social interaction, recreational skills and leisure experiences for eligible children and young persons.
- c. To assist the children and young persons to attend camp programmes and take part in recreational activities.
- d. To raise community awareness of issues involved in caring for eligible children and young persons.

4. POWERS

Without in any way limiting the generality of the foregoing or the following provisions, the Association shall have power to do or assist in doing any or all of the following things in the furtherance of the objects namely:

- a. To purchase, take on lease, or in exchange, hire or otherwise acquire and to sell, lease or otherwise dispose of, any real or personal property or any rights or privileges which the Association may think necessary or convenient.
- b. To purchase or otherwise acquire vehicles, furniture, instruments, equipment and stores.
- c. To raise funds by public and private subscription, appeals, entertainment, collections and other kinds of fundraising events.
- d. To borrow money for any of the various objects of the Association and for the purpose of securing repayment of such money and interest thereon to mortgage or charge the whole or any part of the property of the Association whether real or personal and for such purpose to execute mortgages, bills of sale or other securities containing such covenants and provisions as the Board may consider necessary.
- e. To purchase, apply for, take up and accept and pay calls in respect of any shares debentures or other interests in any corporation and to invest any of the funds of the Association on any security for the time being authorised by the Board (and from time to time to vary such investments).
- f. To enter into arrangements with Government, Municipal, local or other authority or incorporated body or any other society or body that may seem conducive to the objects of the Association or any of them and to obtain from any such Government or authority, society or body any funding rights, privileges or concessions to carry out, exercise and comply with such rights, privileges and concessions.
- g. To become affiliated with or subscribe to any other association or organisation with objects similar to or conducive to the promotion of the objects of the Association and, if thought fit, to retire or withdraw from such association or body.
- h. To obtain funds for the Association either by subscription, donation or other means, including donation, devise or bequest of real or personal property.
- i. To organise and maintain services of the Association in Western Australia.
- j. To print and publish any materials that the Association may consider desirable for the promotion of its objects.
- k. To do all such other lawful things as may be incidental to or be deemed to be conducive to the attainment of or execution of the foregoing objects and powers or any of them.
- l. To appoint, employ, remove or suspend such staff and other persons as may be necessary for the purposes of the Association.
- m. To provide services and programs to generic groups of children and young persons, which generate funding to be used on meeting the objects of the Association.

5. INCOME AND PROPERTY

The income and property of the Association shall be applied solely towards the promotion of its objects or purposes and no portion

thereof may be paid or otherwise distributed or transferred directly or indirectly to its members PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Association in return for any services rendered to the Association or expenses incurred on behalf of the Association in the promotion of those objects and purposes.

6. MEMBERSHIP

- a.** The membership of the Association shall comprise the present members of the Association, the members of the Board from time to time, any person who is admitted to membership by the Board, any corporation admitted to membership by the Board and any statutory body, voluntary organisation or charitable or benevolent institution having objects similar to those of the Association or whose functions may assist the Association and which is admitted to membership by the Board. Any corporation, body, organisation or institution which is a member shall nominate one representative who shall be entitled to all the rights and powers and subject to all the duties and obligations of a member. Any such corporation, body, organisation or institution may at any time and from time to time nominate a replacement for its nominated representative.

Staff members currently employed in a paid capacity by the Association shall be ineligible for membership for the period of their paid employment. Current members who subsequently become paid staff members of the Association shall have their membership suspended for the period of their paid employment.

b. Members of the Association shall be:

- i.** Individuals who have agreed to promote the objects of the Association, and paid the prescribed membership fee and who are the parent or guardian of an eligible child or young person. Members shall be entitled to vote at all General Meetings that shall be called from time to time.
 - ii.** Interested persons who are not the parent or guardian of an intellectually disabled student but have agreed to promote the objects of the Association and paid the prescribed membership fee.
 - iii.** Any corporation admitted to membership by the Board and any statutory body, voluntary organisation or charitable or benevolent institution having objects similar to those of the Association or whose functions may assist the Association and which is admitted to membership by the Board; or
- c.** At any Annual General Meeting of the Association honorary or life membership may be awarded to a person or persons in recognition of outstanding services to the Association. Any member may

nominate another member for honorary or life membership by giving written notice of such nominations to the Secretary of the Association at least two months prior to the Annual General Meeting. Honorary membership should be for such period as the Association shall determine. Life members shall retain all the rights and powers and be subject to all the duties and obligations of a member, including right to vote at all Annual General Meetings, Special Meetings and other membership meetings that shall be called from time to time. Honorary Members shall retain all the rights and powers of a Member and shall be subject to all the obligations and duties of a member. Honorary and Life Members shall be exempt from paying subscription fees.

- d.** Every nomination for membership shall be lodged with the Chief Executive Officer (CEO) and shall specify the full names and addresses of the candidate for membership.
- e.** The application for membership of every such candidate shall be made in writing by the candidate and shall be in such form as the members may from time to time prescribe.
- f.** Every member shall notify the Chief Executive Officer in writing of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.
- g.** A register of members of the Association shall be kept by the Board through the CEO.

7. CESSATION OF MEMBERSHIP

- a.** A member at any time by giving notice in writing to the Secretary may resign membership of the Association.
- b.** A member of the Association shall cease to be a member if:
 - i.** he is prohibited from being a member of the Association by law.
 - ii.** he becomes physically or mentally incapable of performing the duties of a member.
 - iii.** he resigns by notice in writing to the Association.
 - iv.** he dies.
 - v.** he is convicted in a Court of Law of an indictable offence.
 - vi.** he fails to comply with any of the provisions of this Constitution.

vii. he conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association.

viii. he does not pay the annual subscription determined by the Board within three months of the due date of the subscription.

Any member who behaves in the manner outlined in section v. or vi. above may be expelled by resolution of the Board. An expelled member shall have the right to appeal to a general meeting of the Association after seven (7) days notice of the proposed appeal has been given to all members.

Any member who fails to pay their annual subscription within three months of the subscription due date shall have all membership privileges suspended until the subscription is paid.

8. SUBSCRIPTION

The period of subscription is from the 1st January to the 31st December of the same year. The Board may from time to time fix annual subscription fees for members and if such a subscription is fixed the same shall be paid within one month of the due date. Nothing in this clause shall be deemed to require the Board to fix a subscription in respect of any year.

9. GENERAL MEETINGS

- a. General Meetings of the Association shall be held at such place and upon such day and at such hour as the Board may from time to time determine.
- b. Any four members may on giving to the Secretary not less than twenty one days written notice together with a copy of the proposed resolution, submit any resolution to the next Annual General Meeting. Notice of such proposed resolution shall be given to members with notice of the Annual General Meeting.
- c. At least fourteen days notice of a General Meeting shall be given to members by posting notice thereof to each member at the address appearing in the records of the Association for that member. Every notice of a Special General Meeting shall state the purpose for which such meeting is to be called.
- d. The Secretary shall whenever required by the Board or by a requisition made in writing by not less than 25% of the voting membership of the whole Association to the nearest highest whole number of members stating the business of the meeting proposed to be called, summon a Special General Meeting of members to be held not less than twenty one days no later than twenty eight days after receipt of such requisition.

- e. At any General Meeting ten per cent (to the nearest higher whole number) of voting members of the Association who are personally present or who have nominated a proxy who shall be personally present shall form a quorum.
- f. If within half an hour from the time appointed for a General Meeting, a quorum is not present the meeting shall, unless convened by order of the Board, be dissolved provided that if the meeting is convened by order of the Board the meeting shall stand adjourned to a new date to be determined by the Board.
- g. The President or in his absence the Vice President shall preside at every General Meeting. If within ten minutes after the time appointed for the meeting none of the persons aforesaid are present the meeting shall elect its own Chairperson.
- h. The Chairperson of any General Meeting may adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Every member personally present at a General Meeting shall be entitled to one vote. In addition, those members not personally present may allocate in advance a signed proxy to a member present, to the Chair of the Meeting, or to the Executive Officer. At every General Meeting voting shall be by a show of hands, with those voting also indicating proxy votes. In the event of an equality of votes the Chairperson shall have a second or casting vote.
- i. At any General Meeting a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost and an entry to that effect in the minute book of the Association shall be sufficient evidence of such fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- j. The following shall be the order of proceedings at the Annual General Meeting:
 - i.** Confirmation of the minutes of the last Annual General Meeting and of any Special General Meeting held since the preceding Annual General Meeting.
 - ii.** The receipt and discussion of the President's report.
 - iii.** The receipt and discussion of the annual accounts and the Auditor's report.
 - iv.** Election of the Board.
 - v.** Special business (if any) brought forward after written notice as hereinbefore mentioned.
 - vi.** General business.
- k. The Board must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the

Association's financial year or such longer period as may in a particular case be allowed by the Commissioner

10. BOARD OF MANAGEMENT

- a. The affairs of the Association shall be managed by a Board of Management comprised of members of the Association.

The Board shall at no time consist of more than nine members or fewer than five. A quorum of the Board shall be, half of the number of current Board members, rounded up to the nearest whole number, who must be personally present or participating by telephone or computer.

- b. If within half an hour from the time appointed for a Board Meeting, a quorum is not present those at the meeting shall determine a new date for the meeting to be held or cancel the meeting. The Board may at any time and from time to time appoint additional members from within the Association membership who shall take office until the Annual General Meeting next following their appointment PROVIDED ALWAYS that the Board shall at no time consist of more than nine elected and appointed members.

- c. Office Bearers

i. President

When present, the President shall preside at all meetings. Should the President be absent, the Vice President shall preside. If both are absent a person shall be elected by the meeting to be the Presiding Officer.

The President shall be the spokesperson for the Association, but may delegate this role to others to speak on behalf of the Association.

ii. Vice President

The Vice President will carry out the duties of the President in the absence of the President and assist the President in the performance of his duties.

iii. Secretary

The Secretary or his delegate shall:

- Maintain a record of the names and residential or postal addresses of the persons who hold any office of the Association;
- Maintain in up-to-date condition the Rules of the Association;
- Be responsible for the custody of the records, books, documents and securities of the Association; and

- Keep minutes of all proceedings of Board, Board meetings and General Meetings;

iv. Treasurer

The Treasurer shall ensure, or delegate such duties in his absence, that:

- all monies received by the Association are paid into an account in the Association's name or the appropriate service of the Association.
- correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member.
- all the financial accounts are submitted to the auditor to be audited at the end of each financial year.
- a report on the finances is presented at every Board meeting of the Association.
- audited accounts are presented at the Annual General Meeting.
- payments be made through electronic banking or cheque(s) must be signed by any two (2) signatories authorized by the Board. Major or unusual expenditure shall be authorized at a Board meeting.
- a separate record of all subscription fees due from time to time is kept showing the date of the next payment due.

d. Term of Office

- i** The members of the Board shall hold office from the time of their election until death, resignation, or for a period of two years whichever is the earlier.
- ii.** Of the members of the Board elected at the first annual general meeting, half shall retire at the following annual general meeting, but shall be eligible for re-election. The means of determining those who shall retire shall be determined by the Board.
- iii.** At the following annual general meeting those members of the Board who have served in the office for two years shall retire and shall be eligible for re-election.
- iv.** The appointed members to the Board shall hold membership until the following annual general meeting and be eligible for re-election.
- v.** A vacancy in the office of a member of the Board shall occur if a member absents themselves from three meetings of the Board without having obtained leave of absence from the Board.

e. Subject to Clause (a.1.), every member of the Association shall be eligible for election or appointment to the Board saves and except for a member who is an undischarged bankrupt.

f. Nominations for election to the Board shall be in writing signed by the

nominee and countersigned by another member. Every such nomination shall be delivered to the Secretary prior to the Annual General Meeting. Late nominations shall be accepted at the discretion of the Annual General Meeting.

- g. If the total number of nominations does not exceed the total number of vacancies the candidates shall be deemed to have been elected.
- h. If there are more nominations to the Board than the number of vacancies a secret ballot shall be conducted at the Annual General Meeting. Ballot papers listing the candidate's names in random order shall be issued by the Chief Executive Officer to every member of the association who is present in person at the Annual General Meeting and is entitled to vote, or who can demonstrate a validly signed proxy vote allocation, with the number of votes equalling the number of proxy allocations held.

The Chief Executive Officer shall determine the order on the ballot paper by drawing the candidate's names from a box and the first drawn will be at the top of the list and sequential there after in the order of drawing. In order to cast a valid vote a member of the Association shall indicate the order of their preference by marking each name with a number commencing with the number 1 (one) for their first preference and so on in an ordinal sequence (ie. 1,2,3). An invalid ballot paper is one with a blank space next to a candidate's name or where the sequence is not ordinal numbered.

The Chief Executive Officer shall act as the returning officer with one or more scrutineers appointed by the meeting and shall add the total of all the numbers marked against each candidate's name on every ballot paper. Subject to section 10a (i) above, the Chief Executive Officer shall declare the candidates with the lowest totals elected. Where a Board comprising of those candidates with the lowest totals do not meet the requirements of section 10a (i), the Executive Officer shall declare elected those members with the lowest totals whose election would meet the requirements of section 10a (i). A declaration by the Executive Officer, as the returning officer, shall be final and conclusive.

- i. The Board shall at the first meeting following every Annual General Meeting elect from among its members a President, a Vice President, a Secretary and a Treasurer each of whom shall hold office until they cease to be a member of the Association or resign from the Board or until the election of a new Board at the next Annual General Meeting, whichever occurs first. Each of such office bearers shall be eligible for re-election or elected straight from the floor PROVIDED THAT the President shall not be eligible for re-election to that office when he has served as Chairperson for three consecutive terms.
- j. The method of election of the President, Vice President, Secretary and Treasurer shall be as determined by the Board from time to time.

- k. The Board shall meet as often as is necessary to enable it to properly carry out its functions and responsibilities and in any event it shall meet at least six times a year.
- l. Notice of all meetings of the Board shall be given to all its members. Such notice may be given orally, by letter, fax, email or telephone.
- m. The President or in his absence the Vice President shall preside at all meetings of the Board but in the absence of the President and the Vice President the members present shall choose from among their number a Chairperson for such meeting. At any meeting of the Board the quorum shall be formed as described in Clause 10 (a) i. of this constitution. All questions at any meeting of the Board shall be determined by a majority of the votes of the members present each of whom shall be entitled to one vote provided that in the case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
- n. The Board may appoint a person to fill a casual vacancy occurring in the Board and if a vacancy shall occur in the office of President, Vice President, Secretary or Treasurer the Board shall elect a replacement from among the members at the time such vacancy occurred.
- o. A resolution in writing signed by all the members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. This process may be conducted via email if the resolutions time line requires it.
- p. The Board may from time to time appoint from among their number such sub-committees as they may deem necessary or expedient and may depute, delegate and refer to such sub-committees such of the powers and duties of the Board as the Board thinks fit. Any such sub-committee in the exercise of the power and duties so deputed, delegated or referred to it shall conform to any regulations that may be imposed on it by the Board.

11. CHIEF EXECUTIVE OFFICER

- a. The Board shall appoint a Chief Executive Officer upon such terms and conditions as the Board determines from time to time.
- b. The Chief Executive Officer shall be responsible for the day to day management and operations of the Association with the authorisation of the President, subject to the direction of the Board.
- c. The Board may delegate to the Chief Executive Officer such powers and functions as it considers appropriate from time to time.
- d. The Chief Executive Officer will attend all meetings of the Board, unless excused by the Board, but shall not be entitled to vote.

- e. If there is no Chief Executive Officer at the relevant time, any act, matter or thing required to be done by the Chief Executive Officer may be done by the Board (or its delegate). Further, any notice required to be given to the Chief Executive Officer may be given to the President (or his or her delegate).

12. PECUNIARY INTEREST

Where a member of the Association or a member of the Board has a pecuniary interest in a matter which is before a General Meeting or a Board Meeting for discussion that member shall not take part in the discussion or vote on the matter unless the Chairperson of the meeting is satisfied that the interest is so trivial as to be unlikely to affect the member's judgement in the matter.

13. THE COMMON SEAL AND SEAL HOLDERS

The Board shall provide for the safe custody of the Seal of the Association which shall only be used by the authority of the Board or of a sub-Board authorised in that behalf and every instrument to which the seal is affixed shall be signed by seal holder(s) in whose presence the same is affixed. The seal holders shall be such members of the Board as the Board shall from time to time determine.

14. MINUTES

Detailed minutes of the proceedings of every General Meeting, Board meeting and of every meeting of a sub-Board shall be entered and kept in a book and such minutes when signed by the Chairperson of the meeting in question shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minuted at a meeting duly convened and held and shall be binding on all of the members.

15. BANKING

All moneys received by the Association shall be banked in one or more accounts to be opened with a Bank or Banks selected by the Board. A maximum of five authorised signatories for the operation of the said Bank account shall be appointed by the Board. Payments must be authorised by two of the authorised signatories, signing jointly.

16. ACCOUNTS

The Board shall keep proper accounts of all assets and liabilities and all income and expenditure of the Association for each financial year and shall have such accounts audited and shall submit the same to the Annual General Meeting held following such financial year.

17. AUDIT

The Association's financial year shall be from the 1st July to the 30th June in the following year and at least once in every year the Association shall cause its accounts to be audited by a person or persons appointed by the members at the Annual General Meeting. The Auditor shall not be a member of the Association.

18. VALIDATION OF ACTS

All acts and proceedings of the Board and any sub-Board or any member thereof or of any officer of the Association shall be deemed valid notwithstanding that it may afterwards be discovered that some defect existed in the appointment of the Board, the sub-Board or any member thereof or of the officer in question.

19. DISSOLUTION

The Association may be dissolved or wound up voluntarily by a special resolution passed by not less than 75% of those members of the Association present and voting at a duly convened General Meeting called for such purpose. If upon the dissolution or winding up of the Association there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to, transferred or distributed among the members or former members of the Association. It shall be given or transferred to another association incorporated under the Act which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution to which income tax deductible gifts can be made and which association shall be determined by resolution of the members. In default of any such resolution such payment, transfer or distribution shall be determined by a Judge of the District Court.

20. ALTERATIONS TO THE CONSTITUTION

No new provision shall be made in this Constitution or any existing provision altered or repealed, except by a special resolution passed by not less than 75% of those members of the Association present and voting at a duly convened meeting of which notice has been given in the manner herein provided and further, that the Department of Consumer and Employment Protection in Western Australia is advised of any proposed amendments to this Constitution within 4 weeks of the Meeting.

21 SUPPLY OF COPIES OF CONSTITUTION

The Secretary shall supply a copy of this Constitution with any amendments and By-Laws to any member on request.

22. CUSTODY OF RECORDS BOOKS AND DOCUMENTS AND SECURITIES

The Secretary and Treasurer of the Board shall have custody of the records, books, documents and securities of the Association and shall have the same available for inspection by any member of the association on reasonable notice and at all reasonable times.

23. DONATIONS

Subject to the approval of the Australian Taxation Office all donations to the Association shall be allowable as a deduction in the determination of the donor's taxable income.