

KIDS' CAMPS INC
CONSTITUTION

Last Updated October 2008

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.

"Committee" means the Committee 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.

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

"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" shall mean a child 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 OBJECTIVES

The benevolent objects for which the Association is established are:

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

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 Committee 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 Committee (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.

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 Committee from time to time, any person who is admitted to membership by the Committee, any corporation admitted to membership by the Committee 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 Committee. 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. **i. Full members** of the Association shall be individuals who have agreed to promote the objects of the Association, and paid the prescribed membership fee and who are the parent of an eligible child currently below the age of 19, enrolled in an educational institution, living at home and able to walk unassisted. Full members shall be entitled to vote at all General Meetings that shall be called from time to time. The Committee has the power to vary this by extending the eligibility for Full membership to include 19 year old children who can provide evidence that they are students in their 13th year of school.

ii. Associate members are:

- any corporation admitted to membership by the Committee 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 Committee; or
- Interested persons who are not currently the parent of an intellectually disabled student.

Associate members shall retain all the rights and powers and subject to all the duties and obligations of a member, with the exception of the right to vote at General Meetings that shall be called from time to time.

iii. 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 an Associate 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.

- c. Every candidate for membership of the Association shall be proposed by one and seconded by another member of the Association.
- d. Every nomination for membership shall be lodged with the Secretary 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 by his proposer and seconder and shall be in such form as the members may from time to time prescribe.
- f. Admission to membership shall be by election of the Committee. At the Committee meeting next following application for membership being received by the Secretary the Committee shall consider the application of each applicant and shall elect or reject him as a member. Any applicant who received a majority of the votes of the members of the Committee present at the meeting at which his application is being considered shall be declared elected by the Chairman as a member.
- g. Upon the selection or rejection of an application for membership the Secretary shall forthwith give to him notice in writing of such election or rejection.
- h. Every member shall notify the Secretary 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.
- i. A register of members of the Association shall be kept by the Committee.

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 Committee 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 Committee. 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.

A full member ceases to become eligible for membership when their child no longer meets the criteria for Full membership, or when the eligible child ceases to be a student, or when the member ceases to be the primary carer for the eligible child. The Committee has the power to vary this by extending the eligibility for full membership for a period not exceeding five years after the person became ineligible for membership under the current criteria.

8. SUBSCRIPTION

The period of subscription is from the 1st January to the 31st December of the same year. The Committee may from time to time fix annual subscription fees for members and if such a subscription is fixed the same shall be paid within three months of the due date. Nothing in this clause shall be deemed to require the Committee 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 Committee 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 Committee 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 with proxy votes forming the minority of all votes.
- 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 Committee be dissolved provided that if the meeting is convened by order of the Committee the meeting shall stand adjourned to the same day in the following week at the same time and place and if at such adjourned meeting a quorum is not present the members present shall form a quorum and may transact the business for which the meeting was called.
- 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 full member personally present at a General Meeting shall be entitled to one vote. In addition, those full 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 Committee.
 - v. Special business (if any) brought forward after written notice as hereinbefore mentioned.
 - vi. General business.

10. COMMITTEE OF MANAGEMENT

- a. The affairs of the Association shall be managed by a Committee of Management comprised of members of the Association.
 - i. The Committee shall at no time consist of more than nine members or fewer than six, of which a majority must always be full members. A quorum of the Committee shall be, half of the number of current committee members, rounded up to the nearest whole number, plus one (e.g. the quorum for a committee with 7 people shall be 5), who must be personally present, of whom a majority must be full members.
 - ii. If within half an hour from the time appointed for a Committee Meeting, a quorum is not present the meeting shall stand adjourned to the same day in the following week, at the same time and place and if at such adjourned meeting a quorum is not present the members present shall form a quorum and may transact the business for which the meeting was called. Nothing in this clause shall prevent the Committee from agreeing by majority vote to an alternative time to hold the meeting within the seven day period

b. The Committee 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 Committee shall at no time consist of more than nine elected and appointed members, and that a majority shall be full 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 register of Members of the Association and their postal/residential addresses;
- 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 Committee, Committee meetings and General Meetings;
- Issue notices of all meetings of the Association and of the Committee.

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 Committee 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 Committee. Major or unusual expenditure shall be authorized at a Committee 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 Committee 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 Committee 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 Committee.
 - iii.** At the following annual general meeting those members of the Committee who have served in the office for two years shall retire and shall be eligible for re-election.
 - iv.** The appointed members to the Committee 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 Committee shall occur if a member absents themselves from three meetings of the Committee without having obtained leave of absence from the Committee.
- e. Subject to Clause (a.1.), every member of the Association shall be eligible for election or appointment to the Committee save and except for a member who is an undischarged bankrupt.
- f. Nominations for election to the Committee 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, provided that the resultant Committee shall contain a majority of full members.
- h. If there are more nominations to the Committee 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 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 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 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 Executive Officer shall declare the candidates with the lowest totals elected. Where a Committee 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 Committee 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 Committee or until the election of a new Committee 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 Committee from time to time.
- k. The Committee 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 once every month.
- l. Notice of all meetings of the Committee 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 Committee 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 Committee the quorum shall be formed as described in Clause 10 (a) i. of this constitution. All questions at any meeting of the Committee 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 Committee may appoint a person to fill a casual vacancy occurring in the Committee and if a vacancy shall occur in the office of President, Vice President, Secretary or Treasurer the Committee 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 Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. This process may be conducted via email if the resolutions time line requires it.
- p. The Committee 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 Committee as the Committee thinks fit. Any such sub-committee in the exercise of the power and duties so disputed, delegated or referred to it shall conform to any regulations that may be imposed on it by the Committee. A sub-committee may co-opt any person or persons to it, provided that the number of persons not being members of the Committee co-opted to serve on such sub-committee shall always be less than one-third of the total number of persons serving on that sub-committee. The members of a sub-committee may be appointed to it for any period not exceeding one year.

11. EXECUTIVE OFFICER

- a. The Committee shall appoint an Executive Officer upon such terms and conditions as the Committee determines from time to time.
- b. The 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 Committee.
- c. The Committee may delegate to the Executive Officer such powers and functions as it considers appropriate from time to time.
- d. The Executive Officer will attend all meetings of the Committee, unless excused by the Committee, but shall not be entitled to vote.
- e. If there is no Executive Officer at the relevant time, any act, matter or thing required to be done by the Executive Officer may be done by the Committee (or its delegate). Further, any notice required to be

given to the 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 Committee has a pecuniary interest in a matter which is before a General Meeting or a Committee 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 Committee shall provide for the safe custody of the Seal of the Association which shall only be used by the authority of the Committee or of a sub-committee 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 Committee as the Committee shall from time to time determine.

14. MINUTES

Detailed minutes of the proceedings of every General Meeting, Committee meeting and of every meeting of a sub-committee 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 Committee. A maximum of five authorised signatories for the operation of the said Bank account shall be appointed by the Committee. Payments must be authorised by two of the authorised signatories, signing jointly.

16. ACCOUNTS

The Committee 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 Committee and any sub-committee 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 Committee, the sub-committee or any member thereof or of the officer in question.

19. DISSOLUTION

The Association may be dissolved or wound up voluntarily by a 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 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 Committee 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.