

THE CONSTITUTION

OF

EDMUND RICE CAMPS FOR KIDS WA INCORPORATED

1 INTERPRETATION

1.1 Definitions

In this Constitution, unless the context requires otherwise:-

1.1.1 “Association” shall mean Edmund Rice Camps for Kids WA Incorporated;

1.1.2 “Christian Brothers” means the Congregation of the religious order of the Christian Brothers;

1.1.3 “Board” shall mean the Board of the Association provided for in Clause 6 of this Constitution;

1.1.4 “Association year” shall mean the financial period from time to time specified by the Board, and until so specified, each period be from the 1st day of January until the 31st day of December in the same year;

1.1.5 “The Province Leader” means the Trustees of the Christian Brothers being the incorporated association through which the Christian Brothers administer the Congregation in the state of Western Australia and/or its successor.

1.2 Acts of Association

A reference to any action which the Association may take means an action resolved upon in accordance with this Constitution by a properly convened meeting of the members of the Association.

1.3 Acts of the Board

A reference to any action which the Board may take means an action resolved upon in accordance with this Constitution by a properly convened meeting of the Board.

1.4 Extension of Meaning

In this Constitution, where necessary, the plural shall include the singular and the masculine shall include the feminine, and in each case, vice versa.

2. ESTABLISHMENT, CHANGE AND DISSOLUTION

2.1 Name

The name of the Association shall be “Edmund Rice Camps for Kids WA Incorporated”.

2.2 Association to be Non-Profit

The property and income of the Association shall be applied solely and exclusively to the promotion of its objects, and no part may be applied or transferred, directly or indirectly, by way of pecuniary profit to a member.

2.3 Members May Be Paid For Services

Notwithstanding sub-clause 2.2, the Board may make a payment to a member for a service rendered by or property acquired from that person, in a special, or private capacity.

2.4. Alteration to the Constitution

These rules may at any time be rescinded, altered, added to, or new rules made in their stead by the Board, in accordance with the procedure set out in sections 17, 18 and 19 of *the Associations Incorporation Act 1987*, which is as follows:

2.4.1 Subject to clauses 2.4.3 and 2.4.4 the Association may alter its rules by special resolution countersigned by the Province Leader, but not otherwise;

2.4.2 Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner for Fair Trading may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of the *Associations Incorporation Act 1987*;

2.4.3 An alteration of the rules of the Association does not take effect until clause 2.4.2 is complied with;

2.4.4 An alteration of the rules of the Association having the effect of changing the name of the Association does not take effect until clauses 2.4.1 to 2.4.3 are

complied with and the approval of the Commissioner for Fair Trading is given to the change of the name;

2.4.5 An alteration of the rules of Association having the effect of altering the objects or purposes of the Association does not take effect until clauses 2.4.1 to 2.4.3 are complied with and the approval of the Commissioner for Fair Trading is given to the alteration of the objects or purposes; and

2.4.6 The Federal Commissioner of Taxation will be advised of any amendments to the Constitution.

These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.’

2.5 **Validation of Act**

Every act of the Association and the Board and every appointment made by each, shall be deemed to be fully valid and effective, notwithstanding any defect in the notice of the meeting, or in the meeting procedure, at which the same was resolved upon, except if annulled by an extraordinary general meeting of Members called for that purpose within one month of the act or appointment concerned.

2.6 **Dissolution of the Association**

2.6.1 The Association may at any time, with the consent of a majority of three quarters of the members present at a General Meeting called for the purpose, be dissolved provided that the approval of the Trustees has first been given.

2.6.2 The Commissioner of Taxation will be advised of the date of dissolution of the Association.

2.7. **Surplus Property after Dissolution**

In the event of winding up or dissolution of the Association any property or surplus assets remaining after satisfaction of all of the debts and liabilities must not be paid to or distributed among the members, or former members. The surplus property, excluding assets in the gift fund, must be given or transferred as determined by resolution of the members to another association incorporated under the *Associations Incorporation Act*, which:

2.7.1 is a public benevolent association for the purposes of any Commonwealth taxation Act;

2.7.2 has similar objects and the assets are applied for that object; and

2.7.3 is not carried out for the purposes of profit or gain to its individual members.

Any surplus assets in the gift fund must be paid into a fund, authority or institution to which deductible gifts can be made.

3. OBJECTS AND POWERS

3.1 Objects

The objects of the Association are:-

3.1.1 To assist in the relief of suffering, poverty and distress of children from economically and/or emotionally deprived backgrounds.

3.1.2 To assist disadvantaged and behaviourally difficult children to advance their sense of self-worth, spiritual, emotional and material well being.

3.1.3 To give assistance by providing customised recreational and life-educational programs directly to children suffering poverty and/or emotional stress.

3.1.4 Through liaison with various welfare agencies to identify suffering and deprived children who could be assisted by the programs.

3.1.5 To provide opportunities for young adults to exercise leadership and social responsibility by participating in the activities and conduct of the association.

3.1.6 To operate in accordance with the Charter of the Christian Brothers and to promote the values and ideals of Edmund Ignatius Rice.

3.2 Powers

The Association has the power to do all such things as are necessary, incidental or conducive to the attainment of the objects of the Association.

3.3. Deductible Gift Fund

Without limiting any of the powers in clause 3.2, the Association has the power to set up and operate separate funds, including a deductible gift fund for the purposes of, and in accordance with, Commonwealth income tax law.

4. MEMBERSHIP

4.1 Original Members

The original members of the Association are those persons set out in Schedule One (1).

4.2 Eligibility to Apply for Membership

Any person ordinarily residing in Western Australia may apply to become an ordinary member.

4.3 Qualification for Ordinary Membership

An eligible person may not be admitted to be an ordinary member of the Association unless he is either a Christian Brother or a person who is approved by the Board on the basis that they believe he or she has a commitment to the aims and objectives of the Association. The decision of the Board shall be final.

4.4 Application for Ordinary Membership

Any eligible person may apply in writing in the form (if any) from time to time prescribed by the Board to become an ordinary member of the Association.

4.5 Admission to Membership

Any eligible person who applies to become an ordinary member of the Association, shall be admitted to membership by the Board, and remain so until cessation in accordance with sub-clause 4.10.

4.6 Register of Members

The Association shall at all times maintain a register of members.

4.7 Privileges of all Members

Any member may, by virtue of being a member, (and no person other than a member may except when specifically permitted):-

4.7.1 receive (at the last address given to the Association) any notice of any general meeting of members of the Association;

4.7.2 attend any general meeting of members of the Association, and exercise one vote in respect of any motion put to a vote at any such meeting;

4.7.3 be eligible to be nominated and elected in accordance with the Constitution to be a member of the Board;

4.7.4 attend, or participate in, such functions, events or activities for members as the association, or the Board may organise for members generally; and

4.7.5 utilise such facilities as are made available for members of the Association to utilise generally.

4.8 Discipline of Members

If a member:-

- 4.8.1 wilfully breaches a provision of the Constitution, or a condition of membership which the member is bound to observe, on two or more occasions, after being called upon by the Board not to do so; or
 - 4.8.2 acts in a manner, in the opinion of the Board contrary to the interest and objects of the Association;
then the Board, or a Sub-committee of the Board appointed for the purpose, may, upon:-
 - 4.8.3 its own motion;
 - 4.8.4 or a written complaint, accompanied by a Statutory Declaration setting out all the relevant facts, by another member, and only after affording the member complained of an opportunity to hear or read the charge and defend or explain, in person, their conduct, in its absolute discretion:-
 - 4.8.5 suspend for a fixed period; or
 - 4.8.6 expel;
- that member from membership.

4.8.7 Upon suspension or termination of the membership of any member pursuant to this clause the Secretary shall give notice in writing thereto to the member concerned. Within fourteen (14) days after receipt of such notice the person to whom the notice was addressed may give to the Secretary notice in writing of their intention to appeal against such determination to a special general meeting of members and upon receipt of such notice the Secretary shall convene a special general meeting of members to be held not less than twenty one (21) nor more than twenty eight (28) days after the date upon which notice was received for the purpose of considering the appeal and notice of such meeting shall be given in accordance with the provisions of Clause 5.6.

At such special general meeting the person whose membership has been terminated or suspended shall be entitled to give in answer to the allegations against him such evidence and explanations as he may desire and as may be relevant to the issue and any member shall have the like right. By motion passed by a majority of those present and voting at the meeting an appeal may be upheld or dismissed until the final determination of his appeal the Appellant shall be deemed to have been suspended but shall be entitled to vote at the special general

meeting. In the event of the upholding of the appeal the Appellant's membership shall be restored forthwith.

4.9 Before any expulsion pursuant to Clause 4.8 is finally determined any such member shall be entitled to appear personally before and address members at an Annual General Meeting or a Special General Meeting called for that purpose and the decision of the Board or a Sub-Committee of the Board may be overturned by a resolution of the majority of members of such meeting.

4.10 **Cessation of Membership**

A member shall cease to be a member:-

4.10.1 upon death;

4.10.2 upon written resignation as such;

4.10.3 if the Board so decides that their actions contravene the aims and objectives of the Association;

4.10.4 upon their expulsion in accordance with the preceding sub-clause; or

4.10.5 (unless the Board at any time in a particular case, otherwise determines), upon the expiry of the twelve months after the last approved membership application subject to having forwarded to their last known address, a notice of demand for application.

4.11 **Proxies of Members of Association**

A member ("the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member, at any meeting.

5. **MEETING OF MEMBERS**

5.1 **One Annual General Meeting**

The Association shall hold one Annual General Meeting during each Association year in accordance with this part of the Constitution. Any other general meetings of members held shall be Extraordinary General Meetings.

5.2 **Time and Place of Annual General Meeting**

The Board shall convene the Annual General Meeting at such place, on such day and at such time as the Board decides except that the Board shall convene each Annual General Meeting not more than fifteen (15) months (or such greater or lesser period as the Board may decide) after the date of the preceding Annual General Meeting.

5.3 **Period of Notice of the Annual General Meeting**

The Board shall give Notice (in accordance with the provisions of the Constitution relating to Notices) of the Annual General Meeting at least fourteen (14) days before the date of the Annual General Meeting.

5.4 Business of the Annual General Meeting

At the Annual General Meeting the Association shall transact the following business in the following order:-

5.4.1 reading of the Notice of the meeting;

5.4.2 recording of apologies;

5.4.3 reading and confirmation (by resolution) of the Minutes of the previous Annual General Meeting;

5.4.4 reading and confirmation (by resolution) of the Minutes of all Extraordinary General Meetings (if any) since the previous Annual General Meeting;

5.4.5 reading of a Report of the Chairperson to the Association on the activity of the Association during the preceding Association Year;

5.4.6 reading or tabling, and adoption or other disposal (by resolution) of, the accounting reports described in Clause 7.10 of this Constitution;

5.4.7 election of members of the Board in place of those retiring;

5.4.8 any special business of which fourteen (14) days prior written notice has been given.

5.5 Extraordinary General Meetings

The Board may, and upon the written requisition of five (5) Members of the Association, shall, by fourteen (14) days prior notice convene a general meeting of members of the Association to conduct the business stated in the requisition (upon a requisition), and in the notice convening the meeting.

5.6 Notices of Meetings of Members

Notices of any general meeting of members shall be posted to all members who have given the Association an address.

5.7 Quorum at General Meetings of Members

A quorum at the Annual General Meeting and at any Extraordinary General Meeting shall be five (5) persons present in person, including the Board Chair or Head of Ministry.

5.8 Procedure if no Quorum

If within fifteen (15) minutes from the meeting time appointed no quorum shall be present:-

5.8.1 at the Annual General Meeting or at an Extraordinary General Meeting convened by the Board it shall be adjourned until the same time on the same day of the following week at which adjourned meeting no quorum shall be necessary;

or

5.8.2 at an Extraordinary General Meeting convened upon a requisition of the members, then it shall lapse.

5.9 Chairperson of General Meetings of Members

The Chairperson of the Association or, if absent the Deputy Chairperson or, if absent a member of the Board elected by the Board shall act as Chairperson of any General Meeting of members of the Association.

5.10 Chairperson's Powers

The Chairperson of all General Meetings of members of the Association shall :-

5.10.1 have a casting vote (in addition to their own vote) in the case of an equality of votes;

5.10.2 decide the order of business (other than as is set out in the Constitution);

5.10.3 decide all points of order;

5.10.4 decide whether a vote (except election of members) shall be on voices alone or also on show of hands except that any one member may demand a written ballot.

5.11 Voting at General Meetings of Members

Any resolution at a General Meeting of Members shall, except where otherwise provided in this Constitution, be carried if voted for by a simple majority of those present in person and entitled to vote and voting.

5.12 Evidence of Proceedings

Minutes of the proceedings of every General Meeting (Annual and Extraordinary) shall be entered and kept in a Minute Book and such Minutes when signed, 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 members of the Association except as to any irregular proceedings as declared and annulled at an Extraordinary Meeting called for that purpose and held within three (3) months after the holding of such Annual or Extraordinary Meeting.

6. THE BOARD

6.1 **Original Executive Committee**

The original Executive Committee of the Association are those persons set out in Schedule Two (2).

6.2 **Composition of the Board**

The **Board** shall consist of the following office-bearers:-

- 6.2.1 the Chairperson;
- 6.2.2 the Deputy Chairperson;
- 6.2.3 the Secretary;
- 6.2.4 the Treasurer;
- 6.2.5 not less than five Board members;
- 6.2.6 Head of Ministry(ex officio);

6.2.7 The Chairperson and five other Board members shall be appointed by the Province Leader. In making appointments to the Board the Province Leader is to ensure that there is continuity of membership and that a suitable balance is maintained between various sections of the Ministry. Board Members shall be appointed for a term of up to three years. They may be appointed for a further term of three years but not for a third term consecutively except at the discretion of the Province Leader.

6.2.8 The Chairperson is appointed for a period of three years. The Chairperson may be reappointed for two further terms of three years but not for a fourth term consecutively.

6.2.9 Two or three Board members shall be elected, following the approval of the nomination by the Trustees, at each Annual General Meeting.

6.3 **Elected Member of the Board**

The following provisions shall apply to the election of Board Members (other than the representatives of the Province Leader) at the Annual General Meeting:-

- 6.3.1 each elected Board Member (other than the representatives of the Trustees) shall retire at each Annual General Meeting;
- 6.3.2 an elected Board Member shall be deemed to have retired before the meeting for the purpose of the elections referred to in this sub-clause, but for all other

- purposes shall be deemed to hold office until the close of the Annual General Meeting or until the new candidates are declared elected, whichever is the later;
- 6.3.3 any member appointed by the Board in accordance with the Constitution to fill a casual vacancy amongst the elect members of the Board shall be deemed to have also served the term of the person whose vacancy he filled;
- 6.3.4 each retiring elected member of the Board shall be eligible for re-election;
- 6.3.5 nominations for election as a member of the Board shall be proposed and seconded by members in writing and lodged with the Association not less than seven (7) days before the Annual General Meeting.
- 6.3.6 the Board Members will elect each office bearer described in sub-clause 6.2 (other than the Chairperson appointed by the Province Leader), in that order;
- 6.3.7 if the number of nominations does not exceed the number of vacancies the Chairperson of the Annual General Meeting shall declare the nominated candidates duly elected;
- 6.3.8 in the event that there are more candidates than vacancies a written ballot shall be held at the Annual General Meeting at which the vacancies have occurred;
- 6.3.9 voting shall be by the method of writing down the names of all candidates deleting the names of those for whom the voter does not wish to vote;
- 6.3.10 in the event of an equality of votes for all candidates then a second election shall be held in which counting of votes shall be by the preferential voting method, that is candidates shall be numbered in preference by the voter and shall be eliminated in the order in which they receive the least number of first preferences with the remaining preferences on the eliminated candidates ballot papers being distributed amongst the remaining candidates until all positions have been filled.;
- 6.3.11 the Board shall appoint a member to act as the returning officer for the election who will have an absolute discretion to regard any discrepancy in procedure which is regarded as insubstantial. Upon completion of the election the member shall convey the results to the Chairperson of the Annual General Meeting, (whether or not the meeting shall have concluded) and the Chairperson shall declare the poll.

6.4 Vacancies

If a casual vacancy occurs on the Board then the Board may appoint a member, approved by the Province Leader, of the Association to fill the vacancy except in the circumstances where it relates to an appointed member of the Province Leader in which case the Trustees may appoint another representative to fill the vacancy.

6.5 Ordinary Meetings of the Board

The Board may meet at such place and at such times as it shall think fit, and any two (2) members of the Board may convene a meeting of the Board by seven (7) days written notice.

6.6 Special Meetings of the Board

The Chairperson above, and if absent, the Deputy Chairperson, may convene a Special Meeting of the Board and fix the date and place of such meeting.

6.7 Quorum at Meetings of the Board

Four (4) shall form a quorum at any meeting or special meeting of the Board, except that no quorum shall exist if the Chairperson and Head of Ministry are absent.

6.8 Procedure at Board Meetings

The procedure upon lack of quorum, chair, chair's powers, voting, and minute provisions applicable to a general meeting of members shall apply to meetings of the Board with such changes as may be necessary.

6.9 Exemption from Personal Liability

A person who is or has been a Board Member will be indemnified under the terms of a Directors and Officers Liability Insurance cover arranged by the Trustees, for anything done or omitted in good faith, in, or in connection with, the exercise or purported exercise of any power conferred, or the carrying out of any duty imposed, under the provisions of the Constitution.

7. MANAGEMENT OF THE ASSOCIATION

7.1 Association Managed by Board

The Board shall manage and control all of the business of the Association except that which shall in accordance with the Constitution be dealt with by general meetings of members.

7.2 Powers of the Board

The Board may exercise all of the powers exercisable by the Association under the Constitution.

7.3 Regulations

The Board may from time to time make and rescind alter modify or add to regulations in respect of the whole or any part of the conduct of the activity of the Association provided that the consent of the Province Leader is obtained.

7.4 Regulations to be Constitutional

All regulations made under the preceding Clause shall be consistent with the provisions of this Constitution.

7.5 Appointment of Committee Etc.

The Board may constitute Committees, Sub-Committees, Boards or other bodies under such titles or styles as the Board sees fit consisting of such members of the Board, Association Members or others as the Board sees fit, for the purpose of carrying out any function of Board.

7.6 Delegation of Functions

The Board may delegate in whole or in part any power or function of the Board to any Committee or any Sub-Committee or other body constituted by the Board for that purpose under the preceding Clause.

7.7 Property

The Association shall acquire and hold all property (real or personal) or choses either-

7.7.1 if it is incorporated, in its own name; or

7.7.2 if it is not incorporated, in the name of one or more members particularly appointed as Trustees, jointly.

7.8 Common Seal

The Association shall have a Common Seal and the Secretary shall provide for custody of it.

7.9 Affixing a Seal

Any deed or instrument to be executed under seal by the Association shall be executed by having the Common Seal affixed thereto pursuant to a resolution of the Board who shall all attest the affixing.

7.10 Accounts

The Board shall cause all records to be kept and, at least once after the completion of each Association Year cause accounting reports to be made or several separate accounts to be made of all the property, financial transactions and affairs of the Association in such a manner as the Board thinks fit but so that the same shall be capable of being audited in such manner as the Auditor referred to in Clause 8 may from time to time recommend.

7.11 Annual Accounts

Until otherwise decided by the Board such accounting reports shall include a statement of all receipts and expenditure during each Association Year and a statement of all of the property and liabilities of the Association at the end of that Association Year with such reconciliation as may be necessary both of which shall be submitted to the Annual general Meeting for approval.

7.12 Inspection of Records

Each member shall be permitted to inspect, without charge, the books, records and other documents of the Association by giving reasonable notice to the Board.

8 APPOINTMENT OF AUDITOR

8.1 Auditor

The Association shall at the First Annual General Meeting and thereafter at each Annual General Meeting, as necessary, appoint an Auditor, with the approval of the Province Leader, of such recognised standing as the Association shall think fit for such period, and on such terms as the Association shall think fit.

8.2 Audit

The Board shall submit the statements referred to in Clause 7.11 to the Auditor of the Association to be audited once in each year prior to the Annual General Meeting and shall attach the report of the Auditor to the accounts when tabling the same at the Annual General Meeting.

SCHEDULE ONE

Original Members of Edmund Rice Camps for Kids WA Incorporated.

Name	Address
Mr Mark Marando	26 Longstaff Gardens, Dianella, WA 6062
Mr Nathan Parker	62 Kalamunda Rd, Kalamunda, WA 6076
Br Tony Shanahan	53 Salisbury St, Leederville, WA 6007
Ms Amy Thomas	54 Ada St, Waterman, WA 6020
Ms Bronwyn Williams	34 Joel Terrace, East Perth, WA 6004

SCHEDULE TWO

Original Executive Committee of Edmund Rice Camps for Kids WA Incorporated

Position	Name	Address
President 6064	Br Terry Casey	26 Westbrook Way, Girrawheen, WA
Vice president	Mr Richard Mavros	1 Flannagan Road, Applecross WA 6153
Secretary	Ms Tina Lockwood	6 Powis Court, Langford, WA 6147
Treasurer 6018	Mr Andrew McDonough	25 Beckington Way, Karrinyup, WA

Other Committee Members

Ms Amber Blake	69 Buxton St, Mt Hawthorn, WA 6016
Mr Blair Brice	47 Boston Way, Booragoon, WA 6154
Mr David Callan	60 Iolanthe St, Bassendean, WA 6054
Br Tony Hackett	51 Ellen St, Fremantle, WA 6160
Ms Emma Leahy	53 Clifton Cres, Mt Lawley, WA 6050
Ms Charlene Wilson	Lot 8 Stirling Cres, Hazlemere, WA 6055