

BOWEN FLEXI CARE Inc

CONSTITUTION

Department of Fair Trading Organisation Number: CH1289

Incorporation Certificate Number: IA19703

ABN Number: 52 938 278 074

1. The name of the incorporated association shall be

Bowen Flexi Care Inc.

in these rules called “The Association”

OBJECTS

2. The objects for which the Association is established are:

**GOALS & OBJECTIVES FOR
PEOPLE WITH DISABILITIES**

GOALS

objectives

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|--|--|
| a) <i>to extend the range of quality life options for people with disabilities</i> | 1) <i>to identify a range of flexible support options that we can assist the person to access</i> |
| b) <i>to give people with disabilities quality time away from their families</i> | 2) <i>to consult with individuals and families to negotiate an appropriate response to their needs</i> |
| c) <i>to support people with disabilities to develop friendships in the community</i> | 3) <i>to recognise individual goals and assist skills development and recreation as a natural form of respite</i> |
| d) <i>to encourage greater independence for people with disabilities</i> | 4) <i>to assist people with disabilities to integrate and participate in community activities</i> |
| e) <i>to improve access and participation in all aspects of community life</i> | 5) <i>to develop individualised community linking strategies for people with disabilities</i> |
| f) <i>to support and enable people with disabilities to lead valued and fulfilling lives</i> | 6) <i>to encourage people with disabilities to make decisions, recognising the need for balance between dignity of risk and duty of care</i> |
| g) <i>to pursue a person/family centred focus</i> | 7) <i>to review / evaluate this service regularly</i> |
| | 8) <i>to seek intimate and respectful knowledge of each individual (person-centred planning)</i> |
| | 9) <i>to be responsive to the disability service standards</i> |

**GOALS & OBJECTIVES FOR
FAMILIES, SIBLINGS, CARERS**

GOALS

Objectives

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|--|--|
| A) <i>to provide a break to families and carers of people with disabilities</i> | 1) <i>to work with individual families to identify and establish needs</i> |
| B) <i>to provide an emergency response to the above for families or carers of people with disabilities, in times of crisis</i> | 2) <i>to explore ways of best meeting that need within the constraints of the service</i> |
| C) <i>to develop and support family and self-advocate leaders.</i> | 3) <i>to decide service response jointly with the consumer and family</i> |
| D) <i>promote community governance shaped by the voice and activism of parents, consumers and advocates</i> | 4) <i>through the management team and the committee to develop as a priority a planned response to crisis</i> |
| | 5) <i>enable planning and implementation of plans with a commitment to an inclusive life</i> |
| | 6) <i>to ensure decision making and choices that determine the direction of a person's life rest with that person, and/or their family and close supporters.</i> |
| | 7) <i>to be responsive to the disability service standards</i> |

POWERS

3. The Powers of the Association are
- a) To take over the percentage of funds and other assets and the liabilities of the present Incorporated Association known as Bowen Flexi Care Inc. under the direction of the relevant federal and state authorities
 - b) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 28 (10);
 - c) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;

- d) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with, any of the objects of the Association: provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such a manner as is allowed by law having regard to such trusts;
- e) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association;
- f) To obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- g) To appoint, employ, remove or suspend such managers, clerks, secretaries, employees and other persons as may be necessary or convenient for the purposes of the Association;
- h) To remunerate any person or body corporate for services rendered or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Incorporated Association, or in or about the Incorporated Association or promotion of the Incorporated Association, or in the furtherance of these objects;
- i) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- j) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- k) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or Body Corporate;
- l) In furtherance of the objects of the Association to lend or advance money to any suitable person or body corporate;
- m) To guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or Body Corporate, and otherwise to assist any person or Body Corporate;
- n) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or over-draft or otherwise to represent or secure any moneys and further advances borrowed or to be

borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities;

- o) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- p) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- q) To take or hold mortgages, loans to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or in any money due to the Association from purchasers and others;
- r) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association's but subject always to the proviso in sub-rule (4);
- s) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions, or otherwise;
- t) To print and publish any bulletins, newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- u) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 28 (10).
- v) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- w) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities, and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- x) To make donations for patriotic, charitable or community purposes;

- y) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- z) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

CLASSES OF MEMBERSHIP

- 4. 1) The membership of the association shall consist of:
 - a) ordinary members
- 2) The number of ordinary members shall be unlimited.

MEMBERSHIP

- 5. 1) Every person who at the date of incorporation of the Association was a member of the unincorporated association and who prior to the day of incorporation, agrees in writing to become a member of the Association, shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated association.
 - 1A) Every member of the association who previously to agreeing to become a member of the Association has paid the member's subscription due on or before the day of incorporation, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the day of incorporation.
 - 2) Every applicant for any class of membership of the Association {(other than the members of the unincorporated association referred to in sub-rule (1))} shall be proposed by one member of the Association and seconded by another member;
 - 3) The application for membership shall be made in writing, signed by the Applicant and the applicant's proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

MEMBERSHIP FEES

- 6. 1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- 2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
- 3) A financial member at any material time is a member who is not then indebted to the organisation in respect of annual subscription or levy or other payment whatsoever.

- 4) Only those members, who are financial members at the time, shall be entitled, subject to the lawful procedure of the meeting, to speak or vote upon any motions at any general meeting of the organisation.

ADMISSION AND REJECTION OF MEMBERS

7.
 - 1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
 - 2) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
 - 3) Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

TERMINATION OF MEMBERSHIP

8.
 - 1) A member may resign from the Association at any time by giving notice in writing to the secretary.
 - 1A) Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
 - 2) If a member:
 - i) is convicted of an indictable offence; or
 - ii) fails to comply with any of the provisions of these Rules; or
 - iii) has membership fees in arrears for a period of two (2) months or more; or
 - iv) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Management Committee shall consider whether their membership shall be terminated.
 - 3) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Management Committee resolves to terminate the membership it shall instruct the secretary to advise in writing accordingly.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

9.
 - 1) A person whose application for membership has been rejected or whose membership has been terminated may within one (1) month of receiving written notification thereof, lodge with the secretary written notice of their intention to appeal against the decision of the Management Committee.
 - 2) Upon receipt of a notification of intention to appeal against rejection or termination or membership the Secretary shall convene, within three (3) months of the date of receipt of such notice, a general meeting to determine the appeal.
 - 2A) At any such meeting the applicant shall be given the opportunity to fully present their case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
 - 2B) The appeal shall be determined by the vote of the members present at such meeting.
 - 3) Where a person, whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

REGISTER OF MEMBERS

10.
 - 1) The Management Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
 - 2) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
 - 3) The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

MEMBERSHIP OF MANAGEMENT COMMITTEE

11.
 - 1) The Management Committee of the Association shall consist of a President, Vice-President, Treasurer, and Secretary, all of whom shall be members of the Association, and such number of other members as the members of the association at any general meeting may from time to time elect or appoint.
 - 2) At the Annual General Meeting of the association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.

- 3) All members of the management committee must be 18 years of age or older and they must be a member of the association.
- 4) The secretary must be a resident of Queensland or living within 65km of the Queensland border, however there is no such requirement for the other committee members
- 5) A person is ineligible for election to the management committee if they have been convicted on indictment, imprisonment or are bankrupt.
- 6) The election of officers and other members of the Management Committee shall take place in the following manner;
 - i) Any two (2) members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
 - ii) The nomination, which shall be in writing and signed by the member and the members proposer and seconder, shall be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place;
 - iii) A list of candidates in alphabetical order with the proposers and seconders names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association, for at least seven days immediately preceding the Annual General Meeting;
 - iv) Balloting lists shall be prepared, (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - v) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

RESIGNATION AND REMOVAL OF MANAGEMENT COMMITTEE

12. 1) Any Member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time that such notice is received by the Secretary unless a later time is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present the members case.
- 2) The question of removal shall be determined by the vote of the members present at such a general meeting.

VACANCIES ON MANAGEMENT COMMITTEE

13. 1) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- 2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or summoning a general meeting of the Association, but for no other purpose.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

14. 1) Except as otherwise provided by these rules and subject to resolutions of the members of the Association carried at any general meeting, the Management Committee
 - a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- 2) The management Committee may exercise all the powers of the Association-
 - a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - b) To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts of money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and

MEETINGS OF THE MANAGEMENT COMMITTEE

15. 1) The Management Committee shall meet at regular times throughout the year, to exercise its functions, for a minimum of 9 meetings per year.
- 2) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-

third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted.

- 3) At every meeting of the Management Committee a simple majority of the number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
 - 4) Subject as previously provided in this Rule, the Management Committee may meet together and regulate its proceedings as it thinks fit:
 - a) however, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
 - 5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which they are interested, or any matter arising thereout, and if the member does so vote the members vote shall not be counted.
 - 6) No less than fourteen days notice shall be given by the Secretary of the Management Committee of any special meeting of the Management Committee.
 - a) Such notice shall clearly state the nature of the business to be discussed thereat.
 - 7) The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President or if at any meeting is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
 - 8) If within half an hour from the time appointed for the commencement of the Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee shall lapse.
 - 9) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
16. 1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit.
- a) Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.

- 2) The Management Committee shall elect a Chairperson of the sub-committee so formed.
 - a) If no such Chairperson is elected, or if any meeting a Chairperson is not present, within ten minutes after the time appointed for holding a meeting, the members present may choose one of their number to be Chairperson of the meeting.
 - 3) A sub-committee may meet and adjourn as it thinks proper.
 - 4) Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
17. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
18. 1) A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.
- 2) Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

DUTIES OF OFFICERS

19. 1) President- It shall be the duty of the President to preside at all meetings. He may also instruct the Secretary to call Special Meetings when he considers it necessary or advisable to do so. The President shall generally be responsible for the operation of the Association.
- 2) Vice- It shall be the duty of the Vice-president to assist the President in the discharge of his duties, and in his absence, to officiate in his stead and to be actively involved in the Finance Committee.
- 3) It shall be the duty of the Secretary to
- i) Give notices of all meetings, attend all meetings of the Association and shall record the minutes of such meetings;
 - ii) Keep a correct roll of the members;
 - iii) Subject to the control and direction of the Association, conduct all correspondence of the Association, conduct all correspondence of the Committee and keep and securely file all inward correspondence and copies of all outward correspondence and all documents connected with the Association's business;
 - iv) Prepare an agenda sheet for the business of each meeting;

- v) Inform members, committee members and new members of their election;
 - vi) Attend all meetings of the Association with all necessary books and papers and, in case of his inability to do so, cause such books and papers to be conveyed to the place of meeting;
 - vii) With the President or some other authorised member of the Committee, sign all agreements and contracts under the direction of the Committee and make and sign all necessary returns;
 - viii) Have prepared for submission to the Annual Meeting a report of the operations of the Association during the year;
 - ix) Assist the Treasurer whenever so requested by him in carrying out the duties entrusted to him.
 - x) Discharge such other duties as are usually discharged by Secretaries or as devolve upon him under this constitution;
 - xi) Exercise his duties subject generally under the direction of the President;
 - xii) Delegate duties to sub-committee Secretaries
- 4) Treasurer
- i) Attend all meetings of the Committee and report to the meetings of the Committee on the position of its finance and then produce up-to-date bank statements relating to the Committee's accounts and books thereof;
 - ii) Collect all moneys paid to the Association, issue receipts for same and shall deposit same in the banking account of the Association on the day of receipt or the next banking day;
 - iii) Supervise the paying out of Association funds all such accounts passed for payment by the Management Committee. Any payment exceeding \$1000.00 shall be first authorised by the Management Committee and shall be made by cheque which shall be signed by any two of the President, Vice President, Treasurer, Secretary, Manager and Bookkeeper;
 - iv) Cause proper books of accounts to be kept;
 - v) To present at the Annual Meeting an audited and certified balance sheet and statement of assets and liabilities and income and expenditure up to the 30th June preceding and at each Management Committee Meeting a statement of the receipts and expenditure during the preceding period and of the balance then on hand.

ANNUAL GENERAL OR GENERAL MEETINGS

20. The first general meeting shall be held at such time; not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine and must include the appointment of an auditor.
21. 1) The annual general meeting shall be held within three (3) months after the close of the financial year.
- 2) The business to be transacted at every annual general meeting shall be
- i) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and

- mortgages, charges and securities affecting the property of the Association for the preceding financial year;
- ii) the receiving of the auditor's report upon the books and accounts for the preceding financial year; and
- iii) the election of members of the Management Committee; and
- iv) the appointment of an auditor.

22. 1) The Secretary shall convene a Special General Meeting:-
- a) The secretary shall convene a Special General Meeting by sending out notice of the meeting within 14 days of:-
 - b) when directed to do so by the Management Committee; or
 - c) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than one-third of the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one; or
 - d) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
- 2) A requisition mentioned in sub rule (1) (b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat;
- a) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
 - b) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule – “member” includes also a person attending as a proxy or attorney, or as representing a corporation or organisation which is a member.
 - c) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
 - d) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting 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. When a meeting is

adjourned for thirty (30) days or more, notice of the reconvening of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

24.
 - 1) The Secretary shall convene all General Meetings of the Association by giving not less than fourteen (14) days notice of any such meeting to the members of the Association.
 - 2) The manner by which such notice shall be given shall be determined by the Management Committee.
 - 3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of the member's membership by the Management Committee, shall be given in writing.
 - 4) Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.

25.
 - 1) Unless otherwise provided by these rules, at every general meeting –
 - a) The President shall preside as Chairperson, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting;
 - b) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
 - c) Every question, matter or resolution shall be decided by a majority of votes of the members present;
 - d) Every financial member present shall be entitled to speak and to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote: Provide that no member shall be entitled to vote at any general meeting if his annual subscription is in arrears at the date of the meeting.
 - e) Voting shall be by show of hands, or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot; and
 - f) The Chairperson shall appoint two members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
 - g) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of their attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and
 - h) A proxy may but need not be a member of the Association; and

- i) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and
- j) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

I, _____ of _____,

being a member of the above named Association, hereby appoint _____ of _____, or failing the member, _____ 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 thereof –

Signed _____ of _____, 20 ____.

This form is to be used *in favour of the resolution* or *against the resolution* _____

* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as the proxy thinks fit) and;

- l) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
 - m) the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.
- 2) For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy.
 - 3) Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting.
 - 4) However, the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

BY-LAWS

26. The Management Committee may, from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

ALTERATION OF RULES

27. 1) Subject to the provisions of the Associations Incorporation Act 1981, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
- 2) However, no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved the Chief Executive of the Department administering the Act and the Minister responsible for the administration of the Collections Act 1966.

COLLECTIONS ACT

28. 1) Bowen Flexi Care, as a charitable organisation, whose objects are of a community purpose, shall at all times provide
- (a) That income and property of the charity or association shall be applied in promotion of its objects and that dividends shall not be paid to, nor income or property of the charity or association distributed amongst members;
- (b) That the business and affairs of the charity or association shall be under the management of, or the general control and management of the administration of the charity or association shall be by, a committee, elected for a period not less than a year by the general body of members and subject in whole or in a specified proportion to annual re-election;
- (c) That the governing body shall consist of not less than 3 persons;
- (d) That the governing body shall hold periodical meetings, and that full and accurate minutes of all resolutions and proceedings of such governing body and of all meetings of the members of the charity or association shall be entered in books to be provided for that purpose;
- (e) That the full qualifications for membership and the mode of administration as a member of the charity or association shall be as set out therein;
- (f) That proper books and accounts shall be kept and maintained showing correctly the financial affairs of the charity or association and that particulars usually shown in books of account of a like nature;
- (g) That no persons shall be allowed to become honorary members of the charity or association, or be relieved of the payment of the regular subscription, except those possessing certain qualifications defined in the constitution and subject to the conditions and provisions provided therein;
- (h) That, where any local or affiliated branch or section of that charity or association, as the case may be, is unable to make any lawful appeal for support for that local or affiliated branch or section or central body, no monies or property whatsoever shall be paid or transferred to the

local or affiliated branch or section by the central body or any other local or affiliated branch or section of the charity or association as the case may be, or be used for the purposes of the local or affiliated branch or section first mentioned;

- (i) Any person who is refused membership of the charity or association may appeal to a general meeting of the members of the charity or association concerned for the purpose of determining that appeal and the governing body of the charity or association shall convene such a meeting in accordance with the constitution so that the general meeting is held within 3 months or such later period as may be prescribed of the date of the receipt by the governing body of notice of that person's intention to appeal at a time suitable to the majority of members to attend thereat;
- (j) For such other matters as may be prescribed.

COMMON SEAL

29.
 - 1) The Management Committee shall provide for a Common Seal and for its safe custody.
 - 2) The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

FUNDS AND ACCOUNTS

30.
 - 1) The funds of the Association shall be deposited in the name of the Association in a financial institution decided by the Management Committee.
A special purpose financial institution account shall be established to record any financial gifts or donations made to the Association, and records of this account shall be maintained separately from the working account of the Association.
 - 2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
 - 3) All moneys shall be banked as soon as practicable after receipt thereof.
 - 4) All accounts shall be paid by cheque or Internet Banking (Electronic Funds Transfer with Cheques) signed by any two of the President, Vice President, Secretary, Treasurer and other member authorised from time to time by the Management Committee.
 - 5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment's which may be open.

- 6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 7) All expenditure shall be approved or ratified at a Management Committee meeting.
- 8) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of
 - a) the income and expenditure for the financial year just ended; and
 - b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 9) All such statements shall be examined by the auditor who shall present their report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- 10) The income and property of the Association whencesoever derived shall be used and applied solely in the promotion of its objects and in the exercise of its power as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by such member to the Association or otherwise owing by the Association to such member or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

DOCUMENTS

31. The Management Committee shall provide for the safe custody of books, documents, and instruments of title and securities of the Association.

FINANCIAL YEAR

32. The financial year of the Association shall close on the 30th day of June in each year.

DISTRIBUTION OF SURPLUS ASSETS

33. If the Association shall be wound up in accordance with the provisions of the Associations Incorporation act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or

transferred to some other institution or institutions having objects similar to the objects of the Association, gifts to which are allowable deductions under the provisions of Section 78 (4) and (5) of the Income Tax Assessment Act, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 28 (10), such institution or, institutions to be determined by members of the Association.

34. The purpose of the Gift Fund is to support the organisation's objects. The fund must be managed by members of a Committee, a majority of whom have a degree of responsibility to the general community, and will be appointed to administer its activities and confirm that each purchase falls legitimately within the association objects criteria. Members of the public are to be invited to make gifts of money or property to the fund for the objects of the organisation. All donations, interest on donations, income derived from donated property, and money from the realisation of such property are to be deposited into this separate gift fund apart from other funds of the organisation. A separate bank account is operated to deposit money donated to The Fund, including interest accruing thereon, and gifts to it are to be kept from other funds of the organisation. Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund. Withdrawals from the Gift fund will be permissible for the purchase of items relating to the organisation's objects and subject to the Gift Fund Management committee's approval. The fund will be operated on a not-for-profit basis. If the Gift Fund is wound up or if the endorsement (if any) of the organisation as a deductible recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made. The Fund is subject to the provisions of the Associations Incorporation Act 1981 and the resolutions of the management committee of the Association.
35. The Commissioner of the Australian Taxation Office will be notified within 30 days of either amendments being made to the Constitution or the winding up of the organisation.

- The draft constitution, as amended, was accepted as the constitution at the public meeting of the Association on 17th June 1998.
- The request for alteration to the constitution was moved and accepted at the Annual General Meeting of the Association on 15th October 2003.
- This draft constitution, as amended, was accepted as the constitution at the Annual General Meeting of the Association on 6th October 2004.
- This draft constitution, as amended, was accepted as the constitution at the General Meeting of the Association on 14th December 2005.
- This draft constitution has been amended (insertion to Rule 34) to comply with request from the Office of Fair Trading, accepted at meeting held on 14th November 2006.
- This draft Constitution has been amended and accepted at the Annual General Meeting of the Association held on 26th September 2012. Amendment to the Rules approved 07.12.2012 (Office of Fair Trading)

President J. Gaffney

Secretary Ann E. Kristone

Dated this 4th day of FEBRUARY 20 13