

CONSTITUTION

KIDS CANCER SUPPORT GROUP (PERTH) INCORPORATED

1. **Name**

The name of the Association shall be Kids Cancer Support Group (Perth), hereinafter referred to as “the Association”.

(a) **Definitions**

In this constitution –

“Association Meeting” means an annual general meeting or an extraordinary general meeting;

“Associate Member” means any interested person or corporation not eligible to be an Ordinary Member and whose application for membership has been accepted by the Committee;

“Committee” means the Committee of Management established by clause 12;

“Elected Committee Member” means a person elected to the Committee in accordance with clause 14;

“Immediate Family” in reference to a child with cancer means:

- (a) the parents (including step-parents, foster parents and adoptive parents) of the child;
- (b) the siblings (including step-siblings, half-siblings, foster-siblings and adoptive-siblings) of the child;
- (c) the parents (including step-parents, foster parents and adoptive parents) of the persons referred to in paragraph (a);

“Invited Committee Person” means a person appointed to the Committee in accordance with clause 13;

“Member” means an Ordinary Member or an Associate Member of the Association;

“Ordinary Member” means any of the Immediate Family of a child with cancer whose application for membership has been accepted by the Committee;

(b) **Interpretation**

In this Constitution, unless the contrary intention appears:

- (i) the plural includes the singular and vice versa and any gender includes every other gender and words importing corporations shall include

persons;

- (ii) “cancer” includes leukaemia;
- (iii) “child with cancer” includes a child who has cancer or who has had cancer or a deceased child who had cancer;
- (iv) “subcommittee” includes:
 - (i) a one-person subcommittee;
 - (ii) a subcommittee formed with members of the Association and/or members of other organisations;
 - (iii) a subcommittee formed including non-members other than a subcommittee of the type referred to in paragraph (b)

2. **Objects**

The objects of this Association are:

- (a) to improve the quality of life of children with cancer and their families.
- (b) to improve conditions, treatment facilities and the quality of care available for children with cancer;
- (c) to promote research into childhood cancer;
- (d) to provide information relating to childhood cancer;
- (e) to offer contact, support and financial assistance to families of children with cancer and other life-threatening blood disorders;
- (f) to provide convenient accommodation for country families of children with cancer;
- (g) to liaise with the Oncology Department of Princess Margaret Hospital for Children Perth;
- (h) to co-operate with and if desired to affiliate with, and promote closer relationships with other organisations whose objects are similar to those of the Association.

3. **Powers of Association**

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

4. **Non-Profit**

The income and property of the Association shall be applied solely towards the promotion of the objects of Association. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the Members officers or employees of the Association, provided that nothing shall prevent the payment in good faith of remuneration to any Member, officer or employee of the Association or to any person other than a Member in return for goods supplied or services rendered to the Association on a bona fide business or employment basis or the reimbursement of bona fide outlay incurred by any member, officer or employee of the Association.

5. **Membership**

- (a) The membership of the Association shall consist of Ordinary Members, Associate Members.
- (b) All members must be eighteen years of age or over.
- (c) Application for membership must be in writing and state the name, age, and address of the applicant. A person applying to be an Ordinary Member must state their relationship to and the name of the child with cancer.
- (d) A Member other than a Associate Member must be a resident of Western Australia
- (e) An application by a person who is part of the Immediate Family of a child with cancer to be an Ordinary Member and which complies with clause 5(c) may only be rejected if the applicant has previously had a membership terminated or suspended.
- (f) The Committee shall have power to accept or reject any application from a person or corporation to be an Associate Member.
- (g) The Committee shall not be required to give reasons for rejecting any application by a person or corporation to be an Associate Member.

6. **Register of Members**

The Committee shall maintain a register of all Members specifying their full name, address, class of membership and date of admission.

7. **Cessation of Membership**

A Member shall cease to be a Member of the Association if he resigns, is expelled or dies. Any Ordinary Member who ceases to reside in Western Australia will become an Associate Member from the date of cessation of residency.

8. **Expulsion or Suspension of Membership**

Any Member of the Association whose conduct is, in the opinion of the Committee, detrimental or prejudicial to the interests of the Association may be expelled from membership provided that:

- (a) A majority of two thirds of those present at a meeting of the Committee vote in favour of such expulsion or suspension:
- (b) The Member is given fourteen days prior written notice of the fact that the Committee is meeting to consider a resolution for expulsion or suspension and of the place, date and time of that meeting and of the nature of the charge that the Member is required to answer;
- (c) The Member is given an opportunity to be present and to be heard before a vote is taken on any such resolution;
- (d) That within seven days of the date of the Committee's decision the Committee shall cause to be mailed to the member at their address most recently supplied to the Association by ordinary mail a letter advising of the decision of the Committee including, in the case of a suspension, the period of that suspension; and
- (e) Any resolution by the Committee in respect of expulsion or suspension shall be subject to a right of appeal by the member concerned to an extraordinary general meeting convened in accordance with Clause 25 hereof.

9. **Registration of Members**

- (a) Any Member who wishes to resign their membership shall do so in writing addressed to the secretary of the Association at its postal address for the time being.

- (b) Any Member who fails to advise the Committee of any change to their current address within the period of three months of changing address shall be deemed to have resigned from membership.

10. **Fees and Charges**

- (a) There shall be no fee for membership of the Association.
- (b) The annual general meeting may set an annual charge for subscription to the Association's official publication.

11. **Management of Association**

The management of the affairs and property of the Association shall be vested in the Committee.

12. **Committee of Management**

- (a) The Committee shall consist of not less than four and not more than twelve persons, of whom at least half shall be Ordinary Members of the Association.
- (b) A person who is not a Member shall be eligible to be nominated for membership of the Committee and shall be entitled to be an office holder provided that:
 - (i) the person is or has been employed in the Oncology Department of Princess Margaret Hospital for Children; or
 - (ii) Subject to Clause 13 the person is an Invited Committee Person.
- (c) within the limitations of paragraph (a) of this clause, the number of positions on the Committee from time to time may be changed by a resolution at a Committee meeting.
- (d) Each Elected Committee Member and each Invited Committee Person shall serve on the Committee for a period of one year.
- (e) Each Elected Committee Member shall be eligible for re-election in accordance with clause 14 when their term expires.
- (f) Each Invited Committee Person whose term expires as provided by paragraph (d) of this clause may only be re-appointed in accordance with clause 13.

- (g) At the first meeting of the Committee after an election of Committee members, office bearers shall be elected by the Committee to all offices.
- (h) The Committee shall have the following office bearers:
 - (i) President who must be an Ordinary Member;
 - (ii) Vice President;
 - (iii) Secretary;
 - (iv) Treasurer; and
 - (v) Any other office that the Committee considers desirable, with such powers, functions and responsibilities as the Committee confers, provided that the powers, functions and responsibilities so conferred shall not exceed those of the Committee itself and shall not be inconsistent with the powers, functions and responsibilities of any other office bearer.
- (i) An office bearer shall, subject to paragraphs (l) and (m) of this clause, serve in that office until the next annual general meeting unless he or she resigns from that office.
- (j) Office will be deemed to have been assumed by Committee members at the conclusion of the annual general meeting immediately preceding the Committee meeting at which they are elected to office.
- (k) The President or his nominees shall be the spokesman for the Association.
- (l)
 - (i) In the event of a vacancy occurring on the Committee or if the Committee resolves that it requires more Committee members than have been elected, the Committee may co-opt a Member onto the Committee and/or invite a non-member to be an Invited Committee Person in accordance with clause 13 provided that nothing in this clause shall be taken to override the requirements of clause 12(a);
 - (ii) In the event that the number of Committee members falls below the minimum number of members prescribed in Clause 12(a) hereof the Committee shall forthwith appoint Members to the Committee in accordance with Clause 12(l)(i).
 - (iii) The term of any Committee Member appointed under clause (l)(i) and (ii) shall be until the conclusion of the next held general meeting.
- (m) In the event of a vacancy occurring in an office, the Committee shall at the next Committee meeting or at the earliest opportunity, elect a member of the

Committee to fill that vacancy.

- (n) The Committee shall report to each annual general meeting upon the activities of the Committee and Association in the preceding financial year, and upon the financial position of the Association.

13. Invited Committee Persons

- (a) The purpose of this clause is to allow non-members, who
 - (i) are members of an organization with objects similar to those of the Association and whom the Committee think are appropriate; or
 - (ii) are by reason of their experience, expertise, character or standing in the community could make a significant contribution to the pursuit of the objects of the Association;to become, by invitation members of the Committee.
- (b) Where a Member of the Association (“the nominator”) desires to nominate a non-member to be an Invited Committee Person, the nominator shall bring a motion to that effect at a Committee meeting.
- (c) If the motion is passed, then the Committee may invite the non-member to be an Invited Committee Person, and if the non-member accepts he or she shall thereby become a Member of the Committee.
- (d) Compliance with paragraphs (b) and (c) of this clause constitutes sufficient compliance with clause (12(f)).
- (e) Nothing in this clause shall be taken to override the requirements of clause 12(a)

14. Nominations for Committee Membership

- (a) Nominations for Committee membership other than nominations for Invited Committee Persons in accordance with clause 13 shall be made in writing and delivered or mailed to the postal address of the Association to be received at least ten days prior to the annual general meeting.
- (b) If insufficient written nominations have been received to fill all of the available positions on Committee, oral nominations may be accepted at the annual general meeting.
- (c) If there are the same number of Committee positions as nominees the nominees shall be declared elected.

- (d) If there are less nominees than Committee positions those nominees will be declared elected and the remaining Committee positions filled at the annual general meeting.
- (e) If there are more nominees than Committee positions an election shall be held at the annual general meeting by ballot conducted in such usual and proper manner as the Committee may direct.

15. **Meetings of the Committee**

A minimum of six Committee meetings are to be held each year with at least one meeting held in each consecutive three-monthly period.

16. **Quorum of Committee Meetings**

A quorum shall be one third of the Committee

17. **Voting of Committee Members**

Each member of the Committee shall have an individual vote and the President shall have an additional casting vote.

18. **Minutes**

Proper minutes shall be kept of Committee meetings and business.

19. **Powers of the Committee**

The Committee shall have the power to do such things as are necessary, incidental or conducive to the attainment of the objects of the Association including:

- (a) Employment of professionals such as solicitors, and accountants as needed. Employment of other persons on an ongoing basis must be approved at an annual general meeting.
- (b) Approval of financial grants or interest free loans to any child with cancer and their Immediate Family who are in hardship, and have sought aid from welfare agencies.

20. **Appointment of Subcommittees**

- (a) The Committee may, subject to this clause, appoint such subcommittees as it considers appropriate and may:

- (i) confer upon them such powers, functions and responsibilities as it considers appropriate, provided that the powers, functions and responsibilities so conferred do not exceed those of the Committee itself:
and
 - (ii) establish them for such duration as it considers appropriate.
- (b) A subcommittee which is proposed to be formed –
- (i) with Members of the Association as well as with members of another organization: or
 - (ii) including persons who are not members of the Association –
- shall not be formed unless –
- (iii) the Committee resolves to establish the subcommittee in such a way: or
 - (iv) the Association resolves in an Association meeting that the Committee should establish a subcommittee in such a way.
- (c) A subcommittee shall automatically come to an end at the close of an annual general meeting unless:
- (i) the Committee had unanimously resolved to establish or continue the subcommittee for a term extending beyond an annual general meeting:
or
 - (ii) the Association had resolved in an Association meeting that the Committee should so establish or continue a subcommittee.
- (d) The Committee may abolish any subcommittee at any time.

21. **Investment of Funds**

Funds of the Association may only be invested in trustee approved investments.

22. **Financial Year**

The financial year of the Association shall end on the 31st day of December in each year.

23. **Annual General Meeting**

- (a) An annual general meeting of the Association shall be held each year at such time and place as the Committee may determine but shall in any event be held

no later than three months from the expiry of the previous financial year.

- (b) Notice in writing of the time, date and place of the annual general meeting shall be given to all members at least 28 days prior to the meeting.

24. Business of the Annual General Meeting

The business of the annual general meeting shall be:

- (a) to confirm the minutes of the previous annual general meeting and of any extraordinary general meeting held during the preceding year.
- (b) to adopt the Committee's annual report.
- (c) to adopt the Association's annual financial statements and the auditor's report.
- (d) to elect members to the Committee.
- (e) to appoint an auditor.
- (f) to determine the level to which the Committee may approve financial grants or interest free loans in accordance with clause 19(b).
- (g) to determine the annual subscription, if any, to the Association's official publication in accordance with clause 10(b).
- (h) to consider any other business which may be properly brought before the meeting.

25. Extraordinary General Meeting

An extraordinary general meeting may be called in any one of the following ways:

- (a) By resolution of the Committee
- (b) By petition in writing by at least eight Ordinary Members of the Association.
- (c) By resolution at a previous annual general meeting or extraordinary general meeting.

At least fourteen days prior written notice of such meeting, stating the purpose of the meeting, shall be given in writing to all Members.

26. **Voting at Association Meetings**

Only Ordinary Members of the Association may vote at Association meetings. Other interested persons may attend Association Meetings but may not vote and may only speak with the permission of the chairperson.

27. **Chairperson at Association Meetings**

The president of the committee, or in his absence another member of the Committee, shall preside at all Association Meetings. The chairperson of any Association Meeting shall have a casting vote as well as a deliberative vote.

28. **Quorum at Association Meetings**

No business shall be transacted at an Association Meeting unless seven members who are entitled to vote at that meeting are present.

29. **Audit**

- (a) The Association shall at every general meeting appoint one or more auditors to hold office for the ensuing financial year.
- (b) The auditor shall not be a Member of the Association.
- (c) The auditor shall have a right to access at all reasonable times to the books and accounts of the Association and shall be entitled to require from any member of the Committee such information and explanation as may be necessary to carry out a proper audit of the accounts.
- (d) At least once in each financial year the accounts of the Association shall be examined by an auditor.
- (e) the auditor shall v=certify as to the correctness of the accounts of the Association and shall report thereon to the annual general meeting next following the conclusion of the financial year in respect of which the audit was conducted.

30. **Books of Accounts**

- (a) The Treasurer shall cause true and accurate books of account to be kept of:
 - (i) all sums of money received and expenses incurred by the Association and the matters in respect of which receipt and expenditure took place: and

- (ii) the assets and liabilities of the Association.
- (b) The Treasurer shall ensure that the books of account are properly maintained and available for inspection by members of the Committee and the auditors of the Association.
- (c) The Treasurer shall ensure that an audited statement of the books of account of the Association is presented to the annual general meeting next following the completion of the financial year in respect of which the books of account have been maintained.
- (d) The banking of funds of the Association required for administration and operating expenses shall be administered by the Treasurer at a bank or building society to be determined by the Committee from time to time.
- (e) All bank and building society accounts and deposits of money belonging to the Association shall be held in the name of the Association and the signatories shall be the Treasurer and either one of any two Members of the Committee management nominated by the Committee management from time to time for such purposes.

31. **Special Resolutions**

- (a) The Committee shall have the power to declare any duly made resolution of the Committee to be a Special Resolution.
- (b) The Association, in any Association meeting shall have the power to declare a duly made resolution of that meeting to be a Special Resolution.
- (c) A Special Resolution of the Committee can only be amended or reversed by a resolution passed at a duly convened Association meeting by a majority of not less than 75 percent of those present and entitled to vote.

32. **Common Seal**

The Common Seal of the Association engraved with the name “Kids Cancer Support Group (Perth) Incorporated” shall be kept in the care of the President of the Committee. The seal shall not be used or affixed to any document except pursuant to resolution of the Committee and in the presence of the President and two other Members of the Committee each of whom shall subscribe their names as witnesses.

33. **Alteration of Constitution**

- (a) The rules of the Association may be altered by resolution at an Association meeting provided that:

- (i) at least fourteen days notice is given to all Members;
 - (ii) at least two-thirds of Ordinary Members attending such Association meeting vote in favour of such resolution; and at least fourteen days notice of the resolution is given to the Deputy Commissioner of Taxation in Western Australia.
- (b) Notice that this constitution has been altered in accordance with the provisions of this clause shall forthwith upon such alteration be notified to the Deputy Commissioner of Taxation in Western Australia.

34. Dissolution

- (a) The Association may be dissolved or wound up by a resolution at any Association Meeting.
- (b) Forthwith upon passing of a resolution in accordance with subclause (1) of this clause, notice shall be given to the Deputy Commissioner of Taxation in Western Australia of the date of the resolution and the date upon which the dissolution is effective.
- (c) If upon dissolution or winding up of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the Members of the Association. It shall be given to some other Association, institution or body having objects similar, wholly or in part, to the objects of the Association, provided that the Association, institute or body shall prohibit the distribution of its income and property among its members, or it shall be paid to or transferred to some charitable object, which Association, institution, body or object shall be determined by the members of the Association at or before the time of dissolution or winding up. PROVIDED THAT such property shall only be transferred to another Association, institute or body approved under subparagraph 78(i)(a)(ii) of the Income Tax Assessment Act. In default of any such resolution such payment, transfer or distribution shall be determined by a Judge of the District Court of Western Australia.