

MURRUMBURRAH- HARDEN FLEXIBLE CARE SERVICES INC.

Incorporation Number 3432498

CONSTITUTION

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Preamble

The Constitution of Murrumburrah-Harden Flexible Care Services Inc is a modified version of the Model Constitution (September 2016) prepared by NSW Fair Trading which covers the matters required by law, under the Associations Incorporation Act 2009.

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Part 1 – PRELIMINARY

1.1 NAME

The name of the incorporated association shall be Murrumburrah-Harden Flexible Care Services Incorporated (called MHFCS in this document).

1.2 OBJECTS

The Objects of MHFCS are to:

- (a) assist older and frail aged persons and other persons with disabilities who live in the Harden Local Government Area, to maintain independent living where this is considered to be safe and appropriate;
- (b) support carers for persons described in (a) above; and
- (c) provide a range of support services including, but not limited to, transport, respite, personal care, social support, case management, home maintenance and meals.

1.3 APPLICATION OF INCOME AND PROPERTY

The income and property of MHFCS, however derived, shall be applied solely towards the promotion of the objects of MHFCS. No part of MHFCS's income may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise, to the members of MHFCS.

1.4 CERTAIN PAYMENTS ALLOWED

Rule 1.3 does not prevent the payment in good faith of remuneration to any officer or employee of MHFCS or to any member of MHFCS or other person in return for service rendered to MHFCS.

1.5 DEFINITIONS

(1) In this Constitution:

BOARD means the governing body of MHFCS.

CEO means Chief Executive Officer. This person (formerly with the title Service Manager) is the most senior executive administrator in charge of MHFCS and reports to the Board of Directors.

CONSTITUTION means this Constitution as amended from time to time.

DIRECTOR means a member of the Board.

EX-OFFICIO MEMBER means a member of the Board who is part of it by virtue of holding another office, e.g the CEO.

MEMBER means a person whose name is entered in the Register as a member of MHFCS.

PUBLIC OFFICER means the person holding office under these Rules as Secretary of the Board of MHFCS or other person who may be appointed by the Board of MHFCS to serve in this capacity.

REGISTER means the register of members kept as required by Rule 6.

SECRETARY means:

- (a) the person holding office under this Constitution as Secretary of MHFCS; or
- (b) where no such person holds that office – the Public Officer of MHFCS.

SPECIAL GENERAL MEETING means a general meeting of MHFCS other than the Annual General Meeting.

STAFF MEMBER means a person employed by MHFCS on a regular basis.

THE ACT means the *Associations Incorporation Act 2009*.

THE REGULATION means the *Associations Incorporation Regulation 2010*.

(2) In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provision of the *Interpretation Act 1987* apply to, and in respect of, these Rules and in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

1.6 INTERPRETATION

Headings are for convenience only, and do not affect interpretation. The following also applies in interpreting this document except where the content makes it clear that a Rule is not intended to apply.

- (a) A singular word includes the plural, and vice versa.
- (b) If a word is defined, another part of speech has a corresponding meaning.
- (c) The word 'agreement' includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (d) A reference to a power is also a reference to authority or discretion.
- (e) A reference to something being written or in writing includes that thing being represented or reproduced in any mode in a visible form.
- (f) A word (other than a word defined in Part 1, 1.5) which is defined by the Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Act.

Part 2 – MEMBERSHIP

2 MEMBERSHIP GENERALLY

2.1 Membership shall be open to any adult person who pays the membership fee prescribed at each Annual General Meeting and submits the application for membership form (Appendix 1). This membership entitles the member to one vote at the Annual General and Special Meetings.

2.2 The application for membership must be lodged with the Secretary of MHFCS in person, by post or electronically.

2.3 A person is only eligible to be a member of MHFCS if the person is a natural person.

2.4 Membership shall lapse after the expiration of the current calendar year unless the membership is renewed by the payment of a further annual membership fee.

2.5 The Board shall have the right to determine an individual's eligibility for membership and is not required to state a reason for rejecting any application for membership.

3 CESSATION OF MEMBERSHIP

A person ceases to be a member of MHFCS if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from MHFCS, or
- (d) fails to pay the annual membership.

4 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of MHFCS :

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

5 RESIGNATION OF MEMBERSHIP

5.1 A member of MHFCS may resign from membership by first giving to the Secretary written notice of at least 1 month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

5.2 If a member of MHFCS ceases to be a member under Clause 5.1, and in every other case where a member ceases to hold membership, the Secretary must ensure an appropriate entry in the register of members recording the date on which the member ceased to be a member.

6 REGISTER OF MEMBERS

6.1 The Secretary of MHFCS must establish and maintain a register (either written or electronic) of members of MHFCS specifying the name and postal or residential address of each person who is a member of MHFCS together with the date on which a person became a member.

6.2 The register of members:

- (a) must be kept at the principal place of administration of MHFCS, and
- (b) a hard copy of the register must be made available for inspection, free of charge, by any member of MHFCS at any reasonable hour.

7 FEES AND SUBSCRIPTIONS

7.1 A member of MHFCS must, on admission to membership, pay to MHFCS an annual membership fee of \$2.00 or other amount as determined by the Board.

7.2 Existing members and new members of MHFCS have the option of becoming life members with the payment of \$30.00 or other amount as determined by the Board. Upon this payment, no other annual payments for membership will ever be required.

8 MEMBERS' LIABILITIES

The liability of a member of MHFCS to contribute towards the payment of the debts and liabilities of MHFCS or the costs, charges and expenses of the winding up of MHFCS is limited to the amount, if any, unpaid by the member in respect of membership of MHFCS as required in Rule 7.

9 RESOLUTION OF DISPUTES

9.1 A dispute between a member and another member (in their capacity as members) of MHFCS, or a dispute between a member or members and MHFCS, is to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

9.2 If a dispute is not resolved by mediation within three months of the referral to a community justice centre, the dispute is to be referred to arbitration.

9.3 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

10 DISCIPLINING OF MEMBERS

10.1 A complaint may be made to the Board by any person that a member of MHFCS:

- (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
- (b) has wilfully acted in a manner prejudicial to the interests of MHFCS.

10.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

10.3 If the Board decides to deal with the complaint, the Board:

- (a) must cause notice of the complaint to be served on the member concerned, and
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and

- (c) must take into consideration any submissions made by the member in connection with the complaint.

10.4 The Board may, by resolution, expel the member from MHFCS or suspend the member from membership of MHFCS if, after considering the complaint and submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

10.5 Where the Board expels or suspends a member, the Secretary must, within seven days after the action is taken, cause written notice to be given to the member of the action, of the reasons given by the Board for having taken that action and of the member's right of appeal under Rule 11.

10.6 The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until MHFCS confirms the resolution under Rule 11, whichever is the later.

11 RIGHT OF APPEAL OF DISCIPLINED MEMBER

11.1 A member may appeal to MHFCS against a resolution of the Board which is confirmed under Clause 10.5, with seven days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

11.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

11.3 On receipt of a notice from a member under Clause 11.1, the Secretary shall notify the Board which shall convene a Meeting of the Board to be held within 28 days after the date on which the Secretary received the notice.

11.4 At the Meeting of the Board convened under Clause 11.3:

- (a) no business other than the question of the appeal can be transacted;
- (b) the Board representative and the member shall be given the opportunity to state their respective cases orally or in writing or both; and
- (c) the Directors present vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

11.5 The appeal is to be determined by a simple majority of votes cast by Directors of the Board.

Part 3 – THE BOARD

12 POWERS OF THE BOARD

Subject to the Act, the Regulation and this Constitution and to any resolution passed by MHFCS in general meeting, the governance of MHFCS shall be vested in a Board which will govern the affairs of MHFCS and:

- (a) may exercise all such functions as may be exercised by MHFCS other than those functions that are required by these Rules to be exercised by an Annual General Meeting and/or a Special General Meeting of Members of MHFCS; and
- (b) has power to perform all such acts and do all such things as appears to the Board to be necessary or desirable to ensure the proper management of the affairs of MHFCS.

13 COMPOSITION OF THE BOARD

13.1 The composition of the Board is to consist of:

- (a) at least eight Directors, with no Director being an employee of MHFCS, elected by the membership of MHFCS at the Annual General Meeting; and
- (b) the CEO.

13.2 The office-bearers of the Board are as follows:

- (a) the Chair,
- (b) the Vice-Chair,
- (c) the Treasurer, and
- (d) the Secretary.

13.3 A Director may hold up to two offices (other than both the Chair and Vice-Chair offices).

13.4 Each Director of the Board is, subject to the Constitution, to hold office until the positions are declared vacant at the Annual General Meeting following the date of the election of the Directors, but is eligible for re-election.

13.5 The CEO of MHFCS is an ex-officio member of the Board.

14 CO-OPTED MEMBERS AND OBSERVERS

14.1 Co-opted Members: The Board may co-opt other members of MHFCS and/or community to assist the Board for a specific purpose and for a specific period. Such positions are advisory and do not have voting rights on the Board.

14.2 Observers: Members of MHFCS are welcome to attend and speak at Board meetings but do not have voting rights.

15 ELECTION OF DIRECTORS

15.1 Nominations of candidates for election as Directors of the Board:

- (a) must be made in writing in the form determined by the Board, signed by one member of MHFCS and the candidate, and
- (b) must be delivered to the Secretary of the Board at least seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

15.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.

15.3 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.

15.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

15.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

15.6 The ballot for the election of Directors is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

15.7 The ballot for the election of office bearers is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

15.8 A person nominated as a candidate for election to the Board must be a member of MHFCS.

15.9 There is no maximum number of consecutive terms for which a Director may hold office.

16 DUTIES OF BOARD MEMBERS

16.1 Office bearers of the Board must comply with the respective duty statements for the positions as determined from time to time by the Board.

16.2 Directors of the Board must comply with the respective duty statements for the position as determined from time to time by the Board.

17 CASUAL VACANCIES

17.1 In the event of a casual vacancy occurring because a Director ceases to be a member of the Board, the Board shall appoint another person from the Membership to fill the vacancy and the person appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

17.2 A casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies, or
- (b) ceases to be a member of MHFCS, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under Clause 18, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Board for all meetings of the Board held during a period of three months, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

18 REMOVAL OF A DIRECTOR FROM THE BOARD

18.1 MHFCS in a Special General Meeting may, by resolution, remove any member of the Board from the office of Director before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

18.2 If a member of the Board to whom a proposed resolution referred to in Clause 18.1 makes representations in writing to the Secretary or Chair (not exceeding a reasonable length) and requests that the representations be notified to the members of MHFCS, the Secretary or the Chair may send a copy of the representations to each member of MHFCS or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19 BOARD MEETINGS AND QUORUM

19.1 The first meeting of the Board shall be held following the Annual General Meeting.

19.2 The Board shall meet at least six times in each 12-month period at such place and time as the Board may determine.

19.3 Board meetings can be held at two or more venues using any technology the Board approves. Whatever technology is used, it must give each Board member a reasonable opportunity to participate. Board members who participate at a Board meeting using such technology have the same rights, including voting rights, as Board members who are present at the meeting in person.

19.4 Additional meetings of the Board may be convened by the Chairman, Secretary or two other members of the Board and at such place and time as the Board may determine.

19.5 Oral or written notice of a meeting of the Board must be given to each member of the Board at least 48 hours (or such period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.

19.6 Notice of a meeting given under Clause 19.4 shall specify the general nature of the business to be transacted at the meeting.

19.7 Any four voting members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

19.8 No business shall be transacted by the Board unless a quorum is present and, if, with 15 minutes of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.

19.9 If at the adjourned meeting a quorum is not present within 15 minutes of the time appointed for the meeting, the meeting shall be dissolved.

19.10 If the number of Directors is less than the number required to make a quorum, then the existing Directors may appoint enough paid-up association members to establish a quorum.

20 PRESIDING MEMBER

At a meeting of the Board:

- (a) the Chair, or in the Chair's absence, the Vice-Chair shall preside; or
- (b) if the Chair and the Vice-Chair are absent or unwilling to act, such one of the remaining Directors of the Board as may be chosen by the Directors present at the meeting shall preside.

21 DELEGATION BY BOARD TO SUB-COMMITTEE

21.1 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of MHFCS as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Board by the Act or by any other law.

21.2 A function, the exercise of which has been delegated to a sub-committee under this Rule, may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

21.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

21.4 Despite any delegation under this Rule, the Board may continue to exercise any function delegated.

21.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Board.

21.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

21.7 A sub-committee may meet and adjourn as it thinks proper.

22 VOTING AND DECISIONS

22.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.

22.2 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to vote, subject to Clause 22.5, but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

22.3 Subject to Clause 19.6, the Board may act despite any vacancy on the Board.

22.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

22.5 The CEO of MHFCS does not have voting rights on the Board or any sub-committee appointed by the Board.

Part 4 – GENERAL MEETINGS

23 ANNUAL GENERAL MEETINGS – HOLDING OF

MHFCS must convene an Annual General Meeting of its members:

- (a) within three months after the close of the MHFCS's financial year, or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24 ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS

24.1 The Annual General Meeting of MHFCS is, subject to the Act and to Rule 23, to be convened on such date and at such place and time as the Board thinks fit.

24.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
- (b) to receive from the Board reports on the activities of MHFCS during the last preceding financial year including:
 - the Annual Report of the CEO of MHFCS;
 - the Financial Statements; and
 - the Auditor's Report,
- (c) to elect Directors of the Board,
- (d) to elect office bearers of the Board
- (e) to appoint an auditor
- (f) to determine membership fees, and
- (g) to give consideration of any other matters of general business of which notice has been given at least 14 days before the meeting by any member of MHFCS.

24.3 An Annual General Meeting must be specified as such in the notice convening it.

25 SPECIAL GENERAL MEETINGS – CALLING OF

25.1 The Board may, whenever it thinks fit, convene a Special General Meeting of MHFCS.

25.2 The Board must, on the requisition in writing or electronically of at least 5 per cent of the total number of members, convene a Special General Meeting of MHFCS.

25.3 A requisition of members for a Special General Meeting:

- (a) must state the purpose or purposes of the meeting, and
- (b) must be signed by the members making the requisition, and
- (c) must be lodged with the Secretary of the Board, and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

25.4 If the Board fails to convene a Special General Meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.

25.5 A Special General Meeting convened by a member or members as referred to in Clause 25.4 must be convened as nearly as is practicable in the same manner as Annual General Meetings are convened by the Board and any member who consequently incurs expense is entitled to be reimbursed by MHFCS for any expense so incurred.

26 NOTICE

26.1 Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of MHFCS, the Secretary of the Board must, at least 14 days before the date fixed for the holding of the General Meeting, cause to be advertised by either:

- (a) a MHFCS newsletter forwarded to each member, or
- (b) local newspaper

the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

26.2 If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of MHFCS, the Secretary shall at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in Clause 26.1 specifying, in addition to the matter required under Clause 26.1, the intention to propose the resolution as a special resolution.

26.3 No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting, except, in the case of an Annual General Meeting, business which must be transacted under the conditions set out in Clause 24.2.

26.4 A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice called a General Meeting given after receipt of the notice from the member.

27 QUORUM FOR GENERAL MEETINGS

27.1 No item of business is to be transacted at a General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.

27.2 Seven members present (being members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

27.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, is to be dissolved, and
- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

27.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

28 PRESIDING MEMBER

28.1 The Chair or, in the Chair's absence, the Vice-Chair, is to preside as chairperson at each General Meeting of MHFCS.

28.2 If the Chair and the Vice-Chair are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29 ADJOURNMENT OF GENERAL MEETING

29.1 The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

29.2 If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of MHFCS stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

29.3 Except as provided in Clause 29.1 and Clause 29.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30 MAKING A DECISION

30.1 A question arising at a General Meeting of MHFCS is to be determined by one of the following means:

- (a) a show of hands
- (b) by written ballot if, on the motion of the Chairperson, or if three or more members present at the meeting decide that the question should be determined by a written ballot, or
- (c) by a suitable method (if the General Meeting is held using technology) that the Board determines.

30.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried

or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes of the meeting of MHFCS, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

30.3 If the question to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson and in accordance with Rule 34.

31 SPECIAL RESOLUTION

A resolution of MHFCS is a special resolution:

- (a) if it is passed by a majority which comprises at least three quarter of such members of MHFCS as, being entitled under these Rules so to do, vote in person at a General Meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

32 VOTING

32.1 On any question arising at a General Meeting of MHFCS, a member as one vote only.

32.2 All votes must be given personally.

32.3 In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

32.4 A member is not entitled to vote at any General Meeting of MHFCS unless the amount of the annual membership fee payable in respect of the then current year has been paid.

33 PROXY VOTES NOT PERMITTED

Proxy voting must not be undertaken at or in respect of a General Meeting.

34 WRITTEN BALLOTS

34.1 At a General Meeting of MHFCS, a written ballot may be demanded by the chairperson or by at least three members present in person at the meeting.

34.2 If a ballot is demanded at a General Meeting, a written ballot must be taken:

- (a) immediately in the case of a ballot which relates to the election of the chairperson of the meeting or to the question of adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the ballot on the matter is taken to be the resolution of the meeting on that matter.

35 POSTAL OR ELECTRONIC BALLOTS

35.1 MHFCS may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under Clause 11).

35.2 A postal ballot is to be conducted in accordance with Schedule 3 of the Regulation.

35a USE OF TECHNOLOGY AT GENERAL MEETINGS

35a-1 A general meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the association's members a reasonable opportunity to participate.

35a-2 A member of the association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 – MISCELLANEOUS

36 INSURANCE

36.1 MHFCS must effect and maintain all insurances as required in the day-to-day conduct of its activities.

37 FUNDS – SOURCE

37.1 The funds of MHFCS are to be derived from fees, annual subscriptions of members, government grants, donations, sponsorship and such other sources as the Board determines.

37.2 All money received by MHFCS must be deposited as soon as practicable and without deduction to the credit of MHFCS's account with a bank or other financial institution.

37.3 MHFCS shall, as soon as practicable after receiving any money, issue an appropriate receipt.

38 FINANCIAL YEAR

38.1 The financial year of MHFCS shall be from 1 July to 30 June of the following year.

39 FUNDS MANAGEMENT

39.1 Subject to any resolution passed by MHFCS in General Meeting, the funds of MHFCS are to be used in pursuance of the objects of MHFCS in such manner as the Board determines.

39.2 All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Board or employees of MHFCS, being members or employees authorised to do so by the Board.

39.3 The person appointed by MHFCS as auditor shall be competent and experienced to carry out the duties of that office.

40 ALTERATION OF RULES AND OBJECTS

40.1 The statement of objects and these Rules may be altered, rescinded or added to only by a resolution of a Special General Meeting of MHFCS.

40.2 An application to the Director-General for registration of a change in the name, objects or Constitution of MHFCS in accordance with Section 10 of the Act is to be made by the Public Officer or one of the Directors.

41 CUSTODY OF BOOKS

Except as otherwise provided by these Rules, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to MHFCS at the association's main premises.

42 INSPECTION OF BOOKS

42.1 The following document must be open to inspection, free of charge, to any member of MHFCS at any reasonable hour:

- (a) records, books and other financial documents of MHFCS,
- (b) this Constitution,
- (c) minutes of all Board meetings and General Meetings of MHFCS.

42.2 The Board may refuse to allow a member to inspect or obtain copies of records in certain circumstances.

43 SERVICE OF NOTICES

43.1 For the purpose of these Rules, a notice may be served on behalf of MHFCS or given to a member:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

43.2 For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a late date, on that date.

44 DEDUCTIBLE GIFT RECIPIENT

44.1 The Association may maintain a fund (Gift Fund) in furtherance of its Objects:

- (a) to which gifts of money or property in furtherance of its Objects can be made.
- (b) to which any money received by the Association because of those gifts is to be credited; and
- (c) that does not receive any other money or property.

44.2 The Association must use the following only in furtherance of its Objects:

- (a) gifts made to the Gift Fund; and
- (b) any money received because of those gifts.

44.3 The Association must maintain a separate bank account for the Gift Fund.

44.4 The Association must, as soon as practicable after receiving any Gift Fund money, issue an appropriate receipt which meets the

requirements prescribed by section 30-228 of the Income Tax Assessment Act or any provision which replaces that provision.

44.5 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

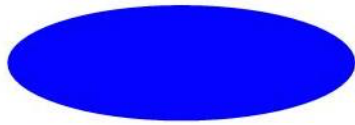
- (a) gifts of money or property for the principal purpose of the organisation
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- (c) money received by the organisation because of such gifts and contributions.

45 DISSOLUTION AND WINDING UP

45.1 MHFCS may be dissolved by a special resolution of a General Meeting.

45.2 In the event of the organisation being dissolved and upon resolution being passed in accordance with Clause 45.1, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes to MHFCS which is not carried on for the profit or gain of its individual members

End of Constitution



MURRUMBURRAH- HARDEN FLEXIBLE CARE SERVICES INC.

APPLICATION FOR MEMBERSHIP

[as per Clause 2.1 of the MHFCS Constitution]

I,
(full name of applicant)

of
(residential address)

hereby apply to become a member of Murrumburrah-Harden
Flexibles Care Services Inc. I agree to be bound by the Constitution
of this association for the time being in force.

.....
Signature of Applicant

.....
Date

OPTIONAL INFORMATION REQUESTED

Your postal address (if different to above)

Phone Contact

Email Contact

FOR OFFICE USE ONLY

Annual Membership Fee of \$2.00 for _____ calendar year paid on _____ with issue of a receipt.