

The peak representative body for palliative care in Queensland

**PALLIATIVE CARE QUEENSLAND INCORPORATED
CONSTITUTION**

ABN 49 047 803 923



PalliativeCare
QUEENSLAND

Current as of October 2021
(Reviewed October 2021)

RULES OF
Palliative Care Queensland Incorporated.

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Palliative Care Queensland Incorporated.

CONSTITUTION

The following provisions are the rules for Palliative Care Queensland Incorporated.

1. NAME

The name of the association shall be Palliative Care Queensland Incorporated.

2. DEFINITIONS

2.1 In this Constitution, unless the context requires otherwise:

2.1.1 “Association” means Palliative Care Queensland Incorporated

2.1.2 “Constitution” means the constitution of Palliative Care Queensland Incorporated as amended from time to time.

2.1.3 “Objects” means the objects of the Association referred to in rule 4;

2.1.4 “Palliative care” shall mean:

Palliative care is person and family-centred care provided for a person with an active, progressive, advanced disease, who has little or no prospect of cure and who is expected to die, and for whom the primary treatment goal is to optimise the quality of life.

Palliative Care Queensland considers that the following elements are integral to understanding this definition of palliative care:

- (a) Palliative care should be strongly responsive to the needs, preferences and values of people, their families and carers. A person and family-centred approach to palliative care is based on effective communication, shared decision-making and personal autonomy;
- (b) Palliative care should be available to all people living with an active, progressive, advanced disease, regardless of the diagnosis; and
- (c) Palliative care affirms life while recognising that dying is an inevitable part of life. This means that palliative care is provided during the time that the person is living with a life-limiting illness, but it is not directed at either bringing forward or delaying death.¹

2.1.5 “Principal Purpose” means the principal purpose of the Association set out in rules 3.3 to 3.5;

2.1.6 “Board” means the board members elected by the members as provided herein from time to time;

2.1.7 “Member” means a member of Palliative Care Queensland Incorporated and includes a person who has been granted honorary or life membership; and

2.1.8 “Financial” means that the member is not in arrears more than 90 days with their membership fee in accordance with this Constitution.

¹ Based on the Palliative Care Australia definition of palliative care in the contemporary Australian context – Palliative Care Australia (2018) National Palliative Care Standards, 5th Edition. Page 5.

- 2.2 Where the context permits, words importing the singular number or the plural number shall include the plural number and the singular number respectively and words importing the masculine gender shall include the feminine gender and references made to person include corporations and vice versa.

3. **MISSION STATEMENT AND PRINCIPAL PURPOSE**

- 3.1 The Association's mission statement is as follows:

"To influence, foster and promote the delivery of quality palliative care for all Queenslanders."

- 3.2 The principal purpose of the Association is set out in rules 3.3 to 3.5 below.

- 3.3 The Association works to see equitable, needs based delivery of quality care at the end of life through:

3.3.1 Promotion of quality palliative care for all Queenslanders;

3.3.2 Promotion of needs based service provision;

3.3.3 Awareness and community capacity building, and

3.3.4 Advocating for appropriate funding and resourcing.

- 3.4 The Association considers that palliative care must be:

3.4.1 In accordance with the Palliative Care Australia Standards for Providing Quality Palliative Care for All Australians;

3.4.2 Timely;

3.4.3 Resourced to enable choice;

3.4.4 Needs-based, in accordance with individual level of need, and

3.4.5 Evidence based, in accordance with the most current research.

- 3.5 The Association considers that palliative care must be available regardless of:

3.5.1 Location;

3.5.2 Age;

3.5.3 Income;

3.5.4 Diagnosis or prognosis, and

3.5.5 Social and cultural background.

and it is the purpose of the Association to promote these principles.

4. **OBJECTS**

- 4.1 Palliative Care Queensland Inc. is established and maintained for the following objects:

4.1.1 Improving awareness of palliative care throughout the Queensland community, among health workers and within professional health organisations;

- 4.1.2 Promoting the quality of palliative care throughout Queensland; and
- 4.1.3 Promoting equitable access to palliative care throughout Queensland.
- 4.2 Provided that if any of the objects above, which in itself is not a charitable object or purpose, shall not be treated as an object of purpose for which the Association was established but shall be treated merely as a power exercisable by the Association as ancillary or incidental to and for the furtherance of charitable objects of the Association or any of them.

5. **POWERS AND DUTIES**

- 5.1 Palliative Care Queensland Incorporated shall have the power to make the rules and regulations within the framework of this Constitution, to approve committees and invite persons to form working parties and reference groups.
- 5.2 No statement on policy will be given in the name of the Association without the prior approval of the President or the President's nominee.
- 5.3 The Powers of the Association are:
 - 5.3.1 To subscribe to become a member and cooperate with any other association, club or organisation, whether incorporated or not, whose objectives 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 the extent at least as great as that imposed on the Association under or by virtue of rule 11.14;
 - 5.3.2 To purchase, take 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 purpose 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 manner as is allowed by law having regard to such trusts;
 - 5.3.3 To enter into any arrangements with any Government or authority that are incidental to or conducive to the attainment of the Objects or Purpose and the exercise of powers of the Association;
 - 5.3.4 To obtain from any Government or authority any rights, privileges and concessions which the Association may think is desirable to obtain;
 - 5.3.5 To carry out, exercise and comply with the arrangements, rights and privileges and concessions referred to in rules 5.3.3 and 5.3.4;
 - 5.3.6 To appoint, remove or suspend such employees or consultants, or other persons as may be necessary or convenient for the purpose of the Association;
 - 5.3.7 To remunerate any person or body corporate for the 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 in the furtherance of the its Principal Purpose and Objects;

- 5.3.8 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 Associations' 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;
- 5.3.9 To invest and deal with the money of the Association not immediately required in such a manner as may from time to time be thought fit;
- 5.3.10 To take, or otherwise acquire, and hold shares, debentures, units in a unit trust or other securities of any country or any other trust or body corporate;
- 5.3.11 To borrow or raise money alone or jointly with any other person or legal entity in such a manner as may be thought proper and whether upon fluctuating advance account or overdraft 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;
- 5.3.12 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchanges, bills of lading and other negotiable or transferable instrument;
- 5.3.13 In furtherance of the Principal Purpose and Objects of the Association to sell, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and the rights of the Association;
- 5.3.14 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or the unpaid balance, or of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from the purchasers and others;
- 5.3.15 To take any gift of property whether subject to any special trust or not, for any one or more of the Principal Purpose or Objects of the Association but subject always to the proviso in rule 5.3.2;
- 5.3.16 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise;
- 5.3.17 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its Principal Purpose and Objects;
- 5.3.18 In furtherance of the Principal Purpose and Objects of the Association to amalgamate with any one or more incorporated associations having the Principal Purpose and Objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and the property among its or their members to the extent at least as great as that imposed upon the Association under or by virtue of rule 11.14;
- 5.3.19 In furtherance of the Principal Purpose and Objects of the Association to purchase or otherwise acquire and undertake all or any part of the property,

assets, liabilities and engagements of anyone or more of the incorporated associations with which the Association is authorised to amalgamate;

5.3.20 In furtherance of the Principal Purpose and Objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to anyone or more of the incorporated associations with which the Association is authorised to amalgamate;

5.3.21 To make donations for patriotic, charitable or community purposes;

5.3.22 To act as trustee of a trust and to resign as a trustee of a trust, and

5.3.23 To establish a Gift Fund as described under rule 15.

6. MEMBERSHIP

6.1 The categories of membership shall be as follows:

6.1.1 Individual

Membership of the Association shall be open to individuals who have an interest in palliative care and who support the Principal Purpose and Objects of the Association. There is no limit to the number of members in this category.

6.1.2 Organisational

Organisational membership of the Association shall be open to palliative care provider organisations that support the Principal Purpose and Objects of the Association. There is no limit to the number of members in this category.

6.1.3 Corporate

Corporate membership of the Association may be open to all other organisations recognised by the Board as having an appropriate interest in palliative care and who support the Principal Purpose and Objects of the Association. Corporate membership is subject to approval by the Board. There is no limit to the number of members in this category.

6.1.4 Corresponding Membership

Corresponding membership may be extended to those organisations, which have similar Objects and who support the Principal Purpose and Objects of the Association. Corresponding membership is subject to approval by the Board. There is no limit to the number of members in this category.

6.1.5 Honorary

Honorary membership may, on the decision of the Board, be offered to distinguished persons who have made a notable contribution to palliative care, who support the Principal Purpose and Objects of the Association and who are resident in Queensland. The Board shall determine the number of years that the honorary membership is offered for. There is no limit to the number of members in this category.

6.1.6 Life

Life membership may, on the decision of the Board, be offered to persons who have given distinguished service to the Association. There is no limit to the number of members in this category.

6.1.7 Student

Membership of the association shall be open to full time tertiary students who have an interest in palliative care and who support the principal purpose and objects of the association. There is no limit to the number of members in this category.

6.2 Admission and Rejection of Membership

6.2.1 The Board, at a properly constituted meeting, has the power to approve or reject by majority vote, any application for Membership.

6.2.2 If an application for any class of membership is rejected, the Secretary shall give the applicant notice of rejection.

6.3 Register of Membership

The Association shall keep a register of all Members and their dates of admission. This register will contain information deemed appropriate from time to time.

6.4 Membership Fees

Members shall pay an annual subscription fee. Subscription fees for each category of Membership shall be set and reviewed annually by the Board. Student members shall be exempt from paying an annual subscription fee.

6.5 Termination of Membership

6.5.1 If the Membership fee of any Member is not paid within 90 days of it becoming due, such Membership shall automatically terminate after the 90th day.

6.5.2 If, in the opinion of the Board, a Member does not subscribe to the Principal Purpose and Objects of the Association, or does not abide by this Constitution, the Board may, by a two thirds vote terminate such Membership.

6.5.3 A Member shall be entitled to resign from the Association upon giving due written notice of their intention to do so to the Board.

6.5.4 Upon a Member tendering their resignation they shall forthwith forfeit all office and position in the Association and any office or positions held by them shall be deemed vacant. They shall also forfeit the right to attend meetings of the Association or exercise a choice in the affairs of the Association. The Member shall not be entitled to any refund of any Membership fee paid in advance.

6.6 Appeal Against Rejection or Termination of Membership

6.6.1 A person whose application for Membership has been rejected or whose Membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal against the decision of the Board.

6.6.2 Within 3 months of receipt of a notification of intention to appeal against rejection or termination, the Secretary shall convene a general meeting to determine the appeal. At this meeting the applicant shall be given the opportunity to fully represent their case and the Board who rejected the application for Membership or terminated the Membership subsequently shall likewise have the opportunity of presenting its case. The appeal shall be determined by the vote of the Members present at the meeting.

- 6.6.3 Where a person whose application is rejected does not appeal against the decision of the Board within the time prescribed by this Constitution or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any Membership fee paid in advance.

6.7 Voting

- 6.7.1 Each Organisational, Corporate and Corresponding Member shall be entitled to one vote to be exercised by its duly approved representative.
- 6.7.2 Each Individual, Honorary and Life Member shall be entitled to one vote upon any matter put to the Membership and all questions arising at any meeting shall be determined by the majority of the Members either present and voting in person or voting by way of postal (including email) vote. The method of postal voting shall be determined by the Board from time to time unless otherwise provided by the constitution. In the case of an equality of vote the President shall have a second or casting vote.
- 6.7.3 Organisational, Corporate and Corresponding Members shall be entitled to nominate a proxy representative provided they are notified in writing to the Secretary prior to the commencement of the meeting. Such proxy representative shall have full voting rights.
- 6.7.4 All votes shall be given personally or by proxy. Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy shall be in a form approved by the Board from time to time. In the absence of a form approved by the Board, the form of notice appointing the proxy shall be in writing and shall include the name of the Member granting the proxy and the Member who shall act as proxy as well as the date of the meeting in respect of which the proxy is appointed.
- 6.7.5 Members who fall under the membership category Student, as defined in clause 6.1.7, shall have no voting rights under any circumstances.

7. MEETINGS

7.1 Annual General Meeting

- 7.1.1 The Annual General Meeting of the Members of the Association shall be held at a time and place chosen by the Board, when the annual report and the audited financial statements shall be presented. The minutes of the previous Annual General Meeting shall be presented at the Annual General Meeting and shall be distributed within one (1) month of the Annual General Meeting to all voting members.
- 7.1.2 The Annual General Meeting shall be held within six months of the close of the financial year.
- 7.1.3 The business to be transacted at the Annual General Meeting shall include:
- (a) The receiving of the Board'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;
 - (b) The receiving of the auditor's report on the books and the accounts of the preceding financial year;

- (c) The election of Members to the Board, and
- (d) The appointment of an auditor.

7.2 Special Meetings

Special meetings of the Membership shall be held at the call of a majority of the Board or by one-fourth of the voting Members of the Association. Only those items of business set forth in the Notice of Special Meetings shall be discussed and acted upon at such a meeting.

7.3 Notice of Meetings

- 7.3.1 Written notice of the Annual General Meeting shall be given not less than thirty (30) days prior to the meeting.
- 7.3.2 The agenda of relevant business shall be mailed to all Members at least fourteen (14) days prior to the Annual General Meeting.
- 7.3.3 Written notice of Special Meetings shall be mailed to the Members at least fourteen (14) days prior to the special meeting.
- 7.3.4 **Members who consent to the use of electronic communication may have a notice sent to them by the form of electronic communication they consent to.**

7.4 Quorum

- (a) A quorum of Members for an Annual General Meeting or a Special Meeting shall be the number of persons who make up the Executive Committee plus one.
- (b) However, if all Members of the Association are members of the Executive Committee, the quorum is the total number of Members less one.
- (c) Unless otherwise provided in this Constitution a simple majority will be required on items put to a vote at a meeting of its Members.

7.5 Attendance of Non Members

Non members of the Association shall be permitted to attend the whole or part of the meeting subject to the prior permission of the President, but shall have no voting rights and shall not be entitled to be heard on any matter at a meeting unless the President or Chairperson of the Meeting allows otherwise.

7.6 Financial Year

The financial year shall conclude on the 30th of June.

8. OFFICE BEARERS

8.1 Office bearers of the Association elected from the voting membership shall be:

- 8.1.1 President;
- 8.1.2 Vice President;
- 8.1.3 Secretary, and
- 8.1.4 Treasurer.

8.2 No office bearer shall hold office for more than four (4) terms in succession (i.e. eight (8) years).

8.3 Duties of the Office Bearers

8.3.1 President

The President shall preside at all the meetings of the Membership and the Board and shall perform all such other duties as usually pertain to the office of President or as directed by the Board.

8.3.2 Vice-President

The Vice President shall perform such duties as the President and or the Board may determine, and in the absence of the President, the Vice President shall occupy the Chair, conduct the business and perform all the duties of the President. In the absence of the President and the Vice President from any meeting of the Association or its Board, the Members present shall elect a Member to chair the meeting.

8.3.3 The Secretary

- (a) The Secretary shall cause a notice of the meetings of the members and of the Board.
- (b) The Secretary shall cause full and accurate minutes of all question, matters, resolutions and other proceedings of every Board meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any Financial Member who applies to the Secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting shall be signed by the President of the next succeeding Board meeting verifying their accuracy.
- (c) Similarly, the minutes of every General Meeting shall be signed by the President at that meeting or the President of the next succeeding meeting. Provided that the minutes of any Annual General Meeting shall be signed by the President of that Meeting or the President of the next succeeding General Meeting or the Annual General Meeting.
- (d) The Secretary shall perform all such duties as usually pertain to the office of the Secretary and as may be required by the Board or the President.

8.3.4 The Treasurer

The Treasurer shall:

- (a) Cause to be kept a true account of all monies received and expended by the Association and to have such accounts open for inspection at all times by the Board.
- (b) Ensure such financial reports and statements are available as the Board may from time to time require on request.
- (c) Ensure that once a year the accounts of the Association shall be examined and the correctness of the balance sheets ascertained by the auditor.
- (d) At the Annual General Meeting furnish a statement of the receipts and disbursements duly audited by such auditors as the Association shall approve. Such statement shall be open to inspection by all Members.

9. THE BOARD

9.1 Membership of the Board

The Board shall consist of:

9.1.1 President

9.1.2 Vice President

9.1.3 Secretary

9.1.4 Treasurer; and

9.1.5 A maximum of seven (7) ordinary Board Committee Members.

9.2 The total number of Board Members including Office Bearers and Committee Members shall not exceed eleven (11) at any one time. A person who is an honorary or life Member is eligible to be nominated for a position on and may be elected to a position on the Board.

9.3 Function of the Executive Committee

The Executive Committee is convened for the purposes of ensuring that, operationally, the general business transactions of the Association are managed in an ethical and reasonable manner to minimise risk. Typically, Executive Committee decision making will be limited to operational issues including the decisions pertaining to:

9.3.1 Financial control;

9.3.2 Quality assurance and risk management;

9.3.3 Human resource management;

9.3.4 Technology and information management;

9.3.5 Administration, and

9.3.6 Service provision.

9.4 Membership of the Executive Committee

The Executive Committee shall consist of the:

9.4.1 President;

9.4.2 Vice-President;

9.4.3 Secretary;

9.4.4 Treasurer, and

9.4.5 Chief Executive Officer or equivalent.

9.5 Board

9.5.1 Function of the Board

Except as otherwise provided by this Constitution and subject to resolutions of the Members of the Association carried at a General Meeting the Board:

- (a) Shall have the governance of the affairs, property and the funds of the Association; and
- (b) Shall have the authority to interpret the meaning of the Constitution Rules and any matter relating to the Association on which the Constitution is silent.

9.5.2 The Board may exercise all these powers of the Association:

- (a) To borrow or raise or secure the payment of money in such a 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 debenture, 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 the Members at a rate of interest not exceeding interest at the rate for the time being charged by the bankers in Brisbane for overdrawn accounts of money lent, whether the term of loan is long or short, and to mortgage debentures and other securities, whether the term of loan is long or short, and to mortgage debentures and other securities, whether outright or as a security for any debt, liability or obligation of the Association, and provide and pay off any securities.
- (c) To invest in such a manner as the Members of the Association may from time to time determine.

9.5.3 The Board may, as required, co-opt individual Members to assist the Board and attend meetings of the Board. These co-opted Members shall not be entitled to vote as a member of the Board but shall have the right to be heard at any meeting of the Board that they are invited by the Board, to attend. Any Member who is co-opted to the Board may at any time, by written notice to the Board resign from being co-opted to the Board.

9.5.4. Unless by way resolution of the Board, the maximum terms of any one office bearer is four (4) consecutive terms (i.e. a period of eight (8) years).

9.6 Election

The Board positions set out in rule 9.1.1 – 9.1.5 shall be elected biennially at the Annual General Meeting of the members of the Association.

9.7 Nominations

9.7.1 Nominations for the Board shall be called for in writing not less than thirty (30) days prior to the Annual General Meeting and shall be in writing signed by the nominees and by the proposer and seconder, who must all be Financial Members of the Association at the relevant time including the date of the nomination and the election. Such nominations shall be in the hands of the Secretary seven days before the Annual General Meeting.

9.7.2 Verbal nominations for those positions for which there are insufficient nominations in writing shall be accepted from the floor of the meeting. If more persons nominate for any position than are required to fill the position, an election shall be held by a secret ballot at the Annual General Meeting.

9.7.3 In the event of a tie, where there are more than two (2) candidates, all other candidates shall be eliminated and a re-vote shall be held to determine which of the candidates so tied shall be eliminated.

9.7.4 In the event of a tie between the two (2) candidates in the final count, a draw shall be made by the President in the presence of the candidates concerned.

9.8 **Casual Vacancy**

Should any vacancy occur in the Board, that vacancy shall be filled until the next Annual General Meeting by appointment by the remaining officers or members of the Board.

9.9 **Removal of Membership of the Board**

9.9.1 Any office bearer or member of the Board may be suspended at any meeting of the Board by the two-thirds vote of the Board.

9.9.2 Any office bearer or member of the Board may be suspended from the Board by a simple majority vote of the Board for being absent without leave of the Board for three (3) consecutive meetings of the Board.

9.9.3 Upon the suspension of any office bearer or member of the Board, the position may be filled by the remaining members of the Board pursuant to the provisions governing casual vacancies.

9.9.4 Any office bearer or member of the Board suspended from the Board shall be entitled to submit the matter to the judgement of the next Annual General Meeting or of a special meeting duly called for the purpose. At such meetings a simple majority of those present and voting shall suffice to uphold or reverse the action of the Board in the suspending of the office bearer or Board member.

9.9.5 Any office bearer or member of the Board suspended from the Board shall be entitled to nominate for re-election at the next Annual General Meeting.

9.9.6 Any member of the Board may resign from the membership at any time by giving notice in writing to the Secretary, and such resignation takes effect from such time as the notice is received by the Secretary unless a later date 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 their case. The question of removal shall be determined by the vote of the members present at such a general meeting.

9.10 **Minutes**

Minutes shall be kept of all Board Meetings and shall be distributed to the members of the Board within thirty (30) days. Those minutes shall be available and provided to any voting Member upon a reasonable notice.

9.11 **Meetings of the Board**

9.11.1 The Board must meet at least once every two calendar months.

- 9.11.2 A special meeting of the Board shall be convened by the Secretary on the requisition in writing and signed by not less than one third of the members of the Board, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted there.
- 9.11.3 Subject as otherwise provided in this rule, the Board may meet together and regulate its proceedings, as it thinks fit.
- 9.11.4 The President shall preside as President at every meeting of the Board, or if there is no President, or if at any meeting they are not present within ten minutes of the time appointed for the holding of the meeting, the Vice President shall be President or if the Vice President is not present at the meeting, then the members may choose one of their number to be President of the meeting.
- 9.11.5 If within half an hour from the appointed time for the commencement of the Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board, 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 that the Board may determine, and if at the adjourned meeting a quorum is not present within the half hour from the time of the meeting, the meeting shall lapse.

9.12 **Quorum**

Four (4) members of the Board shall constitute a quorum.

9.13 **Voting**

Each member of the Board shall be entitled to one (1) vote, and all questions arising at any meeting shall be determined by the majority of the votes of all Board members cast on such questions, unless otherwise determined in the constitution, and in the case of the equality of votes, the President shall have a second casting vote. Committee members may cast votes by communication by post or facsimile transmissions or by any other mode of communication approved by the Board from time to time.

9.14 **Attendance by Non Members**

Members and Non Members of the Association shall be permitted to attend Board meetings with the approval of a simple majority of the members present at the meeting but shall have no voting rights.

9.15 **Chief Executive Officer**

9.15.1 The Board has the power to appoint and set remuneration for the position of Chief Executive Officer (CEO) of the Association. This power may be delegated to the Executive Committee by the Board.

9.15.2 The Chief Executive Officer is to be in control of the management of the day to day operations of the Association and is to act under the lawful direction of the Executive Committee and Board.

9.15.3 The terms of engagement and remuneration for the CEO shall be approved by the Board from time to time. This power may also be delegated to the Executive Committee.

9.15.4 The person engaged as CEO shall be entitled to attend, be heard and make submission to meetings of the Executive Committee and the Board. The CEO is not a member of the Board and cannot vote on motions put to the Board. The Executive Committee and the Board may where there are issues of a sensitive

nature or which may conflict with the interest of the CEO, exclude the CEO from part or all of a meeting of the Executive Committee or the Board.

- 9.15.5 The CEO is to be a Financial Member of the Association if the CEO otherwise satisfies the criteria to be a Member of the Association. Notwithstanding anything to the contrary in this Constitution if the engagement of the CEO is terminated, the Membership of the CEO may be immediately revoked by the Board.

10. COMMITTEES AND BRANCHES

10.1 General

- 10.1.1 For the purpose of dealing with and enquiring into any matter of interest to or affecting the Association, the Board shall have the power to establish other committees, advisory groups and/or working parties (**Special Committees**) that shall report and make recommendations to the Board.
- 10.1.2 Any such Special Committee so established shall at all times be subject to the decisions, directions and resolutions of the Board.
- 10.1.3 A Special Committee may include non-members invited for their expertise.
- 10.1.4 A Special Committee shall meet at such a time and place as may be determined by its Chairperson, who will be appointed by the Board.
- 10.1.5 A quorum for a Special Committee shall consist of a simple majority of its members.
- 10.1.6 A Special Committees shall take minutes of their meetings and the minutes shall be distributed to the respective committee members and to the Board.
- 10.1.7 A Special Committee must provide a summary of their activity in the form of a written report and be submitted to the Board as the Board may determine from time to time.

10.2 Branches

- 10.2.1 In addition to the Association's head office, the Association may consist of and its operations may be conducted at designated branches. The existence and location of these branches is to be determined from time to time by the Board.
- 10.2.2 The members of each branch are, and while they remain members of the branch will always remain, members of the Association.
- 10.2.3 The members and operations of each branch are, and shall always remain, governed by this Constitution.
- 10.2.4 Each branch will undertake such operations and otherwise comply with such directions specified from time to time by the Board, in accordance with and in furtherance of the Purpose and Objects of the Association.

11. FUNDS OF THE ASSOCIATION

- 11.1 The funds of the Association shall consist of membership fees, contributions, donations, bequests and interest on the capital received in accordance with the constitution.
- 11.2 Subject to rule 15, the funds of the Association shall be under the control of the Board and shall be applied and expended only in accordance with the constitution in carrying out the Principal Purpose and Objects of the Association as prescribed by this Constitution and in meeting the necessary expenses of the management of the Association. Such funds and assets shall be the common property of the Association.
- 11.3 The funds of the Association shall be banked in the name of the Association in such a bank as the Board may from time to time direct.

- 11.4 Proper books and accounts shall be kept and maintained either in writing or printed for in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 11.5 All monies shall be banked as soon as practicable after the receipt thereof.
- 11.6 Any expenditure of \$5,000.00 or less, may be approved by any one of the following without prior consultation with the Executive Committee:
- 11.6.1 CEO (or equivalent); or
 - 11.6.2 President;
 - 11.6.3 Vice-President;
 - 11.6.4 Secretary;
 - 11.6.5 Treasurer, or
 - 11.6.6 A Board Member designated by the Board.
- 11.7 From time to time expenditure in excess of \$5,000.00 may be approved for a particular purpose or project provided such expenditure is approved by any two of those persons set out in clause 11.6.1 to 11.6.6 (inclusive).
- 11.8 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".
- 11.9 The Executive Committee shall determine the amount of petty cash or equivalent that shall be kept on the imprest system.
- 11.10 All expenditure shall be approved or ratified by the Executive Committee. Where expenditure is not subsequently ratified by the Executive Committee or the Executive Committee refuses to approve or ratify such expenditure, the person or persons who originally approved the expenditure cannot approve any further expenditure until such original expenditure is ratified or approved by the Board or a general meeting of Members.
- 11.11 The Treasurer or his/her representative shall provide a report to the Executive Committee at its monthly meeting. The report should include details of the income and expenditure of the Association for a given period relevant to each meeting. This report should subsequently be furnished to the Board at its next meeting.
- 11.12 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing the particulars of:
- (a) The income and the expenditure for the financial year just ended; and
 - (b) The assets and the liabilities and the mortgages, charges and securities affecting the property of the Association at the close of the year.
- 11.13 All the statements shall be examined by the auditor who shall present their report upon the 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.
- 11.14 The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its Principal Purpose and Objects and in the exercise of its powers 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 them to 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.

12. NON PROFIT CHARACTER

The assets and income of the Association shall be applied solely in furtherance of the abovementioned Principal Purpose and Objects and no portion shall be distributed directly or indirectly to Members of the Association, except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

13. INDEMNITY

Each member of the Board, whether or not then in office, and any other officers or servants of the Association shall be indemnified by the Association against, and it shall be the duty of the Board out of the funds of the Association to pay, all costs, losses, expenses and judgements which any member of the Board or other officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by them as such member of the Board or other officer or servant or in any way, but only in the proper discharge of their duties to the Association, provided that the Association shall not be liable to indemnify any such member, officer or servant for negligence or misconduct in the performance of their duties.

14. CHANGE OF CONSTITUTION

- 14.1 Subject to the provisions of Associations Incorporation Act 1981, this Constitution may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
- 14.2 A special resolution shall require the vote of three quarters majority of Members of the Association voting in person or by proxy at an Annual General Meeting or Special General Meeting.
- 14.3 The Secretary shall give one (1) calendar month notice of intention to each Member before the meeting at which the alteration is considered.
- 14.4 Notice of motion to amend the constitution shall be given in writing signed by not less than two (2) members and be in the hands of the Secretary not less than six weeks before the meeting at which the alteration is considered. There shall be no power to alter, amend or repeal this constitution in such a manner as to permit any officer of the Board, except any employee, ever to receive any compensation or pecuniary profit from its operation (except reasonable compensation actually incurred in affecting one or more of the Association's Objects), nor to receive any part of the assets of the Association upon its dissolution or termination.
- 14.5 Provided further that no amendment to the constitution may be effected unless the Minister of the Crown for the time being of the department administering the Act, shall be notified of amendment and such amendment shall not be effective unless the Minister has signified their approval to such amendment being made.

15. INCOME, PROPERTY AND GIFT FUND

- 15.1 The income and property other than the Gift Fund of the Association shall be applied solely towards the promotion of the Principal Purpose and Objects of the Association. No portion of the income and property of the Association shall be paid or transferred directly by way of dividend, bonus or otherwise to Member organisations of the Association provided that nothing in this rule or rule 4 shall prevent: the payment in good faith of reasonable and proper remuneration to any officers, CEO or servants of the Association or to any members of the Board of the Association for goods or services supplied in the ordinary and usual way of business.
- 15.2 There shall be established a Gift Fund which shall be separately maintained and used solely for the Principal Purpose and all gifts of money and property given to achieve the Principal Purpose shall be credited to the Gift Fund. All interest or other monies received as a result of these gifts and establishment of the Gift Fund shall also be credited to the Gift Fund.
- 15.3 The Gift Fund must be managed by the members of the Gift Fund Committee. The Gift Fund Committee shall be a committee of no less than three (3) persons appointed by the Board from the Members of the Board. The majority of persons on the Gift Fund Committee must be persons who have a degree of responsibility to the general community (e.g. they are members of a professional organisation, hold an elected office or carry out some paid or voluntary public service).
- 15.4 The members of the Gift Fund Committee will be appointed to administer its activities and confirm that each expenditure of money from the Gift Fund falls legitimately within the Principal Purpose and Objects of the Association.
- 15.5 Members of the Gift Fund Committee may resign at any time by notice to the Board. They may be replaced by an appointment made by the Board.
- 15.6 In the event of no appointment by the Board, the Gift Fund Committee shall be the president, secretary and treasurer of the Board until formal appointments are made.
- 15.7 The Board may revoke the appointment of a person to the Gift Fund Committee provided that the Board puts forward a replacement to ensure that the number of committee members is at least three.
- 15.8 The Gift Committee shall meet as it sees fit and shall keep records of its decisions and be accountable.
- 15.9 Decisions of the Gift Committee shall be made by simple majority. In the event of a deadlock, the President of the Board shall be consulted and shall have a casting vote.
- 15.10 If the Gift Fund is wound up or if the endorsement (if any) of the organisation as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.
- 15.11 Members of the public are to be invited to make gifts of money or property to the Gift Fund for the Principal Purpose and Objects of the Association.
- 15.12 All donations, interest on donations, income derived from donated property and money from the realisation of such property are to be deposited into the separate gift fund apart from other funds of the Association. A separate bank account is to be opened to deposit money

donated to the Gift Fund, including interest accruing thereon and gifts to it are to be kept from other funds of the Association.

- 15.13 Receipts are to be issued in the name of the Gift Fund operated by the Association and proper accounting records and procedures are to be kept and used for the Gift Fund.
- 15.14 Withdrawals from the Gift Fund will be permissible for the purchase of items relating to the Association's Principal Purpose and Objects and subject to the Gift Fund Management Committee's approval.
- 15.15 The Gift Fund will be operated on a not for profit basis.
- 15.16 The Gift Fund is subject to the provisions of the *Association's Incorporation Act 1981* and the resolutions of the Board.

16. **DISSOLUTION**

- 16.1 Palliative Care Queensland Incorporated shall be dissolved and its assets liquidated only with consent of three-quarters majority of those Members present at a special meeting called for the purpose. One (1) calendar months notice of such special meeting shall be given to Members.
- 16.2 In the event of a resolution as required in paragraph 16.1 hereof being carried any and all assets remaining after full settlement of all debts and liabilities incurred by the Association shall be distributed in accordance with the terms of the resolution provided always that such assets shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made for the purposes of the Income Tax Assessment Act 1997 (Commonwealth) as amended from time to time.
- 16.3 In the event of the Gift Fund of the Association being wound up, any surplus assets remaining after the payment of the Association's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made for the purposes of the Income Tax Assessment Act 1997 (Commonwealth) as amended from time to time.

17. **COMMON SEAL**

The Board shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by some other person appointed by the Board for that purpose.