



THE KALPARRIN CENTRE

CONSTITUTION & RULES OCTOBER 2012

Operated by Parents of Children with Special Needs Inc.
Level 4 Children's Rehabilitation Unit
Princess Margaret Hospital
Hay St Subiaco 6008
Ph: 9340 8094
Web: www.kalparrin.org.au
Email: kalparrinwa@health.wa.gov.au

Parents of Children with Special Needs (Inc)
Constitution & Rules
October 2012

1. NAME

The name of the organisation shall be PARENTS OF CHILDREN WITH SPECIAL NEEDS (INC)

2. DEFINITIONS

In these rules, unless the contrary intentions appears –

“accounting or financial experience” means a person with sufficient experience to enable them to appraise and exercise independent judgment in respect of the financial affairs of the Association.

“annual general meeting” is the meeting convened under rule 9;

“convene” means to call together for a formal meeting;

“financial year” means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

“independent human services sector representatives” means persons other than government employees or government consultants working in a human services sector including (but not limited to) health, disability, mental health, family and children services.

“key influencer” means a person who is in a position to influence public opinions and values, relating to any of the objects of the Association.

“member” means member of the Association;

“office bearer” means a Director, Chairperson, Vice Chairperson, Secretary or Treasurer of the Association;

“poll” means voting conducted in written form (as opposed to a show of hands);

“professional service provider” means a person with at least one tertiary qualification relevant to the provision of services to children with special needs

“special general meeting” means a meeting to which all members are invited, which is convened under rule 8.

“special resolution” has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution

is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

“the Act” means the *Associations Incorporation Act 1987*

“the Association” means the Association referred to in Rule 1.

"the Chairperson" means the Chairperson referred to in rule 13.

“the Commissioner” means the Commissioner for Consumer Protection exercising powers under the Act;

"the Board" means the Board of the Association referred to in rule 7;

"the Secretary" means the Secretary referred to in rule 15

"the Treasurer" means the Treasurer referred to in rule 14;

"the Vice-Chairperson" means the Vice-Chairperson referred to in rule 7.1.

3. **AIM**

The overall aim of the Association is to assist and support families of children with special needs by providing practical and emotional support.

4. **OBJECTS**

The objects of the Association are to:

- 4.1 Develop, establish and maintain a support centre(s) for families of children with special needs.
- 4.2 Support all family members in coping with special needs including isolation, helplessness and emotional distress.
- 4.3 Provide for the compilation and dissemination of information on disabilities or special needs.
- 4.4 Produce publications related to special needs, to research other materials and programmes in this field and to promote the same.
- 4.5 Promote the general wellbeing of children with special needs:
 - (a) directly; and/ or
 - (b) through assisting small not for profit voluntary organisations which promote the general wellbeing of children with special needs.
- 4.6 Promote inclusion of children with special needs into the community.
- 4.7 Endeavour to ensure that children with special needs and all family members receive appropriate support:
 - (a) directly; and/or
 - (b) through assisting small not for profit voluntary organisations which promote the general wellbeing of children with special needs

- 4.8 Encourage and assist the establishment and maintenance of appropriate educational, health and welfare services to meet the needs of children with special needs and their family members.
- 4.9 Endeavour to develop a better understanding of special needs amongst the general public and within governments and non-government agencies.
- 4.10 Foster research into the impact of special needs, the family, and related issues.
- 4.11 In accordance with the Principles and Objectives of the Disability Services Act (W.A 1993) to safeguard the rights of people with special needs and to do all such other things as may be incidental to the attainment of such objects.
- 4.12 The income, property and funds of the Association shall be used and applied solely towards the promotion of the objects and shall not be paid or transferred to the members or relatives of members provided that nothing herein contained shall prevent the payment in good faith to any person in return for services actually rendered and provided that any employee of the Association shall, notwithstanding that employment, be entitled to be a member or office bearer of the Association and of any Committee.

5. POWERS OF ASSOCIATION

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association-

may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may –

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money –
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

6. MEMBERSHIP

- 6.1 Members shall be persons who have applied in writing and agreed to accept the above objects, and who are either:
- (a) parents, guardians or relatives of children with special needs;
 - (b) diagnosed with a special needs;

- (c) employees of the Association who are eligible under 6.1(a) but who will not hold voting rights; or
 - (d) persons who apply in writing and whose applications are accepted by 75% majority vote at a Board Meeting.
- 6.2
- (a) Member organisations shall be organisations which have applied in writing for membership and which have expressed support for the above objectives.
 - (b) The association will accept a nominated representative of the member organisation and such representative may speak and vote on such member organisation's behalf.
- 6.3
- (a) If the Board considers that a member or member organisation should be suspended from membership of the Association because of conduct detrimental to the interests of the Association, the Board shall communicate, in writing, to the member:
 - (i) notice of the proposed suspension and of the time, date and place of the Board meeting at which the question of suspension will be decided; and
 - (ii) particulars of that conduct, not less than twenty one (21) days in advance of the meeting referred to in 6.3(a) (i).
 - (b) Membership may be suspended by not less than a seventy five percent (75%) majority vote at a Board meeting.
 - (c) Any suspended member or member organisation may, on not less than twenty one (21) days written notice, require the suspension be reconsidered at one subsequent Board meeting.
- 6.4 Membership shall cease on either:
- (a) resignation by a member in writing delivered to the mailing address of the Association; or
 - (b) termination of employment of any member by the Association.

7. MANAGEMENT

- 7.1 The affairs of the Association shall be managed exclusively by a Board of Directors consisting of:
- (a) a Chairperson, a Vice-Chairperson, a Treasurer; and
 - (b) Seven (7) other persons, all of whom shall be members of the Association elected to membership of the Board at an Annual General Meeting.
- 7.2 The Association shall endeavor to the fullest extent possible to constitute the Board of Directors as follows:
- (a) Three (3) Directors to have lived experience in parenting a child with special needs;
 - (b) One (1) Director to be a professional service provider to children with special needs;
 - (c) One (1) Director to have accounting or financial experience;
 - (d) Three (3) Directors to be key influencers; and
 - (e) Two (2) Directors to be independent special needs sector representatives.
- 7.3 Prior to the election of Directors at the first annual general meeting to be held after the incorporation of the Association under the Act, a ballot will be held to choose –
- (a) if the Board consists of an even number of Directors, half of that number; or

- (b) if the Board consists of an odd number of Directors, the number of Directors nearest to, and exceeding, half of that odd number, who will cease to be Directors, but will be eligible for re-election to membership of the Board of Directors.
- 7.4 At the commencement of each successive AGM after the AGM referred to in subrule 7.3 those five (5) Directors who have served for longer period than other Directors shall cease to be Directors, but shall be eligible for re-election to the Board.
- 7.5 Subject to subrule 7.6, a person is not eligible for election to membership of the Board unless a member has nominated him/her for election by delivering notice in writing of that nomination, signed by
 - (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election, to the Secretary not less than seven (7) days before the date of the AGM
 - (c) late nominations may be accepted at the AGM by a vote of not less than seventy five percent (75%) of those present.
- 7.6 Subrules 7.5 and 7.8 do not apply to or in relation to a person who is eligible for re-election under subrule 7.3 or 7.4.
- 7.7 A person who is eligible for election or re-election under this rule may at the AGM concerned vote for him/herself.
- 7.8 The Secretary shall ensure that notice of all persons seeking election to membership of the Board is given to all members when giving notice to members of the calling of the AGM at which the election is to be held.
- 7.9 If the number of persons nominated for election to membership of the Board does not exceed the number of vacancies in that membership to be filled:
 - (a) the Secretary shall report accordingly to; and
 - (b) the Chairperson shall declare those persons to be duly elected as members of the Board at the AGM concerned.
- 7.10 A casual vacancy occurs in the Board if a Director
 - (a) dies;
 - (b) resigns by notice in writing delivered to the Chairperson or, if the member is the Chairperson, to the Vice-Chairperson;
 - (c) is convicted of an offence under the Act;
 - (d) is unable to fulfill their duties;
 - (e) is suspended as a member of the Association; or
 - (f) fails to attend more than three consecutive Board meetings of the Association without an explanation which is deemed acceptable by the Board.
- 7.11 When a casual vacancy within the meaning of rule 7.10 occurs in the membership of the Board:
 - (a) the Board may appoint a member to fill that vacancy; and
 - (b) a member appointed under this subrule shall:
 - (i) hold office until the commencement of; and
 - (ii) be eligible for election to membership of the Board at the next following Annual General Meeting or Special General Meeting

- 7.12 The Board shall meet at least four (4) times in each calendar year.
- 7.13 A quorum of a Board meeting shall be five (5) members including two (2) office bearers.
- 7.14 The Board may appoint sub-committees for specific purposes that shall meet as they see fit or as the Board directs and shall report to the Board as the Board directs.
- 7.15 At least once in each calendar year the Board shall consider and if considered necessary or appropriate grant to the Treasurer authority to make payments from the Association's funds for the proper purposes of the Association on such conditions as the Board may think fit, such authority to be valid unless and until varied or revoked by the Board in a future meeting.
- 7.16 At least four (4) times in each calendar year the Board shall require the Treasurer to report in writing to the Board as to:
- (a) the receipts and payments of the Association in the period since the last Board meeting to which the Treasurer reported;
 - (b) the sums standing to the credit of the Association in any account with any bank or other financial institution;
 - (c) the debtors and creditors of the Association, and
 - (d) such other matters as the Board shall think fit.

8. SPECIAL GENERAL MEETINGS

- 8.1 The Board-
- (a) may at any time convene a special general meeting;
 - (b) must, within 30 days of receiving a request in writing to do so from not less than 10% of members, convene a special general meeting for the purpose specified in that request.
- 8.2 The members making a request referred to in sub-rule 8.1(b) must-
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- 8.3 If a special general meeting is not convened within the relevant period of 30 days referred to-
- (a) in sub-rule 8.1(b) , the members who made the request concerned may themselves convene a special general meeting as if they were the Board.
- 8.4 A quorum of a special general meeting shall be ten (10) members.
- 8.5 When a special general meeting is convened under sub-rule 8.3 the Association must pay the reasonable expenses of convening and holding the special general meeting.
- 8.6 Subject to sub-rule 8.7, the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-
- (a) when and where the special general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the special general meeting concerned and of the order in which that business is to be transacted.
- 8.7 A special resolution may be moved either at a special general meeting or at an annual general meeting under rule 9. However the Secretary must give to all members not less

than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 8.5, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

9. ANNUAL GENERAL MEETING (AGM)

- 9.1 The Annual General Meeting shall be held at least once in each calendar year and not more than four (4) months after the close of the financial year of the Association which shall be Thirtieth (30th) June unless altered at an AGM or Special General Meeting.
- 9.2 At least twenty one (21) days written notice of the AGM shall be distributed to all members, specifying:
- (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted.
- 9.3 A quorum of an AGM shall be ten (10) members or one half of the members whichever less is.
- 9.4 The business of the AGM shall be to:
- (a) receive the audited financial statements for the previous financial year;
 - (b) elect or re-elect the office bearers who must consent in person or in writing according to subrules 7.5 and 7.7 of this constitution;
 - (c) appoint an auditor who shall at least once in each year audit the accounts of the Association;
 - (d) conduct any other business placed on the agenda; and
 - (e) report on the activities of the Association.

10. NOTICE OF MEETINGS

- 10.1 The Secretary must give a notice under sub-rule 8.6, 8.7 and 9.2 by-
- (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 15.
- 10.2 When a notice is sent by post under sub-rule 8.6, 8.7 and 9.2 sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

11. VOTING

- 11.1 Each member present or by proxy shall be entitled to one vote at any Annual General Meeting or Special General Meeting and voting shall be by show of hands except
- (a) any contested election at an Annual General Meeting or Special General Meeting or otherwise shall be by secret ballot;
 - (b) the meeting may be show of hands require any other vote to be by secret ballot.

- 11.2 A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and to vote on behalf of the appointing member at any general meeting.
- 11.3 An office bearer shall have the power to delay the passing of any motion put to an Annual General Meeting, Special General Meeting or a Board meeting unless every other office bearer is present and votes to the motion.
- 11.4 A subsequent motion similar in substance to a delayed motion shall be moved only following not less than two (2) weeks written notice to the Association and distributed to all members and such subsequent motion is not subject to further delay.

12. COMMON SEAL OF ASSOCIATION

- 12.1 The Association must have a common seal on which its corporate name appears in legible characters.
- 12.2 The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded.
- 12.3 The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- 12.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

13. CHAIRPERSON

The Chairperson shall:

- (a) have a casting as well as a deliberative vote;
- (b) together with the Secretary prepare the agenda for Board meetings;
- (c) encourage full and balanced participation by all members and decide on matters of order; and
- (d) act as spokesperson of the Association unless an alternative spokesperson has been appointed by the Board. The spokesperson of the Association shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least three (3) Directors including at least one (1) other office bearer.

14. TREASURER

The Treasurer shall:

- (a) be responsible for the receipt of all monies paid to or received by, or by him or her on behalf of, the Association and shall issue receipts for those monies in the name of the Association;
- (b) cause the payments of all monies referred to in paragraph (a) into such accounts as the Board may from time to time direct;
- (c) cause all payments to be made from the funds of the Association with the authority of a Board meeting and in so doing ensure that all cheques are signed by two (2) Directors, one of whom may include himself or herself and that all electronic payments are authorized by two (2) Directors, one of whom may include himself or

herself, or that all such cheques are signed and electronic payments are authorised by a Director and the Secretary;

- (d) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association
- (e) whenever directed to do so by the Chairperson, submit to the Executive Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

15. SECRETARY

15.1 The Secretary shall:

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and accurate minutes of the proceedings of the Board and of the Association;
- (c) comply on behalf of the Association with:
 - (i) Section 27 of the Act in respect of the register of members of the Association;
 - (ii) Section 28 of the Act in respect of the rules of the Association; and
 - (iii) Section 29 of the Act in respect of the records of the office holders, and any trustees, of the Association;
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 14 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

15.2 In the absence of the Secretary a Director shall be elected as minutes Secretary.

16. AMENDMENT OF CONSTITUTION AND RULES

16.1 This constitution may be repealed, altered or amended by special resolution of not less than seventy five percent (75%) of members present and voting at the next Annual General Meeting or Special General Meeting called for that purpose of which not less than twenty one (21) days written notice including notice of the proposed repeal, alteration or amendment has been distributed to all members.

16.2 An Annual General Meeting or Special General Meeting may make, repeal or amend rules for the proper administration of meetings or business provided that not less than twenty one(21) days written notice including notice of the proposed new rule or repeal, alteration or amendment has be distributed to all members.

16.3 The deputy Commissioner of Taxation, the Ministry of Fair Trading, the Disability Services Commission and the Charitable Collections Agency by advised of any changes to the constitution.

17. FINANCES AND PROPERTY

- 17.1 Members who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.
- 17.2 The Association shall not be dissolved except by approval of not less than seventy five per cent (75%) of members present and voting at a meeting called for that purpose of which not less than one calendar months notice, including notice of the proposed dissolution, has been given to all members.
- 17.3 In the event of dissolution, the Association shall notify the Deputy Commissioner of Taxation, and any other relevant bodies as referred to in 16.3, of the date of dissolution of the Association.

18. DISPUTES AND MEDIATION

- 18.1 Any grievance or dispute will be resolved in accordance with Kalparrin’s Complaints Management Policy and Procedure annexed as “Attachment A” to this Constitution.

19 DISTRIBUTION OF SURPLUS PROPERTY ON DISSOLUTION OF THE ASSOCIATION

- 19.1 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members, or former members, but shall be given or transferred to another association incorporated under the Act which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution to which income tax deductible gifts can be made and which association shall be determined by resolution of the members.