

Version 1.2

# Constitution of the Centaur Memorial Fund for Nurses



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ABN 68 670493663

Amended April 2011

# **CENTAUR MEMORIAL FUND FOR NURSES CONSTITUTION**

## **1. Name**

The name of the organisation shall be '*Centaur Memorial Fund for Nurses*'

## **2. The Mission**

To preserve, promote and maintain a living Memorial in honour and remembrance of Nurses who served in the Australian Defence Force (ADF) at home and abroad (and the terms pre the instigation of the name of the Australian Defence Force).

To honour the memory of the sinking of the AHS Centaur off the Queensland coast on the 14<sup>th</sup> May 1943, the Centaur Memorial Fund for Nurses provides educational support and opportunities for nurses in the state of Queensland.

The objectives of the Fund are to:

- 2.1 Promote the history and legacy of the sinking of the AHS Centaur.
- 2.2 Maintain links with organisations with similar mission and objectives.
- 2.3 Promote the values and work of nursing generally, in particular the ADF.
- 2.4 Raise funds that enable nursing research and education.
- 2.5 Convene an annual Centaur Memorial Service.

## **3. Classes of Members**

The members of the Fund shall consist of ordinary members, life members and/or honorary members.

## **4. Membership**

- (a) The number of ordinary members and life members shall be unlimited.
- (b) Any person who subscribes to the objectives of the Fund shall be eligible for membership in accordance with the rules of the Fund.

## **5. Life Members**

- (a) The Fund may from time to time, at any annual or general meeting, determine the fee to be paid by any member desiring to compound for his annual subscription and to become a life member of the Fund.
- (b) Any ordinary member upon payment of the fee as determined by paragraph (a) shall be entitled to become a life member having all the privileges appertaining to an ordinary member of the Fund without payment of the annual subscription. Save as aforesaid a life member shall be subject to all the provisions of this constitution.

## **6. Honorary Members**

Honorary members of the Fund may be elected by two thirds majority of members present in person or by proxy at an Annual General Meeting where 21 days' notice of the proposed election has been given to members.

Nominations for Honorary Membership shall be given to the Secretary at least two (2) calendar months before the Annual General Meeting referred to above and must be signed by Committee Quorum.

The committee may in its absolute discretion decline to submit such nomination to an Annual General Meeting.

### **6A. Patrons**

The Fund shall have the power to appoint a patron and any number of Vice-Patrons.

## **7. Annual Subscriptions**

- (a) Annual subscription for each financial year will be set by the Centaur Memorial Fund for Nurses Management Committee from time to time.
- (b) The annual subscription shall be payable from the first day of February in every financial year after which no resignation, termination or feature of membership shall exempt a former member from payment of the current year's subscription.
- (c) Payment or tender of the annual subscription shall be made to the Secretary/Treasurer.

- (d) A financial member at any material time is a member who is not then indebted to the Fund in respect of any annual subscription or levy.
- (e) Only those members who are financial at the time shall be entitled, subject to the lawful procedure of the meeting to speak or vote upon any motion at any annual or general meeting.
- (f) A member who is in arrears with his/her annual subscription for 3 months shall be deemed to have forfeited his/her membership. This member may reapply in writing to the Secretary to join the Fund at any time after this lapse of membership.

## **8. Admission and Rejection of Ordinary Members**

- (a) All applications for membership shall be nominated by two financial members. The application for membership shall be in such form and shall contain such particulars as the committee may from time to time reasonably prescribe.

The application form shall be deposited with the Secretary with the applicant's annual subscription for the current financial year.

- (b) Admission to ordinary membership shall be by election of the Committee, or upon appeal by the members. At the committee meeting next, following the payment or tender to the Secretary of the annual subscription for the current financial year as provided by this constitution, the committee shall consider the application of each applicant and shall elect or reject him/her as an ordinary member.

An applicant who receives a majority of the votes of the members of the committee present at the meeting at which his/her application is being considered shall be declared by the Chairman as an ordinary member.

- (c) Upon the election or rejection of an application for membership the Secretary shall forthwith give to him/her notice in writing of such election or rejection.

## **9. Appeal against Rejection of Membership**

- (a) A person whose application for membership has been rejected may, within one month after receiving written notification of such rejection, appeal against the decision of the committee to a general meeting of the members of the Fund held for the purpose of determining that appeal.

Notice in writing of his/her intention to appeal shall be given to the Secretary.

- (b) The committee shall convene such a general meeting so that the general meeting is held within three months of the date of receipt by the Secretary of a notice of appeal, at a time suitable to the majority of members to attend thereat.

At such meeting the appellant shall be given the opportunity to fully present his/her case either orally or in writing or partly by one of these means and the committee or those members thereof who rejected the application shall subsequently like wise have the opportunity of presenting the case.

- (c) Where a person, whose application is rejected, does not within the time prescribed by this constitution, appeal against the decision of the committee, or so appeals but his/her appeal is unsuccessful, the Secretary shall refund to him/her the amount of the annual subscription paid to the Secretary.

## **10. Termination of Membership**

A member may resign from the Fund at any time by giving notice in writing to the Secretary. Such resignation shall only take effect at the time when such notice is received by the Secretary unless a later date is specified in the notice when it will take effect on that later date.

## **11. Application against Termination of Membership**

If a member:

- (a) Is convicted in a Court of Law of an indictable offence; or
- (b) Fails to comply with any of the provisions of this constitution; or
- (c) Conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the organisation;

The committee shall consider whether his/her membership shall be terminated.

The member concerned shall be given full and fair opportunity of presenting his/her case and if the committee resolves to terminate his/her membership they shall instruct the Secretary to advise the member accordingly. The member may, within one month after receiving such written notification appeal to the general meeting of members.

Notice in writing of his/her intention to appeal shall be given to the Secretary.

The committee shall convene a general meeting so that such meeting is held within three months of the date of receipt by the Secretary of a notice of intention to appeal, at a time suitable to the majority of members to attend thereat.

At such meeting the appellant shall be given the opportunity of fully presenting his/her case either orally or in writing or partly by either of these means and the committee or those members thereof who intend to terminate his/her membership shall subsequently likewise have the opportunity of presenting the case.

The appeal shall be determined by the vote of a majority of the financial members present at the meeting.

Where a person, whose membership the committee intends to terminate, does not appeal against the decision within the time provided by this constitution, or so appeals but his/her appeal is unsuccessful, the membership of that person shall thereupon be deemed to be terminated.

## **12. Register of Members**

- (a) The committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Fund at the dates of admission.
- (b) Particulars shall also be entered of resignations, terminations and reinstatement of membership and any further particulars as the committee or the members at any annual general meeting may require from time to time.
- (c) The last address recorded in the register of members will be determinative of the member's ordinary place of residence, and the last electronic mail address (if any) recorded in the register of members will be determinative of the members electronic mail address (if any).

## **13. Management**

The general control and management of the administration of the Fund shall be by a "Committee of Management" consisting of a President, Vice President, Secretary, Treasurer and such number of the committee members not being less than four nor more than eight as the members of the Fund at any annual general meeting may from time to time appoint.

## **14. Election at the Annual General Meeting**

At the annual general meeting of the Fund, all the members of the committee for the time being shall retire from office, but shall be eligible for re-election.

## **15. Resignations or Removal from Committee**

Any member of the committee may resign at any time from membership of the committee by notice in writing delivered to the Secretary. Such resignation shall only take effect at the time when such notice is received by the Secretary; unless some later date is specified in the notice.

Or a committee member may be removed from office at a general meeting of the Fund convened for that purpose.

At any such general meeting the member shall be given the opportunity to fully present his case either orally or in writing or partly by either of these means. The question of removal shall be determined by the vote of the majority of the financial members present at such a general meeting.

**15A.** A member of the committee who:

- (a)** Becomes a member other than by election, except a member appointed to the committee pursuant to clause 16, or
- (b)** Is in receipt of any payment or allowance from the Fund for services rendered in any capacity whatsoever, shall not have the right to vote at meetings of the committee.

## **16. Vacancies on Committee**

The committee shall have power to appoint a financial member who may or may not then be a member of the committee to fill any casual vacancy on the committee until the next annual general meeting. Where a member of the committee is so appointed, then the committee may fill the vacancy caused by such appointment by a financial member who is not then a member of the committee.

Every member so appointed shall retire at the next annual general meeting but shall be eligible for election as a member by the committee at such a meeting.

## **17. Functions of the Committee**

Except as otherwise provided by this constitution and subject to resolutions of the members of the Fund carried at any annual or general meeting the committee:

- (a)** Shall have the general control and management of the administration of the affairs, property and monies of the Fund; and
- (b)** Shall have authority to interpret the meaning of this constitution and any matter relating to the Fund on which this constitution is silent.

## **18. Meetings of the Committee**

- (a)** The committee shall meet at least once every 2 months to exercise its functions.
- (b)** A special meeting of the committee shall be convened by the Secretary on the requisition in writing of not less than 3 members of the committee, which requisition shall clearly state the reasons why such special meeting is to be convened and the nature of the business to be transacted thereat.
- (c)** At every meeting of the committee a simple majority of members of the committee shall constitute a quorum.
- (d)** Subject as previously provided in this Rule, the committee may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the committee shall be decided by a majority of votes and in the case of equality of votes on any question or at any meeting of the committee the Chairman will have the casting vote.

- (e) Not less than fourteen days notice shall be given to members of the committee of any special meeting of the committee.

## **19. Annual General Meetings or General Meetings**

- (a) Subject to this constitution, the annual general meeting shall be held no later than the 30<sup>th</sup> April in each year.
- (b) The business to be transacted at every annual general meeting shall be:
  - (i) The receiving of the committees report and the balance sheet and statement of accounts for the preceding financial year;
  - (ii) The receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - (iii) The election of members of the committee;
  - (iv) The election of honorary members
  - (v) The appointment of an auditor.

## **20. Meeting commencement**

- (a) At the annual general meeting and at the general meeting a quorum shall be constituted by a number not less than twice the number on the committee plus one.
- (b) If, within 15 minutes from the time of commencement of any annual, general or committee meeting a quorum be not present, the meeting shall stand adjourned for two weeks to the same time and place of which every member shall receive due notice.
- (c) If, within 15 minutes from the time of commencement of such adjourned meeting, a quorum be not present, the meeting shall proceed with those members present.
- (d) If, within 15minutes from the time of commencement of any special meeting called for any purpose a quorum be not present, the meeting shall lapse.

## **21. Convening a General Meeting**

The Secretary shall convene a general meeting of members:

- (a) When directed to do so by the committee; or
- (b) Upon being given a requisition in writing signed by not less than five members of the committee or not less than 15 ordinary members and clearly stating the purpose for which the general meeting is desired; or



- (c) Upon being given a notice in writing of appeal against the decision of the committee to reject an application for membership or of intention to terminate the membership of any person.

## **22. Notice of Meetings**

The Secretary shall convene all annual and general meetings of the Fund by giving not less than fourteen days notice of such meetings.

The manner by which such notice is given shall be determined by the committee.

## **23. Management of Annual or General Meeting**

Unless otherwise provided by the constitution. At every annual and general meeting:

- (a) The president shall be chairman and in his absence a chairman shall be elected by resolution of a majority of the financial members present at the meeting;
- (b) The chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- (c) Every question, matter or resolution shall be decided by the majority of votes of the financial members present, except the election of Honorary Members where a two thirds majority is required;
- (d) Every financial member present shall be entitled to one vote and in the case of an equality of votes the chairman shall have a second or casting vote;
- (e) Voting shall be by show of hands or a division of members, unless not less than 10 financial members present demand a ballot, in which event there shall be a secret ballot;
- (f) The chairman will appoint two members to conduct the secret ballot in such a manner as he/she shall determine and the result of the ballot as declared by the chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (g) The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every committee meeting, annual meeting and general meeting to be entered in a book provided for that purpose, such a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.

## **24. By-laws**

The committee may from time to time make, amend or repeal by-laws, not inconsistent with this constitution, for the internal management of the organisation and any by-law may be set aside by a general meeting of members.

## **25. Alteration of Constitution**

This constitution may be amended from time to time by a resolution carried at any annual or general meeting where due notice of the proposed amendment has been given to the Secretary for circulation to the members with the Notice of Meeting.

## **26. Seal**

A common seal shall be obtained and may be affixed to any document by the authority of a resolution of the Committee and the affixing of such seal shall be attested to by the President and the Secretary for the time being of the Fund. When not in use the Common Seal shall be retained in safe custody by the Secretary.

## **27. Funds**

- (a) The income and property of the Fund shall be applied in promotion of its objectives.
- (b) The monies of the Fund shall be banked in the name of the Fund in such bank as the committee may from time to time direct.
- (c) Proper books and accounts shall be kept and maintained showing correctly the financial affairs of the Fund and the particulars usually shown in books of a like nature.
- (d) All monies shall be banked as soon as practicable after receipt of them.
- (e) All accounts are paid by cheque, signed by any two of the authorised signatories; the president, secretary or treasurer.
- (f) All cheques to be crossed "not negotiable".
- (g) The committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (h) Accounts for payment shall be presented and passed at a committee meeting.
- (i) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement of receipts and payments and income and expenditure and a balance sheet for the financial year just ended.

All such statements shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.

- (j) No honorarium shall be granted to any person by the Fund and no dividend shall be paid to, and no income or property of the Fund shall be distributed amongst the members.

## **28. Financial year**

The financial year of the organisation shall close on the 31<sup>st</sup> January in each year.

## **29. Dissolution**

The organisation shall be dissolved:

- (a) If the membership is less than three persons; or
- (b) If a resolution to the effect is carried by vote of a three-fourths majority of the financial members present at a general meeting convened to consider.

The property and other assets of the organisation remaining after the payment of all expenses and other liabilities shall be handed to some other organisation or organisations (having similar objectives or in part similar objectives), gifts to which are allowable deductions under the provisions of section 78 (1) (a) of the Income Tax Assessment Act as the majority of members present at such general meeting, by resolution, may decide.

**Certification**

We certify that this is a true and correct copy of the Constitution of the Centaur Memorial Fund for Nurses

\_\_\_\_\_ President

\_\_\_\_\_ Secretary

\_\_\_\_\_ Date