

Version 1.4
2020 AGM



Constitution V1.4

Centaur Memorial Fund for Nurses
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ABN 68 670 493 663

Centaur Memorial Fund for Nurses

Constitution

1. Name

- 1.1 The name of the organisation shall be '*Centaur Memorial Fund for Nurses*' (hereafter "the Fund"), its previous name being the Centaur Memorial Fund, a corporation incorporated by 'Letters Patent' on 28 September 1950 ('firstmentioned').

'Letters Patent' are issued pursuant to the *Religious Educational and Charitable Institutions Act 1861-1967* (Qld), and the *Religious Educational and Charitable Institutions Act Amendment Act 1895-1977* (Qld).

Letters Patent ('secondmentioned') issued 16 October 1980 affirmed that the name and style of the corporation, incorporated by 'Letters Patent' issued, shall be 'Centaur Memorial Fund for Nurses'.

2. Preamble

The Centaur Memorial Fund for Nurses (the Fund) was established in 1948 as a tribute to the nurses of Queensland who served the state during and between two World Wars, on the home and military fronts. The Fund's name memorialised the 268 personnel who died in the sinking of the 2/3 Australian Hospital Ship (AHS) *Centaur* in May 1943. Eleven of the deceased were members of the Australian Army Nursing Service.

The Fund initially fulfilled its tribute to the profession by providing a centre for nurses, with educational, recreational and accommodation facilities. Since the 1980s, the Fund has focused on providing financial support to nurses and midwives undertaking postgraduate studies and recognizing excellence in undergraduate nursing studies.

3. The Mission

To honour the memory of those who died in the sinking of the 2/3 AHS *Centaur* on 14 May 1943 by advancing the professions of nursing and midwifery in Queensland

4. The objectives of the Fund are to:

- 4.1 Recognise excellence in undergraduate nursing education in Queensland
- 4.2 Fostering research by postgraduate nurses and midwives in Queensland
- 4.3 Communicate the history of the Fund and its origins
- 4.4 Hold such events and services that align with the Fund's mission

5. Classes of Membership

The members of the Fund shall consist of ordinary members, corporate members, and honorary members.

6. Membership Number and Eligibility

- 6.1 The number of members shall be unlimited.
- 6.2 Any person who, or corporate entity which, subscribes to the objectives of the Fund shall be eligible for membership in accordance with the principles of this Constitution.

7. Honorary Membership

- 7.1 Honorary membership may be awarded to a person who, in the view of the Committee of Management, has made exceptional contribution or significant service to the Fund.
- 7.2 The granting of honorary membership will be reported at an Annual General Meeting of the Fund.
- 7.3 An honorary member will be entitled to the benefits of ordinary membership, with full voting rights, in accordance with the principles of this Constitution, and shall be exempt from the requirement to pay an annual membership fee.

8. Corporate Membership

- 8.1 Corporate entities that subscribe to the objectives of the Fund may become corporate members, for example: health service organisations, academic institutions.
- 8.2 Corporate members are not eligible for nomination to the Committee of Management of the Centaur Memorial Fund for Nurses or to take part in any election or to vote.
- 8.3 The Committee of Management may, from time to time, invite an authorised representative of the corporate entity to assist with Fund activities.

9. Patrons

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

10. Annual Membership Subscriptions

- 10.1 An annual membership subscription fee will be decided by members from time to time at a general meeting.
- 10.2 The annual membership subscription fee shall be payable after the first day of February and before the first day of May.
- 10.3 A member whose annual membership subscription is in arrears at 1 May in any year shall be deemed a lapsed member. Individuals whose membership has lapsed may apply to re-join the Fund at any time.
- 10.4 Voting at the AGM is conditional upon financial membership being current.

11. Admission of Ordinary and Honorary Members

- 11.1 Application for membership shall consist of the member's name and contact details being provided to the Fund's Secretary.
- 11.2 Ordinary membership shall be considered and accepted by the Secretary on behalf of the Committee of Management, upon payment of the annual membership subscription fee.
- 11.3 The Committee of Management has the power to veto any application for membership.
- 11.4 Application to grant honorary membership shall be considered by the Committee of Management and if accepted the member will be exempt from the payment of any annual membership subscription fee.

12. Admission of Corporate Members

- 12.1 An application for corporate membership shall consist of the organisation's name and contact details, information about the organisation and reason for application for corporate membership, being provided to the Fund's Secretary.
- 12.2 Corporate membership shall be considered and determined by the Committee of Management, upon payment of the applicable annual corporate membership subscription fee.
- 12.3 The Committee of Management has the power to veto any application for membership.

13. Rejection of Membership

- 13.1 The Committee of Management shall consider whether an application for ordinary or corporate membership shall be rejected, if an individual or corporate entity who is applying for ordinary or corporate membership:
 - 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 business or behaves in a manner considered to be injurious or prejudicial to the character or interests of the Fund.
- 13.2 A decision to reject an application for membership shall be made at the discretion of a majority (80%) of the Committee of Management, including at least 50% of the Executive namely: President, Vice-President, Secretary, Treasurer. Any such rejection will be reported at the Annual General Meeting of the Fund.
- 13.3 The majority's decision will be provided to the applicant, in writing, by the Secretary with detail about appeal process.

14. Appeal against Rejection of Membership

- 14.1 Any member or entity in any class of membership whose application for membership has been rejected as per Rule 13 may, within one month after receiving written notification of such rejection, appeal against the decision of the Committee of Management, provided that notice of intention to appeal is communicated in writing to the Secretary of the Fund. A General Meeting of the members of the Fund will be convened for the purpose of determining such an appeal.
- 14.2 The General Meeting to determine such an appeal will be held within three months of the date of receipt by the Secretary of notice of intention to appeal, at a time suitable to the majority of members to attend.
- 14.3 At such meeting the appellant shall be given the opportunity to fully present their case, either orally or in writing or partly by one of these means, and the Committee of Management or those members who rejected the application shall subsequently have the opportunity of present their case.
- 14.4 Where an appellant's application is rejected by the General Meeting, or an appellant does not respond within the time period prescribed by this Constitution, the Secretary shall refund to the appellant the subscription fee paid by the appellant.

15. Resignation of Membership

An individual or corporate entity may resign from the Fund at any time by giving notice in writing to the Secretary

16. Termination of Membership

- 16.1 If an individual or organisation who is a current ordinary, honorary, or corporate 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) is deemed to conduct business or behave in a manner considered to be injurious or prejudicial to the character or interests of the Fund,
- the Committee of Management shall consider whether the membership shall be terminated.
- 16.2 A decision to terminate an application for membership shall be made at the discretion of a majority (80%) of the Committee of Management, including at least 50% of the Executive namely: President, Vice-President, Secretary, Treasurer.
- The member concerned shall be given full and fair opportunity to present their case, and if the Committee of Management resolves to terminate the membership, the Committee shall instruct the Secretary to advise the member or organisation, accordingly, in writing with advice about appeal process. Any such termination will be reported at the next Annual General Meeting of the Fund.

17. Appeal against Termination of Membership

- 17.1 A member's notice of intention to appeal shall be given to the Secretary, in writing.
- 17.2 Any member or entity in any class of membership whose application for membership has been terminated as per Rule 16 may, within one month after receiving written notification of such termination, appeal against the decision of the Committee of Management, provided that notice of intention to appeal is communicated in writing to the Secretary of the Fund.
- 17.3 A Special General Meeting of the members of the Fund shall be called by the Secretary, and convened for the purpose of determining such an appeal, at a time suitable to the majority of members to attend, and be held within three months of the date of receipt by the Secretary, of a notice of intention to appeal.
- 17.4 At such Special General Meeting, the appellant shall be given the opportunity to fully present their case, either orally or in writing or partly by one of these means, and the Committee of Management or those members who determined the membership to be terminated shall subsequently have the opportunity of presenting their case.
- 17.5 The appeal shall be determined by the vote of a majority of the financial members present at the Special General Meeting.
- 17.6 Where an individual or organisation, whose membership the Committee of Management intends to terminate, does not appeal against the decision within the time provided by this Constitution, or so appeals and their appeal is unsuccessful, the membership of that person shall thereupon be deemed to be terminated.
- 17.7 Where an appellant's application is rejected by the Special General Meeting, or an appellant does not respond within the time period prescribed by this Constitution, the Secretary shall refund to the appellant the subscription fee paid by the appellant.

18. Register of Membership

- 18.1 A register of all classes of membership shall include names, contact details and date of admission of membership, date of payment of membership fee.
- 18.2 The register shall be kept by the Secretary (or delegate) on behalf of the Committee of Management.

19. Election of Secretary

- 19.1 The Secretary is a member of the Fund, elected by the Fund's membership to serve in that office.
- 19.2 If a casual vacancy occurs in the office of Secretary, members of the Committee of Management must ensure a Secretary is appointed or elected within one month after the vacancy occurs.
- 19.3 In this rule - casual vacancy means a vacancy that arises when an elected member of the Committee of Management resigns, dies or otherwise ceases to hold office.

20. Functions of Secretary

The Secretary's functions include, but are not limited to:

- a) calling meetings of the Fund, including preparing Notices of Meeting and of the business to be conducted at the meeting in consultation with the President of the Fund;
- b) keeping minutes of each meeting;
- c) keeping copies of all correspondence and other documents relating to the Fund;
- d) maintaining the register of members of the Fund.

21. Committee of Management

- 21.1 The general control and management of the administration of the Fund shall be by a "Committee of Management", consisting of: President, Vice-President, Secretary, Treasurer and any such number of ordinary members of the Committee of Management who provide workable administration of the Fund. The number of ordinary members of the Committee of Management will be not less than four.
- 21.2 All members of the Committee of Management must be members of the Fund.
- 21.3 A member of the Committee of Management who 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, or Annual General Meeting, or Special General Meeting, where there is deemed a conflict of interest.
- 21.4 At each Annual General Meeting of the Fund, all members of the Committee of Management, including the Executive, must retire from office, but are eligible on nomination for re-election. The Committee of Management is nominated and elected at the Annual General Meeting.

22. Election of Committee of Management

- 22.1 A member of the Committee of Management may only be elected as follows:
- a) any 2 members of the Fund may nominate another member (the *nominee*) to serve as a member of the Committee
 - b) the nomination must be:
 - i. in writing; and
 - ii. signed by the candidate and the members who nominated him/her; and
 - iii. given to the Secretary at least 7 calendar days before the Annual General Meeting at which the election is to be held;
 - c) each member of the Fund present and eligible to vote at the Annual General Meeting may vote for 1 candidate for each vacant position on the Committee of Management;
 - d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 22.2 If nominations exceed the number of positions vacant, the Committee of Management, shall prepare balloting lists containing the names of the nominees in alphabetical order, respective positions and nominators.

23. Resignations or Removal from Committee of Management

- 23.1 Any member of the Committee of Management 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.
- 23.2 A member of the Committee of Management may be removed from office at a General Meeting of the Fund convened for that purpose, in line with the provisions of Rule 16.1.
- 23.3 At any such General Meeting the member shall be given the opportunity to fully present their 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.
- 23.4 Once determination is made at the General meeting, a member has no further right of appeal against removal from office and will vacate their position.

24. Vacancies on Committee of Management

The Committee of Management shall have power to appoint a financial member to the Committee of Management to fill any casual vacancy, until the next Annual General Meeting.

25. Functions of the Committee of Management

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 of Management:

- 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.

26. Meetings of the Committee of Management (the Committee)

- 26.1 The Committee shall meet at least six times per calendar year to exercise its functions.
- 26.2 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.
- 26.3 At every meeting of the Committee, a simple majority of members of the Committee shall constitute a quorum.
- 26.4 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. In the case of equality of votes on any question or at any meeting of the committee the Chair will have the casting vote.
- 26.5 Fourteen days' notice shall be given to members of the Committee of any Special or other Meeting of the Committee.

27. Annual General Meetings

- 27.1 Subject to this constitution, the Annual General Meeting shall be held no later than the 30 April in each year and within three months of the end date of the Fund's financial year, 31 January.
- 27.2 The business to be transacted at every Annual General Meeting shall be:
- (i) Reports of the Committee of Management – President, Treasurer
 - (ii) Receipt of the Transactions, Balance Sheet and Statement of Accounts for the preceding financial year;
 - (iii) Receipt of the Auditor's Report on the accounts for the preceding financial year;
 - (iv) Appointment of an auditor;
 - (v) Announcement of honorary membership(s) granted;
 - (vi) Election of Committee of Management.

28. Meeting commencement

- 28.1 At the Annual General Meeting, and at a Special General Meeting, a quorum shall be constituted by at least the number of members elected or appointed to the Committee of Management at the close of the Fund's last general meeting plus one.
- 28.2 If, within 15 minutes from the time of commencement of any Annual General, Special General or Committee of Management Meeting a quorum is not present, the meeting shall continue, however no resolutions shall be finalised until such time a quorum is reached.

29. Convening a Special General Meeting

- 29.1 The Secretary shall call a Special 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, 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 or entity.

30. Notice of Meetings

The Secretary of the Committee of Management shall call all Annual and General Meetings of the Fund by giving not less than 30 calendar days' notice of such meetings.

31. Management of General Meetings

Unless otherwise provided by the Constitution, at every Annual General Meeting, Special General Meeting and other meetings:

- a) The President shall be Chair, and in their absence, the Vice-President, or a Chair shall be elected by the financial members present at the meeting.
- b) The Chair shall 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.
- d) Every financial ordinary and honorary member present shall be entitled to one vote and, in the case of an equality of votes, the Chair shall have a second or casting vote.
- e) Voting shall be by show of hands or a division of members, unless not less than ten financial members present demand a ballot, in which event there shall be a secret ballot.
- f) The Chair will appoint two members to conduct the secret ballot in such a manner as they shall determine and the result of the ballot as declared by the Chair 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 documented, stored and maintained appropriately.
- h) Minutes of all meetings will be circulated electronically. The Secretary shall maintain written (hardcopy) and electronic records of all meeting minutes and records. Such records shall be available for inspection by any financial member of the Fund who applies to the Secretary, in writing, for that inspection.
- i) As per Rule 8.2, Corporate members are not entitled to vote on any matters under resolution at any meetings of the Fund.
- j) At every meeting of the Committee, a simple majority of members of the Committee shall constitute a quorum.
- k) At every Annual General or Special General meeting of the Committee, a quorum is at least the number of members elected or appointed to the Fund's Committee of Management at the close of the Fund's last annual general meeting plus one.

32. Proxy

32.1 A member who is unable to attend the Annual General Meeting or Special General Meeting may be able to delegate their voting power to another member or representative to vote in their absence. That person is known as a 'proxy'. Voting is by proxy.

32.2 Proxy forms are to be delivered to the Secretary prior to the commencement of the meeting where voting by proxy is being used.

32.3 Proxy form template included

33. By-laws

The Committee of Management may from time to time make, amend or repeal by-laws, consistent with this constitution, for the internal management of the organisation and any by-law may be set aside by a General Meeting of members.

34. 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.

35. Funds

- a) The income and property of the Fund shall be administered in accordance with the objectives of the Fund.
- b) The monies of the Fund shall be banked in the name of the Fund in such bank as the Committee of Management may, from time to time, direct.
- c) Proper accounts shall be kept and maintained showing the financial transactions and position of the Fund.
- d) All monies shall be banked as soon as practicable after receipt.
- e) All accounts shall be paid by cheque, electronic, or other commonly used means of payment, and transactions authorised by any two of the following authorised signatories: the President, Vice-President, Secretary or Treasurer.
- f) Any cheques drawn by the Fund shall be crossed "not negotiable".
- g) The Committee shall determine the amount of petty cash required from time to time.
- h) Accounts for payment shall be presented and considered at meetings of the Committee of Management.
- i) As soon as practicable after the end of each financial year, the Treasurer shall prepare a Statement of Receipts, Payments, 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 a report to the Secretary and Treasurer, prior to the holding of the next Annual General Meeting where the report shall be tabled.
- j) No honorarium shall be granted to any person by the Fund.
- k) No dividend, proceeds, income or property of the Fund shall be distributed amongst members.

36. Financial year

The financial year of the organisation shall close on the 31 January in each year.

37. Dissolution

The Centaur Memorial Fund for Nurses 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 ordinary and honorary members present at a General Meeting convened to consider.

38. Distribution of Surplus Assets

If as per Rule 36 a majority of the financial ordinary and honorary members of the Centaur Memorial Fund for Nurses approves dissolution of the Fund, any surplus assets shall be given to another organisation or organisations:

- a) having objects similar to the Fund's objects; and
- b) the rules of which prohibit the distribution of the entity's income and assets to its members; and
- c) gifts to which are allowable deductions under the provisions of Section 78(1)(a) of the *Income Tax Assessment Act 1997* (Cth).

Certification

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

_____ President
_____ Secretary
_____ Date

Record of amendments to Constitution

Year	Approved at	Amendments
2011	AGM	
2018	AGM	Rules 5, 6, 8, 12, 15, 16 amended to include corporate membership
2020	Post AGM via email	Full review, New Version 1.4



Centaur Memorial Fund For Nurses
 Patron: His Excellency the Honourable Paul de Jersey AC, Governor of Queensland
 (Incorporated by Royal Charter)
 The Secretary P.O.Box 1233, Indooroopilly QLD 4068
 Email: admin@centaurnursesfund.org.au
www.centaurnursesfund.org.au

Proxy Form Template

I, (Full Name) _____
 of (Address) _____

being a member of the Centaur Memorial Fund for Nurses appoint:

(Full Name) _____
 of (Address) _____

OR, in his/her absence, appoint:

(Full Name) _____
 Of (Address) _____

as my proxy to vote on my behalf at the Annual General Meeting of the Fund to be held on
and at any adjournment of that meeting,
 in respect of the Special Resolution that:

Strike out whichever is not desired.

For the Special Resolution

Against the Special Resolution

Signed _____

Date ____ / ____ / ____ (day/month/year)

NOTE:

Applicant and proxy must be eligible to vote at the AGM, having paid membership fee to the CFMN up to and including subscription year (Rule 18).

This notice must be delivered to the Secretary in person or via admin@centaurnursesfund.org.au no later than one hour before the scheduled commencement of the Annual General Meeting or any adjournment of that meeting.