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**CHILD SAFETY COMMISSION OF INQUIRY
STATE OF QUEENSLAND
PROACTIVE STATEMENT NO.9**

STATEMENT OF BERNADETTE HARVEY

I, **Bernadette Harvey**, of care of Crown Law, Level 11, 50 Ann Street, Brisbane, the Acting Deputy Director-General, Commissioning, in the State of Queensland state as follows:

1. My qualifications include a Bachelor of Arts (Psychology), Bachelor of Applied Science (Psychology), Bachelor of Laws and an Executive Master's in Public Administration.
2. I have extensive experience with the Department of Families, Seniors, Disability Services and Child Safety (the Department) and other former Departments in their child protection and youth justice capacity dating back to 1992.
3. I have held various roles for differing periods including Child Safety Officer, Team Leader, Senior Resource Officer, Manager, Director, Regional Director, Executive Director, Regional Executive Director, and Acting Deputy Director-General roles including 12 months as Acting Deputy Director-General, Youth Justice. These roles have included delivering and overseeing child safety and youth justice (under previous departmental arrangements) service provision in Central Queensland, South West Queensland, North Queensland and Brisbane and Moreton Bay regions.
4. As Acting Deputy Director-General, Commissioning, of the Department, I have responsibility for providing the strategic and operational leadership, management and engagement for the delivery of, and investment in, government and non-government organisations to deliver services for vulnerable Queenslanders including children, families, seniors and carers, and supporting victims and people impacted by domestic, family and sexual violence.
5. Prior to commencing as Acting Deputy Director-General, Commissioning, I held the position of Regional Executive Director, Brisbane and Moreton Bay Region. This is my substantive position and is a senior executive role where I have responsibility for the oversight of child protection service delivery and investment in outsourced service delivery to children and families and people impacted by domestic, family, and sexual violence.

INTRODUCTION

6. This statement follows proactive statement 1 of the Director-General, to the Child Safety Commission of Inquiry (Commission of Inquiry).
7. This statement outlines the peak bodies funded by the Department and provides an overview of their roles and contracted services. The Child Safety portfolio funds four peak bodies: CREATE Foundation (CREATE); PeakCare Queensland Inc (PeakCare); Queensland Foster and Kinship Care Inc (QFKC); and Queensland Aboriginal & Torres Strait Islander Child Protection Peak Limited (QATSICPP).
8. These peak bodies are funded to build capability in the sector to foster collaboration, drive systemic change and development, and ensure the voices of diverse stakeholders are represented. As representative organisations, peak bodies contribute to linkages between the Department, service providers, and communities, offering broader perspectives, and an understanding of their challenges and opportunities to improve the system, service delivery, and the care and support provided to children and young people. Their insights are informed by research and engaging with members, sector representatives, communities, carers, and children, young people, and families with lived experience.

CREATE

9. CREATE is the Australian consumer peak that represents the voices of 45,000 children and young people currently in care across Australia.
10. 30,000 members across Australia, who are children and young people in care or with care experience, have signed up to be members of clubCREATE.
11. CREATE represents the 12,700 children and young people currently in care in Queensland. There are 8852 children and young people in Queensland in care or with care experience who have signed up to be members of clubCREATE.
12. CREATE's membership is free and open to children and young people under 25 years old. Young people become members by signing up to clubCREATE, or through their case worker or carers who can lodge membership forms on their behalf.
13. The Department has an established Information-Sharing Agreement with CREATE Foundation to provide the contact details of children and young people in out-of-home care in Queensland. This Agreement enables a simplified pathway for children in care to become members of clubCREATE, with the option to opt out of membership if they choose.
14. CREATE's Constitution is attached (**Annexure 1**).
15. CREATE has current contracts with the Department for the following specific amounts:
 - a) \$853,433 excluding GST per annum for core service delivery to improve the systems which impact children and young people in care and to provide resources and information about transitioning from care.

- b) \$40,954 excluding GST per annum to maintain the free Sortli mobile app (short for 'sort out your life') to help young people find the information and services they need.
- c) \$275,909 excluding GST per annum for the Far North Queensland Regional Hub to provide advocacy and ongoing engagement with key groups and committees to ensure young people in care are central to decision making including for Hub to:
 - i) have an additional focus on Aboriginal and Torres Strait Islander children and young people in recognition of their over-representation in the child protection system;
 - ii) continue to deliver statewide peak body functions;
 - iii) strengthen partnerships and relationships with the community, local service providers and children and young people in care in the region;
 - iv) increase capacity to deliver services that build the capability of children and young people and the sector to improve life outcomes; and
 - v) where capacity and technology access permits, provide appropriate virtual activities may be delivered to young people within Cape York North, Cape York South, and the Torres Strait Islands.
- d) \$741,282 excluding GST, to:
 - i. establish the SHIFT Ministerial Youth Advocacy Network to provide insights into children and young people's experience of care;
 - ii. co-design a child-friendly complaints process, supporting young people in care to have more choice about their environment, routine, and experiences; and
 - iii. establish and coordinate a lived experience oversight group to provide advice on the implementation of the Extended Post Care Support Program.

16. CREATE may receive funding from other organisations (funding amounts unknown) and is also funded in other states and territories to support and advocate for children and young people with a care experience.

17. The Department negotiates a work plan with CREATE each financial year.

PeakCare

18. PeakCare is the peak body for child protection and related services in Queensland. PeakCare was established in 1999 having evolved from the Child and Family Welfare Association of Queensland and, prior to that, the Board of Governing Authorities for residential care.

[Redacted]
Bernadette Harvey

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19. PeakCare's Rules (the Constitution) is attached (**Annexure 2**).
20. The Department does not hold PeakCare's membership information as it is not a contracted requirement and PeakCare is funded to represent the sector, more broadly, noting membership is not static.
21. Organisations and individuals can submit applications for Full or Associate Membership respectively to PeakCare's Board of Governance for their consideration and approval. Application forms are attached (**Annexure 3**).
22. For organisations, full membership fees including GST, for the period 1 July 2025 to 30 June 2026, are based on gross revenue, and are detailed as follows:
 - a) Organisations with a gross revenue of less than \$1 million per annum, have a full membership fee of \$205.
 - b) Organisations with a gross revenue of more than \$1 million per annum, but less than \$2million per annum, have a full membership fee of \$340.
 - c) Organisations with a gross revenue of more than \$2 million per annum, but less than \$4 million per annum, have a membership fee of \$1,295.
 - d) Organisations with a gross revenue of more than \$4 million per annum, but less than \$6 million per annum, have a membership fee of \$2,200.
 - e) Organisations with a gross revenue of mother than \$6 million per annum, but less than \$8 million per annum, have a membership fee of \$3,060.
 - f) Organisations with a gross revenue of mother than \$8 million have a membership fee of \$3,950.
23. For individuals, Associate membership fees including GST are \$100 per annum.
24. PeakCare has current contracts with the Department for the following specific amounts:
 - a) \$1,170,895 excluding GST per annum to meet core service delivery requirements including:
 - i. building capability by regularly engaging with the sector and government to identify and develop responses to current, emerging, and longstanding issues and opportunities relating to service child protection service delivery and to offer potential improvements to improve system capacity and capability, and the lives of children and young people;
 - ii. supporting the design and implementation of reform work and government commitments, including initiatives under *Safer Children*, *Safer Communities* and the transition of services for Aboriginal and

Torres Strait Islander children and young people to Aboriginal and Torres Strait Islander organisations, with the latter led by QATSICPP; and

iii. improving and promoting sector, policy, program and practice design and innovation by developing evidence informed approaches and advising on child and family centred research and projects.

b) \$114,670 excluding GST per annum to administer and maintain the Hope and Healing e-learning program across family and non-family based care.

c) \$3,298,781 excluding GST to:

i) develop a residential care workforce strategy to meet the current and future needs of the sector;

ii) expand Queensland's Hope and Healing Framework and related training to equip the workforce with a broader range of essential knowledge and skills; and

iii) establish a new sector-led forum to showcase and recognise best practice across the sector.

25. PeakCare may also be contracted by, or receive grants from, other organisations.

26. The Department negotiates a work plan with PeakCare each financial year.

QATSICPP

27. QATSICPP is the peak body representing 35 Queensland Aboriginal and Torres Strait Islander community-controlled child protection organisations in Queensland.

28. Membership of QATSICPP is open to Aboriginal and Torres Strait Islander community-controlled organisations delivering child protection services, statutory services, alternative care, family support, child and family wellbeing programs, residential care, kinship and foster care, and related services to its community. QATSICPP membership fees are \$200.

29. The following community-controlled organisations are members of QATSICPP:

a) Aboriginal and Islanders Development and Recreational Women's Association Mount Isa and District Inc;

b) Aboriginal and Torres Strait Islander Community Health Service Brisbane Limited;

c) Aboriginal and Torres Strait Islander Independent Community School (The Murri School);

d) Cape York / Gulf Remote Area Aboriginal and Torres Strait Islander Child Care Advisory Association Inc (RAATSICC);

- e) Central Queensland Indigenous Development Limited;
- f) Cherbourg Regional Aboriginal and Islander Community Controlled Health Services Ltd;
- g) Girudala Community Co-operative Society Ltd;
- h) Goolburri Aboriginal Health Advancement Company Limited;
- i) Gungarde Community Centre Aboriginal Corporation;
- j) Gurriny Yealamucka Health Service Aboriginal Corporation;
- k) Institute of Urban Indigenous Health Ltd;
- l) Kalwun Development Corporation Limited;
- m) Kambu Aboriginal and Torres Strait Islander Corporation for Health;
- n) Kummara Limited;
- o) Kurbingui Youth Development Limited;
- p) Mamu Health Service Limited;
- q) MARABISDA Inc;
- r) Mount Isa Aboriginal Community Controlled Health Services Ltd trading as Gidgee Healing;
- s) Mulungu Aboriginal Corporation Primary Health Care Service;
- t) Mununjali Housing and Development Company Limited;
- u) Mura Kosker Sorority Inc;
- v) NPA Family and Community Services ATSI Corporation;
- w) Palm Island Community Company Limited;
- x) Pormpur Paanthu Aboriginal Corporation;
- y) REFOCUS Aboriginal and Torres Strait Islander Corporation
- z) Townsville Aboriginal and Torres Strait Islander Corporation for Health Services;
- aa) WuChopperen Health Service Ltd; and
- bb) Yulu Burri Ba Aboriginal Corporation for Community Health.



- d) \$240,000 excluding GST to develop a workforce strategy to support the capability of workers in the Aboriginal and Torres Strait Islander community-controlled organisation sector.
- e). \$201,000 excluding GST to deliver training to improve the capability of workers to improve the experiences of service users of funded services. This includes conflict resolution, case management and case-note writing, and trauma informed practice.

33. The Department negotiates a work plan with PeakCare each financial year.

QFKC

34. QFKC is the peak body for all foster and kinship carers in Queensland and their role is to support, advocate for, and empower carers who provide safe and nurturing homes for children and young people in the child protection system.

35. The Department does not hold QFKC membership information as it is not a contracted requirement and QFKC is funded to represent carers, more broadly.

36. Individuals can submit an application to join. QFKC's Rules are attached (Attachment 5). QFKC's one-off membership fee of \$15 helps to cover the cost of producing the Reporter newsletter.

37. QFKC provides support and advocacy services to any foster or kinship carer regardless of whether they are a member.

38. QFKC has current contracts with the Department for the following specific amounts:

- a) \$1,679,813 excluding GST per annum for core services to:
 - i. provide support and advocacy to foster and kinship carers;
- b) provide advice to inform policy program, practice, and service design to improve systems which impact carers, children, young people;
 - i. provide recruitment, training and support for regional Foster Carer Advocacy and Support Service delegates;
 - ii. participate in regional carer assessment panels;
 - iii. conduct training events for foster carers, foster and kinship care services staff and Department staff; and
 - iv. develop resources and training packages for carers.
- c) \$262,543 excluding GST per annum for the QFKC Recruitment Line. This includes:



- i. advice about becoming a foster care and/or kinship carer (telephone and on-line);
 - ii. providing information, advice, and referral to other agencies;
 - iii. working with non-government organisations and the Department on recruitment strategies;
 - iv. recording and reporting enquirer information as requested by the Department; and
 - v. collecting and analysing foster and kinship carer exit survey information.
- d) \$1,002,770 excluding GST for the Carer Retention Program to provide foster and kinship carers, the Department and foster and kinship care programs with a sustainable avenue to resolve concerns and build ongoing regional and local area initiatives to support collective responsibility for communication, information, and positive relationships.
- e) \$196,167 excluding GST to design the Carer Counselling Assistance Program with consideration given to the amalgamation and coordination of existing counselling services and informed by carer experiences/needs. This includes:
 - (i) delivering on-call and scheduled counselling services to foster and kinship carers;
 - (ii) producing and delivering online resources to foster and kinship carers and staff; and
 - (iii) developing a program for group counselling sessions online and by phone.
- e) \$602,002 excluding GST for the Returning Carers Program to increase the number of former carers within the child protection system recommencing their journey as carers.

39. QFKC has a separate contract for regional service delivery with Brisbane and Moreton Bay (BMB) Region, for a total amount of \$842,961 excluding GST per annum to:
- a). develop, implement, and maintain local strategies that generate positive public interest and inform people who express interest in foster care in the BMB Region;
 - b). respond to 600 enquiries and complete 120 assessments per annum in the BMB Region; and
 - c). utilise up to 20% of funding for brokerage. QFKC will collaborate with local Aboriginal and Torres Strait Islander community-controlled organisations and

use brokerage to subcontract to them or Indigenous Businesses to support the delivery of culturally safe service.

40. The Department negotiates a work plan with QFKC each financial year.

I make this statement of my own free will believing its contents to be true and correct.

Dated this 2nd day of September 2025.

[Redacted Signature]

Bernadette Harvey

.....

[Redacted Signature]

Witness

[Redacted Signature]

.....
Witness

[Redacted Signature]

COMMISSION OF INQUIRY INTO QUEENSLAND'S CHILD SAFETY SYSTEM

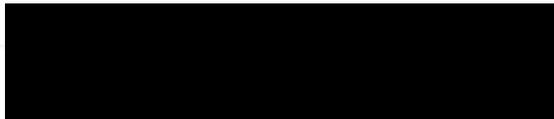
PROACTIVE STATEMENT OF BERNADETTE HARVEY

A/DEPUTY DIRECTOR-GENERAL, COMMISSIONING, DEPARTMENT OF
FAMILIES, SENIORS, DISABILITY SERVICES AND CHILD SAFETY

Annexure 1 – CREATE Constitution

This and the preceding 37 pages is the annexure mentioned and referred to as

“Annexure 1” in the statement of BERNADETTE HARVEY dated 2 September 2025.



Bernadette Harvey



Witness

Constitution

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A Company Limited by Guarantee

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Constitution

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Constitution

1 Objects of Company

1.1 Charitable purpose

The Company may only pursue charitable purposes, associated with its objects, and should do so predominantly in Australia.

1.2 Principal object

The Company is established as a public benevolent institution. The principal object of the Company shall be the provision of direct relief and aid to Children and young people with a care experience and who are suffering from poverty, economic hardship, misfortune or distress.

1.3 Further objects

In furtherance of article 1.2, the further objects of the Company are:

- (a) providing opportunities for Children and young people with a care experience to reach their full potential through programs, activities and resources;
- (b) providing aid and financial support to Children and young people in care to alleviate hardship and disadvantage;
- (c) connecting Children and young people to each other, the Company and their community;
- (d) empowering Children and young people to build self-confidence, self-esteem, and skills that enable them to have a voice and be heard;
- (e) to change the care system, in consultation with Children and young people, through advocacy to improve policies, practices and services, and increase community awareness;
- (f) to receive gifts and donations, and otherwise raise funds or participate in fundraising for development of the Company's services and maintenance of the Company's programs;
- (g) to provide training programs to service providers and others so they can develop the skills to work with and provide support to Children and young people in care;
- (h) to conduct the Company's programs and activities in a way that directly encourages the participation of children and young people in care so that their voices can be heard;
- (i) to develop policies and strategies that take into account the views of Children and young people;
- (j) collecting information from Children and young people regarding their experience of the out-of-home-care sector and the services of the Company; and

- (k) doing all other things as may be incidental or ancillary to the attainment of the above objects.

2 Income and property of Company

2.1 Application of income and property for objects only

All income, profits and property of the Company, however derived, must be applied solely towards the promotion of the Objects of the Company.

2.2 No dividend, bonus or profit paid to Members

No part of the profits, income or property of the Company may be paid or transferred to a Member, either directly or indirectly by way of dividend, bonus or otherwise, other than in accordance with article 2.3.

2.3 Payments by Company in good faith

Subject to articles 6.11, 6.12 and 6.13, article 2.2 does not prevent payment in good faith to an officer of the Company or a Member, or to a firm of which an officer of the Company or a Member is a partner:

- (a) of reasonable remuneration for services provided by, or reimbursement of expenses incurred by, that person (other than as a Director) or firm, including in accordance with articles 6.12 and 6.13;
- (b) for goods supplied in the ordinary course of business;
- (c) for repayment of any money borrowed from an officer of the Company or a Member;
- (d) of interest at a rate not exceeding the rate fixed for the purposes of this article by the Company in general meeting on money borrowed from an officer of the Company or a Member; or
- (e) of reasonable rent for premises let by an officer of the Company or a Member.

2.4 Provision of Services

Article 2.3 does not prevent an officer of the Company or a Member being the recipient of services from the Company in furtherance of the Company's Objects.

2.5 Charitable Fundraising Legislation

If the Company is a Registered Charity or otherwise an authorised fundraiser within the meaning of the Charitable Fundraising Legislation, the Company must comply with relevant requirements of the legislation and conditions of its authority to the extent applicable. This includes:

- (a) establishing and complying with proper and effective controls over fundraising appeals;

- (b) issuing receipts for money received;
- (c) management and administrative requirements; and
- (d) complying with requirements relating to conflicts of interest and dispute and complaint handling mechanisms.

3 Membership

3.1 Becoming a Member

Except for a person who was a Member at the time when this Constitution was adopted, a person may only become a Member this Part 3.

3.2 Admission as a Member

The Directors may admit as a Member any person who agrees to be bound by this Constitution and any other rules, by-laws, policies or other standards prescribed by the Directors from time to time.

3.3 Application for Membership

A person may apply to become a Member by submitting to the Secretary a properly completed application in the form prescribed by the Directors.

3.4 Effect of application

By completing an application form, if accepted, the applicant agrees to be bound by this Constitution and any other rules, by-laws, policies or other standards prescribed by the Directors from time to time.

3.5 Application Fee

The Directors may resolve from time to time that any person applying to become a Member, or a particular class of Member, must pay an Application Fee and, if so, how much it is and when and how it is to be paid. The Application Fee may not exceed the Annual Subscription Fee for the relevant class of Member for the year in which an application for membership is received.

3.6 Decision

The Directors must resolve whether to accept or reject each application for membership and, within a reasonable time, notify the applicant of their decision. The Directors may, but are not obliged to, give reasons for rejection of an application for membership of the Company.

3.7 Admission to Membership

Except for a person who was a Member at the time when this Constitution was adopted, a person is admitted as a Member when:

- (a) the person's application is accepted by a resolution of the Directors in accordance with article 3.6; and

- (b) the applicant pays the Application Fee (if any) in the manner specified by the Directors.

If payment of the Application Fee is not made as required, the Directors may, in their discretion, cancel their acceptance of the application for membership of the Company.

3.8 Member to notify changes

A Member must promptly notify the Company of any change in the details with respect to that Member which are recorded in the Register.

3.9 Annual Subscription Fee

The Directors may determine from time to time the amount of the Annual Subscription Fee (if any) for each year, for each Member or any class of Member.

3.10 Payment of Annual Subscription Fee

Subject to any contrary notice by the Directors specifying a date and manner of payment, each Member must pay any applicable Annual Subscription Fee in advance by 1 July in each year.

3.11 Waiver of Annual Subscription Fee

The Directors may waive the payment of all or any part of an Annual Subscription Fee for a Member or any class of Members.

3.12 Directors may create and vary classes and class rights

The Directors may, subject to this Constitution and the Corporations Act:

- (a) Prescribe, revoke and amend the criteria for membership and any classes of membership but, by doing so, are not obliged to accept persons fulfilling those criteria as Members or Members of a class;
- (b) establish any new class of Members and define the rights, restrictions and obligations of Members in that class; and
- (c) vary or cancel the rights, restrictions and obligations of Members in any new or existing class, if:
 - (i) at least 75% of the Members of that class give their written consent; or
 - (ii) a special resolution to that effect is passed at a separate meeting of those Members.

The articles on general meetings apply to meetings of a class of Members so far as they are capable of application and with the necessary changes to every separate meeting.

3.13 No transfer of Membership

A Member must not sell, transfer or dispose of their interests in the Company to another Member or a third party.

3.14 Ceasing to be a Member

A person ceases to be a Member on:

- (a) resignation;
- (b) the termination of the person's membership by the Directors or by the Company in general meeting in accordance with this Constitution; or
- (c) in the case of a natural person:
 - (i) death;
 - (ii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - (iii) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; and
- (d) in the case of a body corporate:
 - (i) being dissolved or otherwise ceasing to exist;
 - (ii) having a liquidator or provisional liquidator appointed to it; or
 - (iii) being insolvent.

3.15 Resignation

A Member may by written notice to the Company resign from membership with immediate effect or with effect from a specified date occurring not more than 30 days after the service of the notice. A Member remains liable after resignation for all money due by the Member to the Company at the date of resignation, in addition to any sum for which the Member is liable as a Member under article 14.1.

3.16 Non-payment of Annual Subscription Fee

If an Annual Subscription Fee for a Member remains unpaid for a period of 12 calendar months after it becomes due, the membership of the Member automatically terminates and the Member ceases to be a Member. The Directors may, but are not obliged to, reinstate a Member whose membership is terminated under this article if that Member pays all overdue Annual Subscription Fee amounts.

3.17 Censuring, suspension or expulsion of a Member

If a Member wilfully refuses or neglects to comply with the provisions of this Constitution, by-laws, policies or other standards prescribed by the Directors, or acts in a manner which in the opinion of the Directors is prejudicial to the interests of the Company, the Directors may by resolution censure, suspend or expel the Member from the Company, provided that the following procedure is observed:

- (a) the Directors or Secretary must give written notice to the Member setting out what is alleged against the Member and the Member must be given the opportunity to rectify the matter;
- (b) at least one week before the Directors' meeting at which the resolution is to be considered, the Member must be given notice of the meeting setting out:
 - (i) what is alleged against the Member; and
 - (ii) the intended resolution;
- (c) at the Directors' meeting, and before voting on the resolution, the Member must be given an opportunity of giving, orally or in writing, any explanation the Member thinks fit;
- (d) the Member may elect to have the question dealt with by the Company in general meeting, by giving notice in writing to the Secretary at least 24 hours before the proposed time of the Directors' meeting at which the resolution is to be considered by the Directors;
- (e) if the Member gives a notice under this article:
 - (i) no resolution of the Directors on the matter is effective;
 - (ii) a general meeting of the Company must be called for the purpose of considering the resolution set out in the notice originally given to the Member under this article; and
 - (iii) if, at the general meeting, a resolution is passed by a majority of at least two-thirds of those present and voting (the vote to be taken by ballot), the Member concerned must be dealt with in accordance with the resolution; and
- (f) in the case of a resolution passed by the Directors or in general meeting for the Member's expulsion under this article, the membership of the Member automatically terminates and the Member ceases to be a Member.

3.18 Termination of membership

Without limiting article 3.17, the Directors may by written notice to the Member terminate the Member's membership with immediate effect or with effect from a specified date occurring not more than 30 days after service of the notice.

3.19 Representative Members

If a person is admitted as a Member as a representative of an unincorporated association or body, the name of the Member, the name of the unincorporated association or body and the fact that the member is its representative must be entered in the Register.

Subject to the Directors' right to decline to accept any person as a Member, the unincorporated association or body may replace the Member who is its representative with another person by the Member giving notice in writing to the Company signed by any officer of the association or body concerned and setting out the details of the new representative. It is not necessary for the outgoing Member to resign or the incoming Member to apply to become a Member.

3.20 Honorary members

The Directors may admit any persons to, and remove any persons from, honorary membership of the Company. The Directors may not give an honorary member the right to vote on a matter concerning the Company, but may otherwise determine the rights and obligations of an honorary member. An honorary member is not a Member for the purposes of this Constitution or the Corporations Act.

3.21 Patrons

The Directors may appoint and remove any persons as a patron or any other honorary title-holder of the Company on any terms the Directors think fit. A patron (or other honorary title-holder) may, in the discretion of the Directors, be given the right to:

- (a) attend and speak (but not vote) at any general meeting of the Company and be given notice of the meeting as if a Member; and
- (b) receive accounts of the Company when available to Members.

3.22 Limited liability

A Member has no liability as a Member except as set out in this Part 3 and article 14.1.

4 General meetings

4.1 Annual general meeting

Annual general meetings of the Company are to be held in accordance with this Constitution and the Corporations Act.

4.2 Convening a general meeting

The Directors may convene and arrange to hold a general meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.

4.3 Members have power to convene general meeting

If there are not sufficient Directors for a quorum, a Director or any two or more Members may convene a general meeting of the Company at the cost of the Company.

4.4 Use of technology at general meetings

The Company may hold a meeting of Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

4.5 Notice of general meeting

Notice of a general meeting must be given:

- (a) at least 28 days prior to the date of the general meeting;
- (b) in accordance with article 12; and
- (c) in accordance with the Corporations Act,

and may be given as set out below.

If a Member nominates:

- (d) an electronic means by which the Member may be notified that notices of meeting are available; and
- (e) an electronic means the Member may use to access notices of meeting,

the Company may give the Member notice of the meeting by notifying the Member (using the notification means nominated by the Member):

- (f) that the notice of meeting is available; and
- (g) how the Member may use the access means nominated by the Member to access the notice of meeting.

A notice of meeting given to a Member by this electronic means is taken to be given on the day after the day on which the Member is notified that the notice of meeting is available.

4.6 Calculation of period of notice

In computing the period of notice for a general meeting under article 4.4, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

4.7 Directors entitled to notice of general meeting

A Director is entitled to receive notice of and to attend all general meetings of the Company and all separate meetings of any class of Members and is entitled to speak at those meetings.

4.8 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Directors, they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them or change the place for the meeting.

This article does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Members, by the Directors on the request of Members, or to a meeting convened by a court.

4.9 Notice of cancellation, postponement or change of place of general meeting

Written notice of cancellation or postponement or change of place of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company. The notice must be given at least 14 days before the date for which the meeting is convened and must specify the reason for the cancellation, postponement or change of place. A notice of a change of place of a general meeting must specify the different place for the holding of the meeting.

4.10 Contents of notice postponing general meeting

A notice postponing the holding of a general meeting must specify:

- (a) a date and time for the holding of the meeting;
- (b) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

4.11 Number of clear days for postponement of general meeting

The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days notice of the general meeting required to be given by this Constitution or the Corporations Act.

4.12 Business at postponed general meeting

The only business that may be transacted at a general meeting the holding of which is postponed is the business specified in the original notice convening the meeting.

4.13 Non-receipt of notice

The non-receipt of, or accidental omission to give, a notice of a general meeting or cancellation, postponement or change of details for a general meeting by, or to, a person entitled to receive notice does not invalidate any

resolution passed at the general meeting or at a postponed or changed place meeting or the cancellation or postponement of a meeting.

4.14 Proxy, attorney or Representative at postponed general meeting

Whereby the terms of an instrument appointing a proxy or attorney or of an appointment of a Representative:

- (a) the appointed person is authorised to attend and vote at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of Representative,

then, by force of this article, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of Representative unless the Member appointing the proxy, attorney or Representative gives to the Company at its Registered Office notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

5 Proceedings at general meetings

5.1 Reference to a Member

Unless the contrary intention appears, a reference to a Member in this article 5 means a person who is a Member, or:

- (a) a proxy;
- (b) an attorney; or
- (c) a Representative

of that Member.

5.2 Number for a quorum

Subject to article 5.5, 50% of the total number of Members of the Company entitled to vote at a general meeting, present in person or by proxy, attorney or Representative, are a quorum at a general meeting of the Company. For the avoidance of doubt, if this is not a whole number, it is to be rounded up to the next whole number.

In determining whether a quorum is present, each individual attending as a proxy, attorney or Representative is to be counted, except that:

- (a) where a Member has appointed more than one proxy, attorney or Representative, only one is to be counted; and

- (b) where an individual is attending both as a Member and as a proxy, attorney or Representative, that individual is to be counted once for that Member and once for each Member for whom that individual is attending as proxy, attorney or Representative.

5.3 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the chairman of the meeting (on the chairman's own motion or at the request of a Member, proxy, attorney or Representative who is present) declares otherwise.

5.4 If quorum not present

If within 15 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by a Director, or at the request of Members, is dissolved; and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

5.5 Adjourned meeting

At a meeting adjourned under article 5.4(b), two persons each being a Member, proxy, attorney or Representative present at the meeting are a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

5.6 Appointment of chairman of general meeting

If the Directors have elected one of their number as chairman of their meetings, that person is entitled to preside as chairman at a general meeting of the Company.

5.7 Absence of chairman at general meeting

If a general meeting is held and:

- (a) a chairman has not been elected by the Directors; or
- (b) the elected chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the following may preside as chairman of the meeting (in order of precedence):

- (c) the deputy chairman (if any);
- (d) a Director chosen by a majority of the Directors present;
- (e) the only Director present;
- (f) a Member chosen by a majority of the Members present in person or by proxy, attorney or Representative.

5.8 Conduct of general meetings

The chairman of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chairman under this article is final.

5.9 Adjournment of general meeting

The chairman of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

- (a) in exercising this discretion, the chairman may, but need not, seek the approval of the Members present in person or by proxy, attorney or Representative; and
- (b) only unfinished business is to be transacted at a meeting resumed after an adjournment.

Unless required by the chairman, a vote may not be taken or demanded by the Members present in person or by proxy, attorney or Representative in respect of any adjournment.

5.10 Notice of adjourned meeting

Except as set out in clause 5.4, it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

5.11 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

5.12 Equality of votes - no casting vote for chairman

If there is an equality of votes, whether on a show of hands or on a poll, the chairman of the general meeting is not entitled to a casting vote in addition to any votes to which the chairman is entitled as a Member or proxy, attorney or Representative of a Member.

5.13 Voting on show of hands

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is effectively demanded and the demand is not withdrawn. A declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the chairman nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.

5.14 Demanding a poll

At a general meeting of the Company, a poll may be demanded by:

- (a) at least two Members entitled to vote on the resolution; or
- (b) Members with at least 10% of the votes that may be cast on the resolution on a poll; or
- (c) the chairman of the meeting.

5.15 Poll

If a poll is effectively demanded in accordance with article 5.14:

- (a) it must be taken in the manner and at the date and time directed by the chairman and the result of the poll is a resolution of the meeting at which the poll was demanded;
- (b) on the election of a chairman or on a question of adjournment it must be taken immediately;
- (c) the demand may be withdrawn; and
- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

5.16 Entitlement to vote

Subject to this Constitution and to any rights and any restrictions attached to any class of Members:

- (a) on a show of hands, each Member present in person and each other person present as proxy, attorney or Representative of a Member has one vote; and
- (b) on a poll, each Member present in person has one vote and each person present as proxy, attorney or Representative of a Member has one vote for each Member that the person represents.

5.17 Validity of vote in certain circumstances

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy, attorney or Representative, a vote cast by that person is valid even if, before the person votes:

- (a) the appointing Member dies;
- (b) the appointing Member is mentally incapacitated; or
- (c) the Member revokes the appointment or authority.

5.18 Objection to voting qualification

An objection to the right of a person to attend or vote at a general meeting or adjourned general meeting or to vote on a poll:

- (a) may not be raised except at that meeting or adjourned meeting or when that poll is taken; and
- (b) must be referred to the chairman of the meeting, whose decision is final.

A vote not disallowed under the objection is valid for all purposes.

5.19 Chairman to determine voting dispute

If there is a dispute as to the admission or rejection of a vote, the chairman of the general meeting must decide it and the chairman's decision made in good faith is final and conclusive.

5.20 Circulating resolutions of Members

Unless the Corporations Act requires otherwise, the Members may pass a resolution without a general meeting being held if all of the Members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy. The resolution is taken to be passed (and if it is required to be a special resolution to be effective, passed as a special resolution), as if it had been passed unanimously at a duly

convened general meeting, at the time the Secretary has evidence that the last Member has signed it.

5.21 Right to appoint attorney

A Member may by power of attorney appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any class of Members.

To be effective, an instrument appointing an attorney under this article, together with any evidence of non-revocation the Directors require, must be received by the Company at least 48 hours before the meeting.

5.22 Suspension or if any Annual Subscription Fee not paid

In addition to any other rights of the Company, if:

- (a) any Annual Subscription Fee is due and payable by a Member and is not paid; or
- (b) a Member is suspended,

the Member has no right to be present at, be counted among the quorum for, or vote, whether in person or by proxy, attorney or Representative, at a general meeting of the Company.

6 Directors

6.1 Board developed principles

The Board may, from time to time, approve certain criteria that they may consider relevant relating to the appointment of a person as a Director. The Board may amend the terms of any such criteria in their absolute discretion.

6.2 Security checks

Prior to their appointment, potential Directors will undergo security checks, including a police check in the relevant potential Director's state.

If a potential Director has been convicted of an offence that is in the opinion of the Board (having regard to the Objects of the Company) inconsistent with the objectives of the Company or is of a nature that the Board believes would make further participation by the Director in the affairs of the Company inappropriate, that potential Director will be deemed ineligible for Directorship.

In the case of general offences being identified, the Board will have the discretion to admit the potential Director to the Board.

6.3 Number of Directors

Unless otherwise determined by the Company in general meeting, the number of Directors may not be less than three nor more than:

- (a) 15; or
- (b) any lesser number than 15 determined by the Directors (but the number must not be less than the number of Directors in office at the time the determination takes effect).

The Directors in office at the time of adoption of this Constitution continue in office subject to this Constitution.

6.4 Change of number of Directors

Subject to article 6.3, the Company in general meeting may by resolution increase or reduce the number of Directors, and may also determine the rotation in which the increased or reduced number is to retire from office.

6.5 Rotation of Directors

Subject to article 7.11, at each annual general meeting of the Company, one-third of the Directors or, if their number is not three nor a multiple of three, then the number nearest one-third, and any other Director who has held office for three years or more since last being elected, must retire from office.

In determining the number of Directors to retire, account is not to be taken of a Director who only holds office until the conclusion of the meeting in accordance with article 6.10, the Chief Executive Officer or an Executive Director.

6.6 Office held until conclusion of meeting

A retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election.

6.7 Directors to retire

The Directors to retire at any annual general meeting in accordance with article 6.5 must be those who have been longest in office since their last election. As between persons who were last elected as Directors on the same day, those to retire must be determined by lot, unless they otherwise agree among themselves.

6.8 Directors elected at general meeting

The Company may, at any general meeting at which a Director retires or otherwise vacates office, by resolution fill the vacated office by electing a person to that office.

6.9 Eligibility for election as Director

Except for:

- (a) a person who is eligible for election or re-election under article 6.6 or 6.10; or
- (b) a person recommended for election by the Directors,

a person is not eligible for election as a Director at a general meeting of the Company unless a consent to nomination signed by the person has been lodged at the Registered Office at least 20 Business Days before the general meeting or any other period permitted under the Corporations Act, but no more than 90 Business Days before the meeting. For the avoidance of doubt, a person may not be appointed as Director unless the Board considers that their appointment is appropriate considering the factors set out in any policy adopted under article 6.1 and any application or consent to nomination of any person that should address compliance with these criteria.

6.10 Casual vacancy or additional Director

The Company in general meeting or the Directors at any time may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director, provided that the total number of Directors does not exceed the maximum number, if any, determined in accordance with article 6.3. A person appointed to be a Director under this article:

- (a) if appointed by the Company in general meeting to fill a casual vacancy, is subject to retirement at the same time as if the person had become a Director on the day on which the Director in whose place they are appointed was last elected a Director; and
- (b) if appointed by the Directors, holds office until the conclusion of the next annual general meeting of the Company but is eligible for election as a Director at that meeting.

6.11 Remuneration of Directors

A Director must not be paid any remuneration for services as a Director. For the avoidance of doubt, this article 6.11 does not limit:

- (a) the right of a Director to receive a benefit under articles 2.3 and 2.4; or
- (b) the right of a Director, who is also the Chief Executive Officer or an Executive Director, to receive remuneration or reimbursement for costs or expenses incurred in their capacity as Chief Executive Officer or Executive Director.

6.12 Reimbursement of expenses

A Director is entitled to be reimbursed out of the funds of the Company for their reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors, the Company or a Committee or when otherwise engaged on the business of the Company in their capacity as a Director. For the avoidance of doubt, this clause 6.12 does not apply to payments made to a Director in their capacity as Chief Executive Officer or Executive Director.

6.13 Payments to Director

Any payment to a Director which is not prohibited under article 6.11 (including a payment permitted under article 6.12), other than payments

made in the circumstances set out in article 6.11(b), must be approved by the Directors.

6.14 Director's interests

Subject to the provisions of this Constitution and to complying with the Corporations Act requirements regarding disclosure of and voting on matters involving material personal interests, a Director may:

- (a) hold any office or place of profit in the Company, except that of auditor unless being or becoming a Director would breach any law by reason of holding that office;
- (b) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
- (c) enter into a contract or arrangement with the Company;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or directors of the Company or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;
- (f) if the other Directors determine that the Director's interest should not disqualify the Director from considering or voting on a matter, participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Directors and may be present at any meeting where any matter is being considered by the Directors; and
- (g) despite having an interest in a document, sign or participate in the execution of a document by or on behalf of the Company; and
- (h) do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement.

A reference to the Company in this article is also a reference to any related body corporate of the Company.

6.15 Vacation of office

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;

- (b) resigns office by notice in writing to the Company;
- (c) is not present personally or by Alternate Director at meetings of the Directors for a continuous period of 9 months without leave of absence from the Directors; or
- (d) is convicted of an offence that is in the opinion of the Board (having regard to the Objects of the Company) inconsistent with the objectives of the Company or is of a nature that the Board believes would make further participation by the Director in the affairs of the Company inappropriate.

7 Powers and duties of Directors

7.1 Directors to manage the Company

The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

7.2 Specific powers of Directors

Without limiting the generality of article 7.1, the Directors may exercise all the powers of the Company to create by-laws, to borrow or raise money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

7.3 Compliance with duties required by law

Each Director must comply with:

- (a) the duties described in the governance standards and external conduct standards as set out in the regulations made under the ACNC Act; and
- (b) such other obligations in the Charitable Fundraising Legislation or other law, regulation or guideline,

applicable to the Company from time to time.

7.4 Appointment of attorney

The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for the period and subject to the conditions they think fit.

7.5 Provisions in power of attorney

A power of attorney granted under article 7.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including

by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

7.6 Payment authorisations

The Directors may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, online internet banking transactions, and receipts for money paid to the Company, may be signed, drawn, accepted, authorised, transferred, endorsed or otherwise executed.

7.7 Committees

The Directors may delegate (and revoke the delegation of) any of their powers, other than powers required by law to be dealt with by Directors as a board, to a Committee or Committees consisting of one or more of their number as they think fit.

7.8 Powers delegated to Committees

A Committee to which any powers have been delegated under article 7.7 must exercise those powers in accordance with any directions of the Directors.

7.9 Appointment of Chief Executive Officer and Executive Directors

- (a) The Directors may appoint any person to the office of Chief Executive Officer for the period and on the terms they think fit. If, upon appointment as Chief Executive Officer, the Chief Executive Officer is not already a Director of the Company, the Directors must appoint that person as a Director as soon as practicable after their appointment as Chief Executive Officer.
- (b) The Directors may appoint one or more of themselves to the office of Executive Director or to any other office (except auditor), or any position of employment with the Company for the period and on the terms they think fit.

7.10 Termination of appointment of Chief Executive Officer or Executive Director

Whether or not the appointment of the Chief Executive Officer or an Executive Director was expressed to be for a specified term, the appointment of the Chief Executive Officer or an Executive Director terminates if:

- (a) the Chief Executive Officer or Executive Director ceases for any reason to be a Director; or
- (b) the Directors remove the Chief Executive Officer or Executive Director from the office of Chief Executive Officer or Executive Director (which, subject to the terms of any employment contract between the Company and the Chief Executive Officer or Executive Director, the Directors have power to do).

For the avoidance of doubt, if the Chief Executive Officer or an Executive Director ceases to be an employee of the Company in their respective position for any reason, including under this article 7.10, the Chief Executive Officer or Executive Director, as the case may be, must immediately resign as Director of the Company.

7.11 Chief Executive Officer and Executive Directors exempt

The Chief Executive Officer or an Executive Director is, while holding that office, exempt from retirement by rotation under article 6.5.

7.12 Powers of Chief Executive Officer and Executive Directors

The Directors may:

- (a) confer on the Chief Executive Officer or an Executive Director any of the powers exercisable by them, on such terms and conditions and with such restrictions, as they think fit; and
- (b) withdraw or vary any of the powers conferred on the Chief Executive Officer or an Executive Director.

7.13 Powers of delegation

The Directors may delegate any of their powers to any persons they select for any period, to be exercised for any objects and purposes on any terms and subject to any conditions and restrictions as they think fit, and may revoke, withdraw, alter or vary the delegation of any of those powers.

The powers of delegation expressly or impliedly conferred by this Constitution on the Directors are conferred in substitution for, and to the exclusion of, the power conferred by section 198D of the Corporations Act.

8 Proceedings of Directors

8.1 Directors' meetings

The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

8.2 Director may convene a meeting

A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

8.3 Use of technology for Directors' meetings

A Directors' meeting may be called or held using any technology:

- (a) permitted by law; or
- (b) consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

8.4 Questions decided by majority

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Directors.

8.5 Alternate Director or proxy and voting

A person who is present at a meeting of Directors as an Alternate Director or as a proxy for another Director has one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is an Alternate Director or proxy. If that person is also a Director, they have one vote as a Director in that capacity.

8.6 Chairman of Directors' meetings

The Directors may elect one of their number as chairman of their meetings and may also determine the period for which the person remains as chairman.

8.7 Absence of chairman at Directors' meeting

If a Directors' meeting is held and:

- (a) a chairman has not been elected under article 8.6; or
- (b) the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the Directors present must elect one of their number to be a chairman of the meeting.

8.8 Chairman's casting vote at Directors' meetings

The chairman of a Directors' meeting does not have a casting vote.

8.9 Appointment of Alternate Director

Subject to the Corporations Act, a Director may appoint a person approved by a majority of the other Directors, to be an Alternate Director in the Director's place during such period that the Director thinks fit.

8.10 Alternate Director and meetings

An Alternate Director is entitled to notice of all meetings of the Directors and, if the appointor does not participate in a meeting, the Alternate Director is entitled to participate and vote in the appointor's place.

8.11 Alternate Director's powers

An Alternate Director may exercise all the powers of the appointor except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor except to the extent that the appointor has exercised or performed them.

8.12 Alternate Director responsible for own acts and defaults

Whilst acting as a Director, an Alternate Director:

- (a) is an officer of the Company and not the agent of the appointor; and
- (b) is responsible to the exclusion of the appointor for the Alternate Director's own acts and defaults.

8.13 Alternate Director – expenses and remuneration

Articles 2.3, 6.11, 6.12 and 6.13 apply to an Alternate Director as if they were a Director.

8.14 Termination of appointment of Alternate Director

The appointment of an Alternate Director may be terminated at any time by the appointor even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

8.15 Appointment or termination in writing

An appointment, or the termination of an appointment, of an Alternate Director must be effected by a notice in writing signed by the Director who makes or made the appointment and delivered to the Company.

8.16 Alternate Director and number of Directors

An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

8.17 Director attending and voting by proxy

A Director may participate in and vote by proxy at a meeting of the Directors if the proxy:

- (a) is another Director; and
- (b) has been appointed in writing signed by the appointor.

The appointment may be general or for one or more particular meetings. A Director present as proxy of another Director who would be entitled to vote if present at the meeting has one vote for the appointor and one vote in his or her own capacity as a Director.

8.18 Quorum for Directors' meeting

At a meeting of Directors, the number of Directors whose presence in person or by proxy is necessary to constitute a quorum is as determined by the Directors and, unless so determined, is three.

8.19 Remaining Directors may act

The continuing Directors may act despite a vacancy in their number. If their number is reduced below the minimum fixed by article 6.3, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting.

8.20 Chairman of Committee

The members of a Committee may elect one of their number as chairman of their meetings. If a meeting of a Committee is held and:

- (a) a chairman has not been elected; or
- (b) the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the members involved may elect one of their number to be chairman of the meeting.

8.21 Meetings of Committee

A Committee may meet and adjourn as it thinks proper.

8.22 Determination of questions

Questions arising at a meeting of a Committee are to be determined by a majority of votes of the members of the Committee present and voting.

The chairman of the meeting does not have a casting vote.

8.23 Circulating resolutions

The Directors may pass a resolution without a Directors' meeting being held if a majority of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.

8.24 Validity of acts of Directors

All acts done at a meeting of the Directors or of a Committee, or by a person acting as a Director are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or
- (b) a person acting as a Director was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

8.25 Meeting by use of technology

A Director may not leave a telephone meeting by disconnecting the telephone without the consent of the chairman of the meeting and a Director is deemed to be present and form part of the quorum throughout the meeting unless the Director obtains the consent of the chairman of the meeting to leave the meeting.

8.26 Director not entitled to vote or attend meeting if charged

Unless the Board determines otherwise by unanimous agreement of all Directors entitled to vote on such a resolution, a Director who has been charged with a criminal offence where the Director reasonably believes that article 6.15(d) may apply, must not:

- (a) attend any Director's meeting;
- (b) vote on any matter to be considered at such a meeting; or
- (c) vote on any resolution circulating under article 8.23,

until any charges outstanding have been dropped.

9 Secretary

9.1 Appointment of Secretary

The Company must have at least one Secretary who is to be appointed by the Directors.

9.2 Suspension and removal of Secretary

The Directors may suspend or remove a Secretary from that office.

9.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors.

10 Seals

10.1 Safe custody of common seals

The Directors must provide for the safe custody of any seal of the Company.

10.2 Use of common seal

If the Company has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors, or of a Committee authorised by the Directors to authorise its use; and

- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

11 Inspection of records

11.1 Inspection by Members

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than Directors).

11.2 Right of a Member to inspect

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

12 Service of documents

12.1 Document includes notice

In this Part 12, a reference to a document includes a notice and a notification by electronic means.

12.2 Form of document

Unless expressly stated otherwise in this Constitution, all notices, certificates, statements, demands, appointments, directions and other documents referred to in this Constitution must be in writing.

12.3 Methods of service

The Company may give a document to a Member:

- (a) personally;
- (b) by delivering it or sending it by post to the address for the Member in the Register or an alternative address nominated by the Member;
- (c) by sending it to a fax number or electronic address nominated by the Member; or
- (d) by notifying the Member by an electronic means nominated by the Member that:
 - (i) the document is available; and
 - (ii) how the Member may use the nominated access means to access the document.

12.4 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the day after the date of its posting.

12.5 Fax or electronic transmission

A document sent or given by fax or to an electronic address is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) to have been delivered on the Business Day following its transmission.

12.6 Evidence of service

A certificate in writing signed by a Director or a Secretary stating that a document was sent to a Member by post or by fax or electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

13 Indemnity and insurance

13.1 Indemnity

To the maximum extent permitted by law, the Company indemnifies any current or former Director or other officer of the Company out of the assets of the Company against:

- (a) any liability incurred by the person in that capacity (except a liability for legal costs);
- (b) reasonable legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, against the person or in which the person becomes involved because of that capacity; and
- (c) reasonable legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an officer of the Company.

13.2 Insurance

To the maximum extent permitted by law, the Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or other officer of the

Company against liability incurred by the person in that capacity, including a liability for legal costs.

13.3 Contract

The Company may enter into an agreement with a Director or other officer of the Company with respect to the matters referred to in articles 13.1 and 13.2 and including provisions relating to rights of access to the books of the Company.

14 Winding up

14.1 Contributions on winding up

Each Member undertakes to contribute to the Company's property if the Company is wound up during, or within one year after the cessation of, the Member's membership on account of:

- (a) payment of the Company's debts and liabilities contracted before they ceased to be a Member;
 - (b) the costs of winding up; and
 - (c) adjustment of the rights of the contributories among themselves,
- an amount not to exceed \$10.00.

14.2 Application of property on winding up

Subject to article 15, if any property or funds remain on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, the property or funds may not be paid to or distributed among the Members but must be given or transferred to one or more funds, authorities or institutions:

- (a) having a public charitable purpose or public charitable objects similar to those of the Company;
- (b) whose constitution or rules prohibit the distribution of property and funds among its members to an extent at least as great as is imposed on the Company under this Constitution; and
- (c) being an institution accepted as a deductible gift recipient under Division 30 of the Tax Act by the Commissioner of Taxation or otherwise approved for these purposes by the Commissioner of Taxation.

The fund, authority or institution is to be determined by the Members at or before the time of dissolution and in default by application to the court.

15 Transfer of property upon revocation of DGR endorsement

If the endorsement of the Company as a deductible gift recipient under Division 30 of the Tax Act is revoked, any surplus:

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

must be given or transferred, as soon as reasonably practicable, to some other fund, authority or institution:

- (d) having a public charitable purpose or public charitable objects similar to those of the Company;
- (e) whose constitution or rules prohibit the distribution of property and funds among its members to an extent at least as great as is imposed on the Company under this Constitution; and
- (f) being accepted as a deductible gift recipient under Division 30 of the Tax Act by the Commissioner of Taxation or otherwise approved for these purposes by the Commissioner of Taxation.

16 Accounts

The Directors must cause the accounts and relevant records of the Company to be kept, maintained and audited in accordance with the requirements of the Corporations Act and the Charitable Fundraising Legislation (as applicable).

17 Definitions and interpretation

17.1 Definitions

In this Constitution unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

Alternate Director means a person appointed as an alternate director under article 8.9.

Annual Subscription Fee means the amount fixed from time to time under article 3.9.

Application Fee means an amount determined by the Directors to be payable in respect of an application for membership of the Company.

Business Day means a day other than a Saturday, Sunday or public holiday in Sydney.

Charitable Fundraising Legislation means the *Charitable Fundraising Act 1991* (NSW) and corresponding legislation in other Australian states and territories, the ACNC Act and the Tax Act.

Chief Executive Officer means a person appointed as Chief Executive Officer under article 7.9(a).

Children and young people include persons aged up to 25 years old.

Committee means a committee of Directors constituted under article 7.7.

Company means CREATE Foundation Limited ABN 69 088 075 058.

Constitution means this constitution as amended from time to time, and a reference to an article is a reference to an article of this Constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a person holding office as a director, and where appropriate includes an Alternate Director.

Directors means all or some of the Directors acting as a board.

Executive Director means a person appointed as an executive director under article 7.9(b).

Member means a person entered in the Register as a member of the Company.

Objects means the objects specified in articles 1.2 and 1.3.

Register means the register of Members of the Company and, if appropriate, includes a branch register.

Registered Charity means a charity that is duly registered under the ACNC Act.

Registered Office means the registered office of the Company.

Representative means a person appointed to represent a corporate Member at a general meeting of the Company in accordance with the Corporations Act.

Secretary means a person appointed under article 9 as a secretary of the Company, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

Tax Act means the Income Tax Assessment Act 1997 (Cth).

17.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) **(gender)** words importing any gender include all other genders;
- (b) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (c) **(singular includes plural)** the singular includes the plural and vice versa;
- (d) **(meaning not limited)** a reference to the words “include”, “including”, “for example” or “such as”, when introducing an example, does not limit the meaning of the words to which the example relates to that example or examples of a similar kind;
- (e) **(regulations)** a reference to a law includes regulations and instruments made under the law;
- (f) **(amendments to statutes)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (g) **(from time to time)** a power, an authority or a discretion reposed in a Director, the Directors, the Company in general meeting or a Member may be exercised at any time and from time to time;
- (h) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (i) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (j) **(currency)** a reference to \$ is a reference to the lawful currency of Australia.

17.3 Corporations Act and ACNC Act

- (a) In this Constitution **unless** the contrary intention appears:
 - (i) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and

(ii) “section” means a section of the Corporations Act.

(b) While the Company is a Registered Charity, the ACNC Act and the Corporations Act override any provisions in this Constitution which are inconsistent with those Acts.

(c) If the Company is not a Registered Charity (even if it remains a charity), the Corporations Act overrides any provisions in this Constitution which is inconsistent with that Act.

17.4 Headings and Parts

Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

This Constitution is divided into Parts as indicated by its Contents.

17.5 Replaceable rules not to apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

COMMISSION OF INQUIRY INTO QUEENSLAND'S CHILD SAFETY SYSTEM

PROACTIVE STATEMENT OF BERNADETTE HARVEY

A/DEPUTY DIRECTOR-GENERAL, COMMISSIONING, DEPARTMENT OF
FAMILIES, SENIORS, DISABILITY SERVICES AND CHILD SAFETY

Annexure 2 – PeakCare Application

This and the preceding 5 pages is the annexure mentioned and referred to as

“Annexure 2” in the statement of BERNADETTE HARVEY dated 2 September 2025.



Bernadette Harvey



Witness

Membership Application 2025-26

Applicant Details

(All fields required unless stated otherwise)

Organisation details	
Full title of organisation:	
ABN:	
Street address:	
Postal address:	
Phone:	
Admin/accounts email:	
Website:	
Job listings webpage (optional): ⓘ	
CEO or delegate contact details	
First and last name:	
Position:	
Phone (mobile):	
Email:	
Key point of contact details (if different from CEO) ⓘ	
First and last name:	
Position:	
Phone (mobile):	
Email:	

ⓘ This link will be advertised on the PeakCare website.

ⓘ This contact will receive member updates and may be invited to share your organisation's views on relevant topics.

Description of services

Please enter a succinct description of services delivered by your organisation that relate to the safety and wellbeing of children and young people and/or the support of their families.

Organisation service details

Service types offered

Select all services your organisation currently provides.

- Residential care
- Foster & kinship care
- Family support
- Early intervention
- Aboriginal and Torres Strait Islander community-controlled services
- Disability or mental health supports
- Youth justice
- Housing or homelessness
- Education or training programs
- Other: _____

Geographical reach

Select all regions your organisation currently provides services.

- Brisbane and Moreton Bay
- South-West Qld
- South-East Qld
- Sunshine Coast and/or Central Qld
- North Qld
- Far North Qld
- Statewide
- National
- Other: _____

i This helps us tailor our advocacy and sector initiatives based on the services you provide and where you provide them.

Reasons for applying for membership

Please succinctly describe your organisation's reasons for applying to become a PeakCare Member.

Supporting documentation

When submitting your application for membership, please provide copies of the following:

- latest Annual Report
- last financial statement clearly stating income for the previous financial year
- your organisation's Constitution

You may also elect to provide copies of:

- any available brochures or similar materials that describe your organisation's services
- any other relevant materials in support of your application

Please note that the PeakCare Board will not consider applications that are not accompanied by sufficient supporting documentation and may request your supply of further information.

Membership payment tiers

PeakCare uses a six-tiered membership payment schedule that takes account of variations in the capacity of organisations to financially contribute to and support the work of PeakCare. The following table describes the six-tiered payment schedule and indicates each tier's annual fee. Please indicate the payment tier to which your organisation would belong if your application for membership is approved.

Membership tier	Annual fee (net)	GST	Annual fee payable	Tick box
A. Organisations with gross revenue totalling less than \$1M per annum *	\$ 184.50	\$ 20.50	\$ 205.00	<input type="checkbox"/>
B. Organisations with gross revenue totalling between \$1M and \$2M per annum*	\$ 306.00	\$ 34.00	\$ 340.00	<input type="checkbox"/>
C. Organisations with gross revenue totalling between \$2M and \$4M per annum *	\$ 1,165.50	\$ 129.50	\$ 1,295.00	<input type="checkbox"/>
D. Organisations with gross revenue totalling between \$4M and \$6M per annum*	\$ 1,980.00	\$ 220.00	\$ 2,200.00	<input type="checkbox"/>
E. Organisations with gross revenue totalling between \$6M and \$8M per annum *	\$ 2,754.00	\$ 306.00	\$ 3,060.00	<input type="checkbox"/>
F. Organisations with gross revenue totalling more than \$8M per annum *	\$ 3,555.00	\$ 395.00	\$ 3,950.00	<input type="checkbox"/>

*Gross revenue is ALL income irrespective of its source

*Organisations delivering human services additional to those that are child protection related are permitted to select a tier based on their own calculation of the proportion of their organisation's gross revenue that is directed to the delivery and managerial, administrative and corporate support of children's care and/or family support services. For example, an organisation may be involved in delivering residential care services for children, family support programs and aged care services in Queensland. Its gross revenue may be derived from a mix of Federal and State Government grants, fees for the services it delivers and corporate sponsorships and donations. Based on figures from the previous year, the organisation may calculate that the proportion of its \$10 million revenue expended on the delivery, managerial and corporate support of its residential care services for children and family support programs equates to 50% (i.e. \$5 million per annum). In this case, the organisation would belong to Tier D and pay an annual membership fee of \$2,200. Organisations delivering services outside of Queensland are permitted to select a tier based on their own calculation of the proportion of their organisation's gross revenue that is directed to the delivery and managerial, administrative and corporate support of children's care and/or family support services within Queensland. For example, an organisation may be involved in delivering foster care service in three States including Queensland. Its gross revenue may be derived from a mix of State Government grants and donations. Based on figures from the previous year, the organisation may calculate that the proportion of its \$14 million revenue expended on the delivery, managerial and corporate support of its foster care services within Queensland equates to 20% (i.e. \$2.8 million per annum). In this case, the organisation would belong to Tier C and pay an annual membership fee of \$1,295.

Pro rata fee schedule

PeakCare provides for pro rata fee rates as applications are received throughout the course of the financial year.

- Applications endorsed July to December will be invoiced the full fee
- Applications endorsed from January to March will be invoiced 50% of the full fee
- Applications endorsed April to June will receive 15 months membership for the cost of 12 months



Advice to be provided to applicant

Following consideration of your application by PeakCare's Board, advice about the outcome will be emailed to the signatory to your application. If the application is endorsed, a request will also be made of your organisation to nominate a Representative who will serve as your voting delegate.

To be signed by CEO or delegate

I confirm that I am properly authorised to submit this application for membership on behalf of (enter name of organisation) _____ .

I confirm that all information contained within this application and the submitted supporting documentation is true and accurate.

If this application for membership is approved, I agree to support the aims and objectives of PeakCare and to abide by the rules outlined in PeakCare's Constitution.

Signed: _____ **Date:** _____

Name (please print): _____

A copy of PeakCare's Constitution can be emailed to you on request or can be accessed via PeakCare's website.

How to submit your application

Thank you for completing this application for membership. Please send the completed application and all supporting documentation to:

Email: office@peakcare.org.au

Postal address: PeakCare Queensland Inc, GPO Box 1719, Brisbane QLD 4001

Ensuring the privacy of organisations that submit applications for membership and the confidentiality of the information they provide in support of their application is important to PeakCare. The management of personal information is undertaken by PeakCare in accordance with the Information Privacy Act 2009 and relevant confidentiality provisions in the Child Protection Act 1999 and related policies of the Department of Families, Seniors, Disability Services and Child Safety. Information collected within this form and all documents submitted in support of your application will be used for the purpose of informing the consideration given to your application by members of PeakCare's Board of Governance. By signing this application you approve the use of information collected under 'Organisation Services Details' for the purpose member engagement and advocacy initiatives. The application form and supporting documentation will be securely stored and only members of PeakCare's Board and PeakCare staff with responsibilities for the secure storage and maintenance of records relating to the activities and decision-making of the Board will have access to the submitted application form and supporting documentation.

COMMISSION OF INQUIRY INTO QUEENSLAND'S CHILD SAFETY SYSTEM

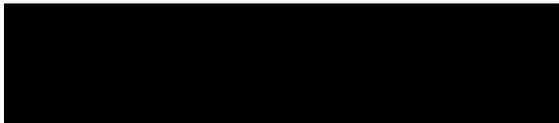
PROACTIVE STATEMENT OF BERNADETTE HARVEY

A/DEPUTY DIRECTOR-GENERAL, COMMISSIONING, DEPARTMENT OF
FAMILIES, SENIORS, DISABILITY SERVICES AND CHILD SAFETY

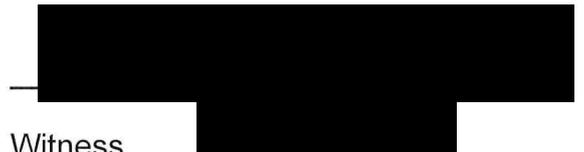
Annexure 3 – QATSICPP Constitution

This and the preceding 37 pages is the annexure mentioned and referred to as

“Annexure 3” in the statement of BERNADETTE HARVEY dated 2 September 2025.



Bernadette Harvey



Witness

**Constitution of
Queensland Aboriginal &
Torres Strait Islander
Child Protection Peak
Limited ACN 132 666 525**

**As last amended on
12th November 2018**

the advantage of focus

Liability limited by a scheme approved under the professional standards legislation

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PRELIMINARY

1. Definitions

- 1.1 The words and phrases used in this Constitution have the meanings set out at Schedule 1.
- 1.2 Subject to clause 1.1, in this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2 Interpretation

- 2.1 In this Constitution, except where the context otherwise requires:
- (a) the singular includes the plural and vice versa, and a gender includes other genders;
 - (b) another grammatical form of a defined word or expression has a corresponding meaning;
 - (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
 - (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
 - (e) a reference to A\$, \$A, dollar or \$ is to Australian currency;
 - (f) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions; and
 - (g) a reference to a provision of the Corporations Act will or the ITAA will be taken to be a reference to any successors to those provisions.

3 Replaceable rules

- 3.1 To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.

OBJECTS

4 Objects

- 4.1 The Company is established as a not for profit charitable institution whose objects are to:
- (a) provide leadership in advocacy, lobbying and representation for its Members and to provide Members with assistance, support, guidance and development services, and in so doing promote the safety and wellbeing of Aboriginal and Torres Strait Islander children, young people and their families;
 - (b) fulfil the functions of a peak state body representing as well as directly responding to the interests and needs of organisations committed to Aboriginal and Torres Strait Islander child protection, including their professional capabilities, service quality and

standards, service operations, governance, financial management and information management;

- (c) support and strengthen the capacity of Members to promote and effectively represent the rights and interests of Aboriginal and Torres Strait Islander children, young people and their families and communities, including effective service planning, programming and delivery as well as effective relationship management with government agencies and other service providers in their service area;
 - (d) support and strengthen the capacity of Members to provide residential care services, services for family support including early intervention foster and kinship care services and statutory advice and information on children at risk of coming into care of the State;
 - (e) initiate or undertake research that contributes to improved knowledge, community awareness and more effective policy and programs that lead towards providing quality and best cultural practice across the spectrum of child protection services;
 - (f) provide a strong and collective State-wide voice when liaising, lobbying negotiating, advising or collaborating with government and other stakeholder organisations on all matters impacting on families with a purpose of strengthening families to safeguard children and reducing the over representation of Aboriginal and Torres Strait Islander children and young people in the child protection system; and
 - (g) do all such other things necessary, incidental or conducive to achieving the above objects.
- 4.2 The Company may only exercise the powers in section 124(1) of the Corporations Act to:
- (a) carry out the objects in this clause; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 4.2(a).

MEMBERSHIP

5 Admission

- 5.1 The number of Members of the Company is unlimited.
- 5.2 Subject to clause 13, the Members of the Company are:
- (a) Members of the Company as at the date of the adoption of this Constitution; and
 - (b) any other individual or organisation eligible under clause 5.3 or 5.4 who the Board admit to membership in accordance with this Constitution.
- 5.3 An organisation is eligible to become a Full Member if the organisation:
- (a) is an Aboriginal and Torres Strait Islander Community Controlled Service or an Aboriginal and Torres Strait Islander Child Protection Agency;
 - (b) provides child protection, statutory services, alternative care, family support, residential care, kinship, child and family wellbeing services and foster care and related services to the community which it services;
 - (c) comply with QATSI CPP Statewide Practice Standards in the delivery of DCCSDS funded child and family wellbeing services;
 - (d) is based in, or provides services to Queensland;
 - (e) agrees to assume the liability to pay the Members guarantee set out in clause 62.1; and

- (f) pays the Membership Fee.
- 5.4 Applications for membership of the Company must be in a form approved by the Board, signed by the applicant and include:
- (a) a copy of the current constitution or constituent document of the applicant (where applicable);
 - (b) a nomination of the Region that the applicant believes it is best suited;
 - (c) a written commitment that the applicant will abide by:
 - (i) this Constitution; and
 - (ii) the Charter of Corporate Governance.
- 5.5 The Board will consider each application for membership at the next Board meeting after the application is received, provided that the application is received at least one week prior to the Board meeting, otherwise the application will be considered at the following Board meeting. In considering an application for membership, the Board may:
- (a) accept or reject the application;
 - (b) accept the application with a variation to the Region; or
 - (c) ask the applicant to give more information or evidence of eligibility for membership.
- 5.6 If the Board asks for more information or evidence under clause 5.6(c), its determination of the application for membership is deferred until the next Board meeting after the information or evidence is given.
- 5.7 The Board does not have to give any reason for rejecting an application for membership.
- 5.8 As soon as practicable following the acceptance or rejection of an application for membership, the Secretary will send the applicant written notice of the acceptance or rejection (as applicable).
- 5.9 An applicant that has its application accepted with a variation to the Region under clause 5.6(b) must notify the Secretary within 15 Business Days of the date of the notice of acceptance if it wishes to withdraw its application. The applicant will be deemed to have accepted the variation to the Region if it has not withdrawn its application within 15 Business Days of the notice of acceptance under clause 5.9.

6 Membership Fee

- 6.1 The Board may determine the annual membership fee payable by each Member. Until otherwise determined by the Board the annual membership fee will be \$200 (**Membership Fee**).
- 6.2 The Membership Fee period will commence on 1 July of each year, and the Membership Fee will be due in advance within 30 days of this date. The first Membership Fee payable by Members as at the date of the adoption of this Constitution will be payable within 30 days of the date from which Membership Fees are determined by the Board to be paid.
- 6.3 The Board may determine that any Member admitted to membership between 1 January and 30 June will pay only one-half of the Membership Fee until that Member's next annual Membership Fee falls due.
- 6.4 If a Member does not pay the Membership Fee within 30 days after it becomes due the Directors:

- (a) will give the Member notice that the Membership Fee is overdue; and
- (b) if the Membership Fee remains unpaid 21 days from the date of that notice, may terminate that Member's membership.

7 Register of Members

- 7.1 Upon admission as a Member, the organisation will be entered into the Register.
- 7.2 The Secretary must maintain the Register which must include:
 - (a) the name and address of each Member;
 - (b) the type of membership of each Member and the date of any change membership type;
 - (c) the name and address of each Full Member's Member Representative;
 - (d) the date on which the Member was admitted as a member of the Company;
 - (e) the date (where applicable) when each Member resigns or ceases to be a Member;
 - (f) where a Member is readmitted after previously resigning or having their membership terminated, this will be recorded in conjunction with the dates of their original admission, termination or resignation and readmission; and
 - (g) a current copy of each Members constitution or constituent document (where applicable).
- 7.3 The Register must be kept at the Company's registered office where it will be made available for inspection by any Member at a time and date convenient to the Secretary and the Member concerned.
- 7.4 The Member must notify the Secretary of any change of any of its details that are recorded in the Register, including providing an updated constitution within 30 days of any change to its constitution.

8 Rights of Members

- 8.1 Subject to clause 11.6, Full Members are entitled to:
 - (a) receive notices of general meetings of the Company;
- 8.2 speak and to vote at general meetings of the Company. No Member may use the name of the Company in support of any political campaign, or in support of any candidate for public office, other than with written consent of the Board.
- 8.3 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

9 Member Representatives

- 9.1 Each Full Member must by written notice to the Secretary appoint a person to act as its Member Representative in all matters connected with the Company as permitted by the Corporations Act.
- 9.2 The Member Representative must be:
 - (a) an Aboriginal or Torres Strait Islander person;
 - (b) at least 18 years of age; and
 - (c) a current director or employee of the Member.

- 9.3 A Full Member may replace its Member Representative at any time by written notice to the Secretary.
- 9.4 The Board may by notice to the Full Member require that the Full Member to replace its Member Representative where that Member Representative:
- (a) unlawfully discloses any Confidential Information of the Company or a Member;
 - (b) is convicted of an indictable offence;
 - (c) violates the Company's policies and procedures that apply to Member Representatives;
 - (d) causes harm or threatens to cause harm to another Member Representative or any officer or employee of the Company;
 - (e) makes false representations to or about the Company or a Director;
 - (f) steals from the Company;
 - (g) wilfully destroys property belonging to the Company;
 - (h) has committed any act or omission that is in the opinion of the Board injurious to the reputation, interests or activities of the Company; or
 - (i) makes any unauthorised comment to the media in relation to the Company.
- 9.5 Subject to clause 9.10, a Member Representative is entitled to:
- (a) exercise at a general meeting all the powers that the Full Member that appointed him or her could exercise if it were a person;
 - (b) stand for election in its Region in as an office bearer or Director;
 - (c) vote in its Region in an election for the appointment of a Member Representative as a Director for the Region; and
 - (d) be counted towards a quorum on the basis that the Full Member is to be considered personally present at a general meeting by its Member Representative.
- 9.6 A certificate executed in accordance with section 127 of the Corporations Act is rebuttable evidence of the appointment of or the removal of the appointment (as appropriate) of the Member Representative.
- 9.7 The chairperson of a general meeting may allow a Member Representative to vote on the condition that he or she subsequently establishes his or her status as a Member Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- 9.8 Member Representatives must:
- (a) convey all communications from the Board to the board of the Full Member appointing the Member Representative;
 - (b) use its best endeavours to obtain the views of the board of the Full Member appointing the Member Representative in relation to:
 - (i) the moving of and voting on motions at general meetings;
 - (ii) voting for the election of Member Representatives in their Region as a Director; and
 - (iii) such other business of the Company in which the Member Representative may have a role from time to time (other than the role of Director).
- 9.9 Full Members will be bound by the actions of its Member Representative.
- 9.10 A Member Representative's entitlements under this Constitution are suspended if the

appointing Full Member is suspended and cease if the appointing Full Member ceases to be a Full Member.

10 Suspension of a Member

10.1 If a Member:

- (a) unlawfully discloses any Confidential Information of the Company or a Member;
- (b) does not comply with this Constitution;
- (c) is no longer eligible to be a Member, in accordance with clause 5.3 (for Full Members);
- (d) has committed any act or omission that will, in the opinion of the Board be injurious to the reputation or interests or activities of the Company;
- (e) violates any of the Company's policies and procedures that apply to the Member;
- (f) makes false representations to the Company;
- (g) makes any unauthorised comment to the media in relation to the Company,

the Board may resolve to suspend the Member's membership for a period of time and may require certain conditions are met for the suspension to be lifted.

10.2 If the Board resolves to suspend a Member, the Secretary must promptly give written notice of the suspension to the Member.

10.3 A Member suspended by the Board may appeal its suspension by giving notice to the Secretary within 30 days of the issue of the notice of suspension.

10.4 At the next general meeting of the Company held after the Member gives notice under clause 11.3:

- (a) the Member appealing its suspension will be given an opportunity at the general meeting to present the Member's case fully, and a Director may present the Board's case in response; and
- (b) the Full Members at the general meeting will vote to either:
 - (i) lift the suspension;
 - (ii) affirm the suspension; or
 - (iii) terminate the Member's membership,and the decision of the Members at that general meeting is final.

10.5 A Member will remain suspended until the earlier of:

- (a) the date the Full Members resolve to lift the suspension or terminate the Member's membership under clause 11.4(b);
- (b) if a period of suspension is imposed with no conditions, the date the period of suspension lapses;
- (c) if conditions must be satisfied to lift the suspension, the date that the conditions are satisfied; or
- (d) when the Member ceases to be a Member pursuant to clause 13.

- 10.6 Any Member suspended in accordance with this clause 11, during suspension is not permitted to:
- (a) vote at any meeting of Members;
 - (b) use any of the Company's property; or
 - (c) participate in any of the activities of the Company.

11 Expulsion of a Member

- 11.1 The Board may expel a Member from the Company, where that Member:
- (a) unlawfully discloses any Confidential Information of the Company or a Member;
 - (b) does not comply with this Constitution;
 - (c) is no longer eligible to be a Member, in accordance with clause 5.3 (for Full Members);
 - (d) has committed any act or omission that will, in the opinion of the Board be injurious to the reputation or interests or activities of the Company;
 - (e) violates any of the Company's policies and procedures that apply to the Member;
 - (f) makes false representations to the Company; or
 - (g) makes any unauthorised comment to the media in relation to the Company.
- 11.2 The Board must allow the Member to have a full and fair opportunity to present evidence in defence of the proposed expulsion and the Board must consider the evidence presented before resolving to expel the Member and cancel the Member's membership.
- 11.3 If the Board resolves to expel a Member, the Secretary must promptly give notice of the expulsion to the Member.
- 11.4 Any Member who is expelled by the Board under clause 12.1, may appeal its expulsion by giving notice to the Secretary within 30 days of the issue of notice that the Board has resolved to expel the Member.
- 11.5 At the next general meeting of the Company held after the Member has given notice under clause 12.4:
- (a) the Member will be given an opportunity at the general meeting to present the Member's case fully, and a Director may present the Board's case in response; and
 - (b) the Full Members at the general meeting will vote to confirm or reject the decision of the Board to expel the Member and the decision of the Full Members at that general meeting is final.

12 Ceasing to be a Member

- 12.1 A Member's membership of the Company will cease:
- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) where the Full Members have resolved to terminate a Member's membership under clause 11.4(b) or 12.5(b), on the date of the resolution;
 - (c) if a suspended Member does not satisfy the conditions of suspension within the required timeframe, on the expiry of that timeframe unless the period is extended by the Board;

- (d) if a Member is expelled in accordance with clause 12, on the earlier of:
 - (i) the date that the Full Members pass the resolution to expel the Member; or
 - (ii) the expiry of the appeal period under clause 12.4;
- (e) if a liquidator is appointed in connection with the winding up of the Member, the date of appointment of the liquidator;
- (f) if the Member or the Member's property becomes subject to a personal insolvency arrangement under Part X *Bankruptcy Act 1966* (Cth) or a debt agreement under Part IX *Bankruptcy Act 1966* (Cth), on the commencement date of that arrangement or agreement;
- (g) if the Member is deregistered, on that date; or
- (h) if an order is made by a Court for the winding up or deregistration of the Member, on the date of the Court order.

12.2 Any Member ceasing to be a Member:

- (a) will not be entitled to have any claim upon any portion of the property or assets of the Company;
- (b) will remain liable for and will pay to the Company all Membership Fees and money due to the Company at the date of ceasing to be a Member;
- (c) is not permitted to:
 - (i) use any of the Company's property; or
 - (ii) participate in any of the activities of the Company.

13 Powers of attorney

- 13.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the attorney to the Secretary for notation.
- 13.2 If the Secretary asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 13.3 The Secretary or the Board may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

GENERAL MEETINGS

14 Calling general meeting

- 14.1 Any Director may, at any time, call a general meeting.
- 14.2 A Member may:
- (a) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
 - (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.

15 Notice of general meeting

- 15.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) of a general meeting must be given to:
- (a) every Member;
 - (b) every Director;
 - (c) the Secretary; and
 - (d) the Auditor,
- and no other person is entitled to receive notice of a general meeting.
- 15.2 A notice calling a general meeting:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - (b) must state the general nature of the business to be transacted at the meeting;
 - (c) if a special resolution is to be proposed at the meeting, must set out an intention to propose the special resolution and state the resolution;
 - (d) may specify a place, facsimile number and electronic address for the purposes of proxy; and
 - (e) must for each Region, state the names of each Member and each Full Member's Member Representative.
- 15.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (b) the election of Directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 15.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 15.2).
- 15.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 16.1 who are entitled to receive notice of a general meeting from the Company. The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

PROCEEDINGS AT GENERAL MEETINGS

16 Member

16.1 In clauses 17.2, 18, 20 and 23, **Member** includes a Member present in person, through its Member Representative or by proxy.

16.2 Quorum

- (a) No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- (b) A quorum for a meeting of Members is a majority of Full Members.
- (c) If a quorum is not present within 30 minutes after the time appointed for the start of the general meeting:
 - (i) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - (ii) in any other case:
 - A. it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - B. if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the start of the general meeting, the quorum for the adjourned general meeting will be the number of Full Members present at the adjourned general meeting provided there is at least one Full Member in attendance.

17 Chairperson

- 17.1 The Chairperson, or in the Chairperson's absence the Deputy Chairperson, of Directors' meetings will be the chairperson at every general meeting.
- 17.2 The Directors present may elect a chairperson of a general meeting if:
- (a) there is no Chairperson or Deputy Chairperson;
 - (b) neither the Chairperson nor Deputy Chairperson is present within 15 minutes after the time appointed for the start of the general meeting; or
 - (c) the Chairperson and Deputy Chairperson are unwilling to act as chairperson of the general meeting.
- 17.3 If no election is made under clause 18.2, then:
- (a) the Full Members may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Full Members may elect one of the Member Representatives present as chairperson for that meeting.
- 17.4 If there is a dispute at a general meeting about a question of procedure, the chairperson of the meeting may determine the question.

17.5 The Chairperson does not have a casting vote in addition to his or her deliberative vote.

18 Adjournment

18.1 The Chairperson of a general meeting at which a quorum is present:

- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
- (b) must adjourn the general meeting if the meeting directs him or her to do so.

18.2 An adjourned general meeting may take place at a different venue to the initial general meeting.

18.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.

18.4 Notice of an adjourned general meeting must only be given in accordance with clause 16.1 if a general meeting has been adjourned for more than 21 days.

19 Decision on questions

19.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

19.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.

19.3 Unless a poll is demanded:

- (a) a declaration by the Chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

19.4 The demand for a poll may be withdrawn.

19.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

20 Taking a poll

20.1 A poll will be taken when and in the manner that the Chairperson directs.

20.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

20.3 The Chairperson may determine any dispute about the admission or rejection of a vote.

20.4 The Chairperson's determination, if made in good faith, will be final and conclusive.

20.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.

20.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

21 Offensive material

21.1 A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) engages in any conduct or is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

VOTES OF MEMBERS

22 Entitlement to vote

22.1 Subject to clause 11.6, a Full Member entitled to vote has one vote.

23 Objections

23.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.

23.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.

23.3 A vote is valid for all purposes unless it is disqualified by the chairperson under clause 24.2.

24 Votes by proxy

24.1 If a Full Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.

24.2 A proxy need not be a Full Member.

24.3 A proxy may demand or join in demanding a poll.

24.4 A proxy or attorney may vote on a poll.

24.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

25 Document appointing proxy

25.1 An appointment of a proxy is valid if it is signed by the Full Member making the appointment and contains the information required by section 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.

- 25.2 For the purposes of clause 26.1, an appointment received at an electronic address will be taken to be signed by the Full Member if:
- (a) a personal identification code allocated by the Company to the Full Member has been input into the appointment; or
 - (b) the appointment has been verified in another manner approved by the Directors.
- 25.3 A proxy's appointment is valid at an adjourned general meeting.
- 25.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 25.5 Subject to clause 41, unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
- (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,
even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on all motions before the general meeting.
- 25.6 If a proxy appointment is signed by the Full Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either exercise the proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

26 Lodgement of proxy

- 26.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the general meeting or adjourned general meeting at which the proxy or attorney proposes to vote; or
 - (b) the taking of a poll at which the proxy or attorney proposes to vote.
- 26.2 The Company receives an appointment of a proxy or a power of attorney when it is received at:
- (a) the Company's registered office;
 - (b) a facsimile number at the Company's registered office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

27 Validity

- 27.1 A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:
- (a) died;
 - (b) became mentally incapacitated; or

- (c) revoked the proxy or power,
unless any written notification of the death, mental incapacitation or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

QATSICPP COUNCIL

28 Council

- 28.1 There will be a Council of the Corporation called the QATSICPP Council which will inform and advise strategy and policy of QATSICPP.
- 28.2 The Council will comprise of a representative of each member.
- 28.3 The Council will meet once a year at it is own cost or by arrangement determined by the Directors.
- 28.4 The Chairperson will chair each Council Meeting.

APPOINTMENT AND REMOVAL OF DIRECTORS

29 Number of Directors

- 29.1 There will not be more than 9 nor less than 6 Directors unless:
- (a) there is a change in the number of Regions, in which case the number of Directors will increase or decrease (as applicable) by the same increase or decrease in the number of Regions; or
 - (b) the company in general meeting by resolution changes the maximum or minimum number.
- 29.2 The Directors will consist of not more than:
- (a) one Regional Director Torres Strait Region;
 - (b) one Regional Director from Remote Region;
 - (c) two Regional Directors from the Regional Region;
 - (d) two Regional Directors from the Urban Region;
 - (e) two independent Directors appointed by the Board pursuant to clause 31 (**Independent Directors**); and
 - (f) the Chairperson.

30 Regional Directors

- 30.1 Regional Directors will be elected at the general meeting immediately prior to the expiry of the term of the current Regional Directors in accordance with this clause 30.
- 30.2 After the election of the Chairperson under clause 33.1 the Full Members for each Region will elect one Member Representative from the Full Members within their Region to be the Director for that Region (**Regional Director**).
- 30.3 Where there is a deadlock in the election of a Regional Director, the other Directors will

appoint the Director for that Region from the nominees with the highest number of votes for that Region at the next Directors meeting after the general meeting.

- 30.4 Where there are only two Full Members in a Region, the Member Representatives will alternate as the Director for that Region.
- 30.5 On the Board, a Regional Director will act as the representative of his or her Region and not as the representative of the Full Member that appointed him or her as its Member Representative.
- 30.6 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interest of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
- 30.7 Within 30 days of the suspension, the Directors must call a general meeting, at which the Full Members may either confirm the suspension and remove the Director from office in accordance with clause 36.1(d) or annul the suspension and reinstate the Director.

31 Independent Directors

- 31.1 Independent Directors will be appointed and removed by a 75% majority vote of Regional Directors.
- 31.2 The term of an Independent Director's appointment is one year. Each year the Board may resolve by 75% majority vote to continue an Independent Director's appointment for a further one year term.
- 31.3 When Regional Directors are considering the appointment of Independent Directors under clause 31.1, the Regional Directors will have regard to the mix of skills desirable to properly govern and manage the Company's business. Examples of desired skills are set out below:
- (a) experience in the delivery of Aboriginal and Torres Strait Islander child protection services;
 - (b) corporate governance;
 - (c) education/capacity building;
 - (d) community engagement;
 - (e) research and development;
 - (f) financial management;
 - (g) business development/marketing/legal.
- 31.4 Independent Directors must not be a:
- (a) Member Representative; or
 - (b) director, officer, employee or member of a Member.

32 Additional and casual Directors

- 32.1 Casual vacancies for Regional Directors may be filled by a Member Representative (other than the Director who ceased to be the Director for that Region) elected by the Full Members for that Region.
- 32.2 A Director appointed under clause 32.1 will hold office until the next general meeting of

the Company when the Director may be re-elected.

33 Appointment of Chairperson

- 33.1 At the general meeting immediately prior to the expiry of the term of the Chairperson, the Full Members will elect a new Chairperson for a two year term commencing on the expiry of the current Chairperson's term.
- 33.2 If a Regional Director is elected Chairperson, the person's office as Regional Director immediately becomes vacant.

34 Nomination of a Chairperson

- 34.1 To be eligible for election as Chairperson, the person:
- (a) must be at least 18 years of age;
 - (b) must be an Aboriginal or Torres Strait Islander person;
 - (c) must be a current director or employee of a Full Member; and
 - (d) may be a Member Representative.
- 34.2 The Secretary will include in the notice of meeting for the general meeting where the Chairperson will be elected a request for nominations for the position of Chairperson.
- 34.3 Nominations for the election of the Chairperson must:
- (a) be in writing;
 - (b) include a signed consent to the nomination by the nominee;
 - (c) be signed by the Full Member making the nomination;
 - (d) be left the Company's registered office; and
 - (e) be received 24 hours before the time of the scheduled general meeting and no nominations will be accepted after this time.
- 34.4 The Secretary will announce the names of the nominees for election as Chairperson at the general meeting and if there is more than one nominee voting will be by secret ballot and the person with the most votes wins. If there is only one nominee that person will be appointed Chairperson.

35 Retirement

- 35.1 A Director must retire from office at the conclusion of the next general meeting after the expiry of their two year term.
- 35.2 Subject to clause 35.3, 36.1(a), 36.1(b), 36.1(d) and 36.1(f), a retiring Director will be eligible for re-election.
- 35.3 A retiring Director will be ineligible for re-election after serving three consecutive terms in office.

36 Vacation of office

- 36.1 The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (b) cannot fully participate in the governance of the Company whether due to mental incapacity, physical infirmity, extended absence from the country or any other reason or cause which in the opinion of the Directors renders the Director incapable of performing his or her duties;
- (c) resigns by notice in writing to the Company;
- (d) is removed by a resolution of the Company;
- (e) is absent from Directors' meetings for six consecutive months without leave of absence from the Directors;
- (f) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act; or
- (g) is a Regional Director and the person ceases to be a Member Representative of a Full Member.

POWERS AND DUTIES

37 Powers and duties of Directors

- 37.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.
- 37.2 Without limiting the generality of clause 37.1, the Directors may exercise all the powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (d) guarantee or become liable for the payment of money or the performance of any obligation by or of any other person.
- 37.3 The Chairperson will be:
- (a) the public spokesperson for the Company; and
 - (b) responsible for ensuring that when appropriate, culturally appropriate protocol and confidentiality apply in the Company's activities and meetings.

PROCEEDINGS OF DIRECTORS

38 Directors' meetings

- 38.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 38.2 The Board must meet at least twice each calendar year.
- 38.3 A Directors' meeting must be called on at least seven days notice of a meeting to each Director (or such other period unanimously agreed on by the Board).

- 38.4 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 38.5 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 38.6 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 38.7 Subject to clause 41, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 38.8 The Directors may meet together, adjourn and regulate their meetings as they consider appropriate.
- 38.9 A quorum is a majority of Directors.
- 38.10 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the Chairperson may call a general meeting to deal with the matter.
- 38.11 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.
- 38.12 If no Chairperson is elected or in the absence of the Chairperson and the Deputy Chairperson the Directors present must elect an Independent Director to be chairperson of the meeting.

39 Decision on questions

- 39.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 41, each Director has one vote.
- 39.2 The Chairperson of a meeting will not have a casting vote in addition to his or her deliberative vote.

PAYMENTS TO DIRECTORS

40 Payments to Directors

- 40.1 No payment will be made to any Director (other than an Independent Director) of the Company other than payment:
- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
 - (b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service; and
 - (c) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

40.2 The Independent Directors may be paid a stipend for their role on the Board which will be fixed by the Board from time to time, but in any event the stipend must be:

- (a) commensurate with the services provided; and
- (b) an insignificant amount in comparison to the revenue of the Company.

41 Directors' interests

41.1 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which a Director may be interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

41.2 No Director contracting with, or interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

41.3 A Director is not disqualified from contracting with the Company merely because of being a Director.

41.4 Any Director having a direct or indirect material personal interest in any contract or arrangement that the Company proposes to enter will declare his or her interest immediately by written notice to the Chairperson. A general notice that the Director is an employee of a particular Member and is to be regarded as interested in all transactions with that Member will be a sufficient disclosure under this clause for that Director and the relevant transactions and the Director will not be required to give special notice relating to any particular transaction with that Member.

41.5 Subject to clause 41.6, a Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the Corporations Act to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

41.6 The prohibition on voting in clause 41.5 will not apply to any contract or arrangement:

- (a) in relation to a Member who employs a Director;
- (b) to give the Director any security for advances;
- (c) for an indemnity of the Director; or
- (d) where the Director is interested merely as a shareholder or director of another company.

41.7 A Director may be or become a director or other officer of, or otherwise interested in, any

related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

- 41.8 A Director who has an interest described in clause 41.7 must provide written notice to the Secretary when the interest arises and when the Director no longer has the interest.

42 Alternate Directors

- 42.1 The Full Members in each Region may elect a Member Representative within their Region (other than the Director for the Region) as the Region's alternate Director for the term of office of that Region's Regional Director.
- 42.2 An Alternate Director is entitled to notice of Directors' meeting and if the Director for the Region is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.
- 42.3 An Alternate Director is an officer of the Company and is not an agent of the Director from the same Region.
- 42.4 The provisions of this Constitution which apply to Directors also apply to Alternate Directors.
- 42.5 The appointment of an Alternate Director may be:
- (a) revoked at any time by the Full Members in the Alternate Director's Region; and
 - (b) ends automatically when the Director for that Region ceases to be a Director.
- 42.6 Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

43 Remaining Directors

- 43.1 The Directors may act even if there are vacancies on the Board.
- 43.2 If the number of Directors is not sufficient to meet the minimum number of Directors required under clause 29, the Directors may act only to:
- (a) appoint a Director; or
 - (b) call a general meeting.

44 Delegation

- 44.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a Board, to a person, persons, committee or committees (**Delegate**).
- 44.2 The Directors may at any time revoke any delegation of power.
- 44.3 At least one member Delegate must be a Director.
- 44.4 A Delegate must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 44.5 A Delegate may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.
- 44.6 Meetings of any committee of Directors will be governed by the provisions of this

Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each committee member was a Director.

45 Written resolutions

- 45.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 45.2 For the purposes of clause 45.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 45.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 45.4 The minutes of Directors' meetings must record that a meeting was held and a resolution passed in accordance with this clause.

46 Validity of acts of Directors

- 46.1 If it is discovered that:
- (a) there was a defect in the appointment of a person as a Director or member of a Directors' committee; or
 - (b) a person appointed to one of those positions was disqualified,
- all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

47 Minutes and Registers

- 47.1 The Directors must cause minutes to be made of:
- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
 - (b) the names of the Member Representatives or proxies at all general meetings;
 - (c) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
 - (d) all resolutions passed by Directors in accordance with clause 45;
 - (e) all appointments of officers;
 - (f) all orders made by the Directors and Directors' committees; and
 - (g) all disclosures of interests made under clause 41.
- 47.2 All Member Representatives, Directors and any other persons present at a general meeting must sign their name in an attendance book and this record will be included in the minutes related to that general meeting.
- 47.3 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 47.4 The Company must keep all registers required by this Constitution and the Corporations Act.

LOCAL MANAGEMENT

48 Local management

- 48.1 The Directors will appoint a chief executive officer who will be responsible for:
- (a) the day-to-day management of the Company;
 - (b) delivering to the Directors within two months after the end of each Financial Year, the annual reports of the Company describing the level of activity, achievements and such other information as required in sufficient detail and if required under the Corporations Act, contain the audited financial statements for the Financial Year in accordance with the financial and other reporting requirements of the Company under the Corporations Act; and
 - (c) carrying out such other activities for the Company, in accordance with the directions of the Directors.
- 48.2 The Directors may appoint such other executives as it sees fit to provide support for the CEO on operational issues relating to the Company or delegate authority to the CEO to make such appointments.
- 48.3 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.
- 48.4 Without limiting clause 48.3 the Directors may:
- (a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
 - (b) delegate to any person appointed under clause 48.4(a) any of the powers, authorities and discretions that may be exercised by the Directors under this Constitution,
on any terms and subject to any conditions determined by the Directors.
- 48.5 The Directors may at any time revoke or vary any delegation under this clause.

49 Appointment of attorneys and agents

- 49.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
 - (c) for the period; and
 - (d) subject to the conditions, determined by the Directors.
- 49.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:

- (a) any member of any local board or committee established by the Directors;
- (b) any company;
- (c) the members, directors, nominees or managers of any company or firm;
- (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors;
- (e) CEO or other executives of the Company; or
- (f) any professional advisor to the Company.

49.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.

49.4 The Directors may appoint attorneys or agents by facsimile or electronic transmission to act for and on behalf of the Company.

49.5 An attorney or agent appointed under this clause may be authorised by the Directors to sub- delegate all or any of the powers, authorities or discretions for the time being vested in it.

EXECUTIVE

50 Executive

50.1 The Company's executive is made up of the:

- (a) Chairperson;
 - (b) Deputy Chairperson;
 - (c) Secretary; and
 - (d) Treasurer;
- (**Executive**).

50.2 The Board will appoint the Deputy Chairperson, Secretary and Treasurer from within their number and each of them will hold office until the expiry of their term as a Director.

50.3 A person cannot hold more than one Executive position.

50.4 The Board will delegate authority to the Executive in accordance with clause 44.

50.5 The Executive must report all decisions and actions to the Board at the next Board meeting.

51 Deputy Chairperson

51.1 The Deputy Chairperson will during any absence of the Chairperson act as chairperson and undertake the duties provided for in this Constitution.

52 Secretary

52.1 The Secretary must keep the minutes of meetings and records:

- (a) of all appointments of the Executive and Directors;
- (b) required under this Constitution and the Corporations Act.

52.2 The Secretary must keep ASIC informed of all notifiable information within the

required timeframes.

52.3 The Secretary may with the approval of the Board delegate any of its duties to the CEO, another employee of the Company or an outsourced provider, but will at all times remain responsible for those delegated duties and will routinely report to the Board.

53 Treasurer

53.1 The Treasurer is responsible for ensuring that:

- (a) all monies due and owing to the Company are collected;
- (b) all payments properly authorised are made; and
- (c) true records of books and accounts are kept showing the financial affairs of the Company.

53.2 The Treasurer may, with the approval of the Board delegate any of their duties to the CEO, another employee of the Company or an outsourced provider, but shall at all times remain responsible for those delegated duties and will routinely report to the Board in relation to the fulfillment of those duties.

SEALS

54 Common Seal

54.1 If the Company has a Seal:

- (a) the Directors must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

55 Duplicate Seal

55.1 If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:

- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face;
- (b) must not be used except with the authority of the Directors.

INSPECTION OF RECORDS

56 Inspection of records

56.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.

56.2 Except as otherwise required by the Corporations Act, a Member other than a Director does not have the right to inspect any financial records or other documents of the Company

unless the Member is authorised to do so by a court order or a resolution of the Directors.

NOTICES

57 Service of notices

- 57.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 57.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 57.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 57.4 If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Company's registered office.
- 57.5 A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's address for the purposes of clause 57.
- 57.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 57.7 Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.
- 57.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

INCOME AND PROPERTY OF THE COMPANY

58 Income and property of Company

- 58.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 4.
- 58.2 No income or property will be paid or transferred directly or indirectly to, or for the benefit of any Member of the Company except as bona fide compensation:
- (a) for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
 - (b) expenses incurred on behalf of the Company.

AUDIT AND ACCOUNTS

59 Audit and accounts

- 59.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Corporations Act.
- 59.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act.
- 59.3 On the third year of an Auditor's appointment the Board will review the appointment and at the next general meeting after the review recommend to the Members that the Auditor be re-appointed or replaced).
- 59.4 The results of the audit must form part of the report provided to the Members at the next annual general meeting of the Company.

GIFT FUND

60 Operation of gift fund

- 60.1 Where the ITAA requires that a gift fund be established for the receipt of tax deductible donations, the Company must establish a separate gift fund account to which such donations must be credited.
- 60.2 The Gift Fund Account must only be used or applied for purposes that are consistent with the objects of the Company and separate records must be maintained as to the receipt and disbursement of moneys from that account.

61 Transfer of the gift fund in specified circumstances

- 61.1 On:
- (a) revocation of the endorsement of the Company under sub-division 30-B of the ITAA; or
 - (b) the winding up of the gift fund by the Company,
- any balance in the Gift Fund Account must be transferred to such other gift fund, gift funds, entity or entities having objects similar to the objects of the Company as will be determined by the Members at or before that time, provided that each recipient must be endorsed as a deductible gift recipient under sub-division 30-BA of the ITAA.

WINDING UP

62 Winding up

- 62.1 If the Company is wound up:
- (a) each Member; and
 - (b) each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the Company for the:

(c) payment of debts and liabilities of the Company (in relation to clause 62.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and

(d) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$10.

62.2 If any surplus remains following the winding up of the Company, the surplus must not be paid to or distributed amongst Members, but must be given or transferred to another organisation which, by its founding principles or purposes, is:

(a) an organisation with similar or complementary purposes to those of the Company or has the capacity to specifically apply the surplus in such a manner;

(b) not carried on for profit or gain of its individual members;

(c) required to apply its profits (if any) or other income in promoting purposes similar or complementary to the objects of the Company or has the capacity to specifically apply its profits or other income in such a manner; and

(d) endorsed as a deductible gift recipient under sub-division 30-BA of the ITAA, such organisation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of Queensland for determination.

INDEMNITY

63 Indemnity

63.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Company indemnifies every person who is or has been an officer of the Company against any liability (other than for legal costs) incurred by that person as such an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).

63.2 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Company (including such legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).

63.3 The amount of any indemnity payable under clauses 63.1 or 63.2 will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a Tax Invoice.

63.4 For the purposes of this clause, **officer** means:

(a) a Director; or

(b) a Secretary.

AMENDMENTS TO CONSTITUTION

64 Amendments to Constitution

64.1 This Constitution must not be amended other than in accordance with the Corporations Act.

64.2 Subject to clause 64.1, the Company may revoke, add to or vary this Constitution provided that:

- (a) no part of the Gift Fund Account or the income of the Gift Fund Account is transferred to any institution, organisation, fund or authority that is not a charitable organisation endorsed to receive donations under sub-division 30-B of the ITAA;
- (b) no part of the Gift Fund Account or the income of the Gift Fund Account becomes able to be used or applied for purposes that are not consistent with the objects of the Company; and
- (c) unless the Commissioner of Taxation consents to the revocation, addition or variation:
 - (i) no amendment is allowed to be made to or affecting the objects of the Company; and
 - (ii) no amendment is allowed to be made which authorises the Company to invest money of the Gift Fund Account other than in a manner in which trustees are permitted to invest under the laws of Australia or any Australian State or Territory.

Schedule 1 - Definitions

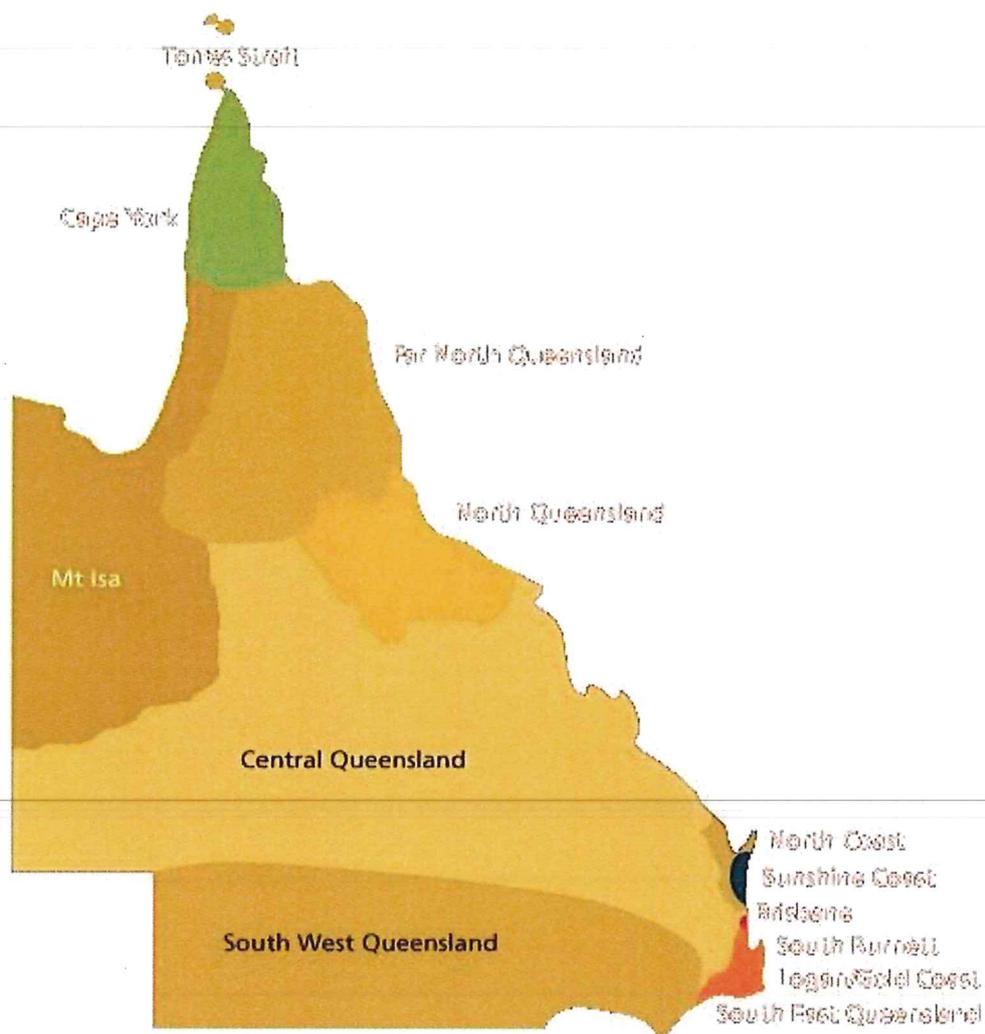
Aboriginal	means a person who: <ul style="list-style-type: none">(a) is a member of the Aboriginal race of Australia;(b) is indigenous to Australia (for the purpose of government); and(c) identifies as an Aboriginal person and is accepted by the Aboriginal community as an Aboriginal person.
Aboriginal Community Controlled Service or Aboriginal and Torres Strait Islander Child Protection Agency	means an incorporated Aboriginal and/or Torres Strait Islander board management elected by a local Aboriginal and Torres Strait Islander community membership and which: <ul style="list-style-type: none">(a) actively provides culturally appropriate child protection, statutory services, alternative care, family support, residential care, kinship and foster care and related services to the community which it service; and(b) has rules preventing the distribution of property to individual members of the organisation.
Alternate Director	means a person appointed as an alternate Director under clause 42.1.
ASIC	means the Australian Securities and Investment Commission.
Auditor	means the Company's auditor.
Board	means the board of Directors of the Company.
CEO	means the person appointed as chief executive officer under clause 48.1.
Chairperson	means the person appointed as chairperson under clause 33.
Charter of Corporate Governance	means the Company's corporate governance charter as amended from time to time.
Company	means Queensland Aboriginal & Torres Strait Islander Child Protection Peak Limited ACN 132 666 525.
Community Controlled	means: <ul style="list-style-type: none">(a) the empowering of a community through the adoption of appropriate organisational structures which enable all Aboriginal and Torres Strait Islander people in the local community the opportunity to be represented as members and to be involved in the decision making process and, therefore, the right to participate and contribute to the goals, structure and operations of the local community's services; and(b) responsibility and accountability to the community having regard to local cultural perceptions and imperatives.

the advantage of focus

Confidential Information	means all information which is: <ul style="list-style-type: none"> (a) by its nature, confidential; (b) indicated by the Company or another Member to be confidential; (c) reasonably likely to be of a confidential nature, but excludes information that: <ul style="list-style-type: none"> (d) that is in the public domain otherwise than as a result of a breach of this agreement or other obligation of confidence; or (e) that is already known by, or rightfully received, or independently developed, by the recipient of that information free from any obligation of confidence.
Constitution	means the constitution of the Company as amended from time to time.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.
Deputy Chairperson	means the person appointed as the deputy chairperson under clause 50.2.
Director	includes any person occupying the position of director of the Company.
Directors	means all or some of the Directors acting as a board.
Executive	has the meaning given to that term by clause 50.1.
Financial Year	means the period of 12 months beginning on 1 July of any year and ending on 30 June of the succeeding year provided that the first financial year will include the period commencing on date of registration of the Company and ending on 30 June of the immediately following year.
Full Member	means an organisation admitted as a 'Full Member' under clause 5 or transferred to 'Full Member' under clause 10.
Gift Fund Account	means the gift fund account established under clause 60.
GST	has the meaning given to that term by the GST Act.
GST Act	means <i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth) or any replacement or other relevant legislation and regulations.
GST Amount	has the meaning given to that term by clause 63.3.
Independent Director	has the meaning given to the term by clause 29.2(b).
Indemnified Officer	has the meaning given to that term by clause 63.3.
ITAA	means the <i>Income Tax Assessment Act 1936</i> (Cth) or the <i>Income Tax Assessment Act 1997</i> (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company
Member	means a Full Member.

Membership Fee	means the fee described in clause 6.1.
Member Representative	means a person appointed under clause 9.1 as a representative of a Member.
Region	means each of the separate areas identified in on the map attached at Annexure A, which may be varied or replaced by the Board from time to time.
Regional Director	has the meaning given to that term by clause 30.2.
Register	means the register of Members of the Company.
Seal	means the Company's common seal (if any).
Secretary	means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of such joint secretaries.
Tax Invoice	has the same meaning as in the GST Act, including any applicable legislative determinations and public rulings issued through the Australian Taxation Office.
Treasurer	means the person appointed as treasurer under clause 50.2.
Torres Strait Islander	means a person who: <ul style="list-style-type: none"> (a) is a member of the Torres Strait Islander race of Australia; (b) is indigenous to Australia (for the purposes of government); and (c) is a descendent who identifies as a Torres Strait Islander and is accepted by the Torres Strait Islander Community as a Torres Strait Islander person.

Annexure A - Regions



COMMISSION OF INQUIRY INTO QUEENSLAND'S CHILD SAFETY SYSTEM

PROACTIVE STATEMENT OF BERNADETTE HARVEY

A/DEPUTY DIRECTOR-GENERAL, COMMISSIONING, DEPARTMENT OF
FAMILIES, SENIORS, DISABILITY SERVICES AND CHILD SAFETY

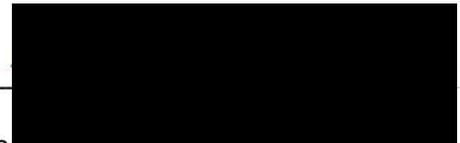
Annexure 4 – QFKC Membership Rules

This and the preceding 15 pages is the annexure mentioned and referred to as

“Annexure 4” in the statement of BERNADETTE HARVEY dated 2 September 2025.



Bernadette Harvey



Witness

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Revised September 2019

Words and Expression to have meaning in Act

A word or expression that is not defined in these model rules, but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act.

Name
The name of the incorporated Association is Queensland Foster and Kinship Care Inc. ("The Association")
OBJECTIVES
<p>QUEENSLAND FOSTER AND KINSHIP CARE's fundamental purpose is motivated by the desire to protect and care for children and young people who have already experienced harm or have been at risk of experiencing significant harm. Our organisational vision being 'Leave no child in foster care behind'.</p> <p>As a child protection peak body we promote the prevention of behaviour that is harmful or abusive to children or young people when in the care of foster and kinship carers. We recognise that children and young people not living with birth parents are one of the most vulnerable groups in the community</p> <p><i>These objectives are achieved by:</i></p> <p>Equipping, empowering and supporting foster and kinship carers responsible for children and young people's safety and wellbeing with the knowledge, skills and support to reduce the risk of harmful behaviours by assisting them with:</p> <ul style="list-style-type: none"> • training, information, advice and guidance to Foster and Kinship Carers to assist children and young people in their care; • assistance to Foster and Kinship Carers to deal with the Department of Child Safety, Queensland Civil and Administrative Tribunal, and other Government & non-government services in relation to administrative and legal processes associated with the children & young people in their care; • counselling, support and advocacy to Foster and Kinship Carers to assist them in undertaking their role in a supportive, safe environment ensuring the children or young people in their care are cared for in a risk free, secure environment whilst affectively role modelling to build positive adult relationships; • understanding, identifying and recognising risks to the children & young people in their care and responding appropriately to inappropriate or harmful behaviour; • providing trained and experienced volunteers and staff that work collaboratively to achieve quality foster and kinship care for children & young people. • safeguarding and promoting the rights of foster and kinship carers and the children or young people in their care. • assisting and encouraging non-government child protection service providers and practitioners, government departments and agencies to develop and maintain high standards of services directed to ensuring the safety and well-being of children, young people in care and the support of their foster and kinship care families. • facilitating and undertaking research, development and training in policy and practice relating to the safety and well-being of children and young people in care and the support of their foster and kinship care families. • developing and maintaining collaborative relationships and partnership with all the stakeholders associated with the safety and well-being of children and young people in care and the support of their foster and kinship care families.

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1. POWERS

- (1) The Association has the powers of an individual.
- (2) The Association may, for example: -
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

2. CLASSES OF MEMBERSHIP

- (1) The membership of the Association shall consist of ordinary members, and any of the following classes of members:
 - (a) Life Members
 - (b) Associate Members
 - (c) Honorary Members
- (2) Ordinary members shall be individuals. The number of ordinary members shall be unlimited.
- (3) Life members shall be individuals. Life membership may be granted by the decision of a general or annual general meeting. The number of life members shall be unlimited.
- (4) Associate members shall be corporations or other interested organisations. Associate members cannot hold Management Committee office or vote at Association meetings. The number of associate members shall be unlimited.
- (5) *Honorary members shall be individuals or organisations. Honorary members cannot hold Management Committee office or vote at Association meetings. Honorary membership may be granted by the decision of a general or annual general meeting. The number of honorary members shall be unlimited.*

3. MEMBERSHIP

- (1) An applicant for membership of the Association must be proposed by 1 member of the Association (the "**proposer**") and seconded by another member (the "**seconder**").
- (2) An application for membership must be –
 - (a) in writing; and
 - (b) signed by the applicant and the applicant's proposer and seconder; and
 - (c) in the form decided by the Management Committee.

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4. MEMBERSHIP FEES

- (1) The membership fees for each class of membership –
 - (a) is the amount decided by the members from time to time at a general meeting; and
 - (b) is payable when, and in the way, the Management Committee decides.
- (2) A member is financial at a given time if the member does not have membership fees in arrears.

5. ADMISSION AND REJECTION OF MEMBERS

- (1) The Management Committee must consider an application for membership at the next meeting of the committee held after it receives-
 - (a) the application; and
 - (b) the appropriate membership fee for the application
- (2) The Management Committee must decide at the meeting whether to accept or reject the application.
- (3) If a majority of the Management Committee members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.
- (4) The Secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant notice of the decision.

6. WHEN A MEMBERSHIP ENDS

- (1) A member may resign from the Association by giving a notice of resignation to the Secretary.
- (2) This resignation shall take effect on –
 - (a) the day and at the time the notice is received by the Secretary; or
 - (b) If a later day is stated in the notice - the later day.
- (3) The Management Committee may terminate a member's membership if the member -
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association
- (4) Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary of the committee must give the member a written notice of the decision.

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7. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.
- (4) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (5) Also, the Management Committee and the committee members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (6) An appeal must be decided by a vote of the members present at the meeting.
- (7) If a person whose application has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the application fee paid by the person.

8. REGISTER OF MEMBERS

- (1) The Management Committee must keep a register of members.
- (2) The register of members must include the following particulars for each member –
 - (a) the full name and residential address of the member;
 - (b) the date of admission as a member;
 - (c) the date of death or resignation of the member;
 - (d) details about the termination or reinstatement of membership;
 - (e) Any other particulars the Management Committee or the members at a general meeting decide.
- (3) The register must be open for inspection at all reasonable times.
- (4) However, before a member may inspect the register, the member must apply to the Secretary to inspect it.

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9. SECRETARY

- (1) If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- (2) The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border who is -
 - (a) a member of the Association elected by the Association as Secretary; or
 - (b) any of the following persons appointed by the Management Committee:-
 - (i) a member of the Association's Management Committee;
 - (ii) a member of the Association;
- (3) The Management Committee may appoint and remove the Association's Secretary at any time.

10. MEMBERSHIP OF MANAGEMENT COMMITTEE

- (1) The Management Committee of the Association consists of a President, Vice-President, Secretary, Treasurer, and any other number of other members the Association decides at a general meeting. All members of the Management Committee must be adults.
- (2) A member of the Management Committee must be a member of the Association who has held foster or kinship approval within the previous three years.
- (3) At each second annual general meeting of the Association, the members of the Management Committee must retire from office, but shall be eligible, on nomination, for re-election.
 - (a) at each Annual General Meeting held during an odd numbered year, the President, Vice President, Secretary and Treasurer retire from office; and
 - (b) at each Annual General Meeting held during an even numbered year, the other members of the Management Committee retire from office.

11. ELECTING THE MANAGEMENT COMMITTEE

- (1) A member of the Management Committee may only be elected as follows -
 - (a) any 2 financial or life members of the Association may nominate another financial ordinary or life member (the "**candidate**") to serve as a member of the Management Committee;
 - (b) the nomination must be -
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the Secretary at least 42 days before the annual general meeting at which the election result is announced;
 - (c) each financial ordinary or life member may vote for any number of candidates not more than the number of vacancies;

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- (2) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least 7 days immediately preceding the annual general meeting.
- (3) If there are more nominations than the number of vacancies, a balloting list must be prepared containing the names of the candidates in alphabetic order. A balloting list must be given to each financial ordinary or life member at least 14 days before the annual general meeting at which the election result is announced.
- (4) To register a vote for any nomination, the balloting list, signed by the member and with the member's vote indicated, must be returned to the nominated returning officer at least 3 days before the annual general meeting at which the returning officer announces the election result.

12. RESIGNATION OR REMOVAL FROM OFFICE OF MEMBER OF MANAGEMENT COMMITTEE

- (1) A Management Committee member may resign from the committee by giving written notice of resignation to the Secretary.
- (2) The resignation takes effect on –
 - (a) the day and at the time the notice is received by the Secretary; or
 - (b) if a later day is stated in the notice – the later day.
- (3) A member may be removed from office at a general meeting of the Association if a majority of the members vote in favour of removing the member.
- (4) The resolution shall be given to each financial ordinary or life member at least 14 days before the general meeting at which the result is announced.
- (5) To register a vote, the resolution signed by the member with the member's vote indicated shall be returned to the nominated person at least 3 days before the general meeting at which the result is announced.
- (6) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (7) A member has no right of appeal against a member's removal from office under this section.

13. VACANCIES ON MANAGEMENT COMMITTEE

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the Management Committee may act despite a casual vacancy in the Management Committee

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- (3) However, if the number of committee members is less than the number fixed under these rules as a quorum of the Management Committee, the continuing members may act only to –
- (a) increase the number of Management Committee members to the number required for a quorum; or
 - (b) call a general meeting of the Association.

14. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- (1) Subject to these rules or a resolution of the Association members carried at a general meeting the Management Committee has –
- (a) the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.
- (2) The Management Committee may exercise the powers of the Association –
- (a) to borrow, raise or secure the payment of amounts in a way the Association members decide; and
 - (b) to secure the amounts mentioned in paragraph (a) 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, including the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and to pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the Association may from time to time decide.
- (3) For sub-section (2)(d) the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by –
- (a) the financial institution for the Association; or
 - (b) if there is more than 1 financial institution for the Association - the financial institution nominated by the Association.

15. MEETINGS OF MANAGEMENT COMMITTEE

- (1) Subject to subsections (2) to (16) the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least once every 4 months to exercise its functions.
- (3) The committee must decide how a meeting is to be called.

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- (4) Notice of a meeting is to be given in the way decided by the committee.
- (5) If the Secretary receives a written request signed by at least 33% of the Management Committee members, the Secretary must call a special meeting of the committee.
- (6) A request for a special meeting must state –
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (7) At a Management Committee meeting, more than 50% of the number of committee members as at the close of the last general meeting of the members form a quorum.
- (8) A question arising at a committee meeting is to be decided by a majority vote of committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (9) A Management Committee member must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- (10) The Secretary must give each Management Committee member at least 14 days' notice of a special meeting of the committee.
- (11) A notice of a special meeting must state –
 - (a) the day, time and place of the meeting; and
 - (b) the nature of the business to be discussed there at.
- (12) The President or, if there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the vice-President is to preside as chairperson at the meeting.
- (13) If the President and the vice-President are absent from a Management Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.
- (14) If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting called on the request of committee members, the meeting lapses.
- (15) If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of committee members, the meeting is to be adjourned to –
 - (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the committee.
- (16) If, at an adjourned meeting mentioned in subsection (15), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

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16. DELEGATION OF MANAGEMENT COMMITTEE POWERS

- (1) The Management Committee may delegate the whole or part of its powers to a subcommittee consisting of the Association members considered appropriate by the committee.
- (2) A subcommittee may only exercise delegated powers in the way the Management Committee decides.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

17. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (1) An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (2) Subsection (1) applies even if the act was performed when -
 - (a) There was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
 - (b) Management committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

18. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- (1) A written resolution signed by each member of the Management Committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

19. ANNUAL GENERAL MEETINGS

- (1) Each annual general meeting must be held -
 - (a) at least once each year; and
 - (b) within 6 months after the end of the Association's previous financial year.

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20. BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING

- (1) The following business must be conducted at each annual general meeting –
- (a) receiving of the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year;
 - (b) receiving the auditor's report on the financial affairs of the Association for the last financial year;
 - (c) presenting the audited statement to the meeting for adoption;
 - (d) returning officer announcing the elected members of the Management Committee;
 - (e) appointing an auditor.

21. SPECIAL GENERAL MEETING

- (1) The Secretary may only call a special general meeting by giving each member notice of the meeting within 14 days after -
- (a) being directed to call the meeting by the Management Committee; or
 - (b) being given a written request signed by –
 - (i) at least 33% of the members of the Association presently on the Management Committee; or
 - (ii) at least the number of ordinary members of the Association equal to double the number of members presently on the Management Committee plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the Management Committee –
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership
- (2) A request mentioned in subsection (1)(b) must state –
- (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.

22. NOTICE OF GENERAL MEETING

- (1) The Secretary may call a general meeting of the Association.
- (2) The Secretary must give at least 14 days' notice of the meeting to each Association member.
- (3) The Management Committee may decide the way in which the notice must be given.
- (4) However, notice of the following meetings must be given in writing –
- (a) A meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the Management Committee,

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(b) A meeting called to hear and decide a proposed special resolution of the Association.

(5) A notice of a general meeting must state the business to be conducted at the meeting.

23. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

(1) Subject to subsection (5), at a general meeting the number of members equal to double the number of members of the Association presently on the Management Committee plus 1 form a quorum.

(2) No business may be conducted at any general meeting unless a quorum of members is present when the meeting proceeds to business.

(3) If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.

(4) If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association, the meeting is to be adjourned to –

- (a) the same day, time and place in the next week; or
- (b) a day, time and place decided by the Management Committee.

(5) If at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes from the time fixed for the meeting, the members present form a quorum.

(6) The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

(7) If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

(8) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

(9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

(10) In this rule –
“member” includes a person attending as a proxy or representing a corporation that is a member.

24. PROCEDURE AT GENERAL MEETING

(1) Subject to these rules, at each general meeting -

- (a) the President, or if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-President is to preside as chairperson; and
- (b) if the vice-President is absent or is unwilling to act then as chairperson, the members present must elect 1 of their number to be chairperson of the meeting; and

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- (c) the chairperson must conduct the meeting in a proper and orderly way; and
- (d) each question, matter or resolution must be decided by a majority of votes of the members present; and
- (e) each member present and entitled to vote is entitled to 1 vote only; and if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
- (f) a member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting; and
- (g) voting may be by show of hands or a division of members, unless at least 20% of the members present demand a ballot, in which event there shall be a secret ballot; and
- (h) if a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides; and
- (i) the result of a secret ballot as declared by the chairperson is taken to be the resolution of the meeting at which the ballot was held; and
- (j) a member may vote in person or by proxy or by attorney and –
 - (i) on a show of hands, each person present who is a member or a representative of a member shall have 1 vote; and
 - (ii) in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has 1 vote; and
- (k) an instrument appointing a proxy must be in writing, and signed by the appointer or the appointer's attorney properly authorised in writing.
- (l) a proxy may be a member of the Association or another person; and
- (m) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- (n) if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following format –

QUEENSLAND FOSTER AND KINSHIP CARE INC.

I, _____ of _____ being

a member of the Association, appoint _____

of _____,

as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the _____ day of _____ 20____

and at any adjournment of the meeting.

Signed this _____ day of _____ 20____

Signature _____

*in favour of the resolution

This form is to be used

*against

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*Strike out whichever is not wanted. (Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.);

and

- (o) each instrument appointing a proxy shall be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (p) the Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting and general meeting are entered in a minute book; and
- (q) the Secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the Secretary for the inspection.

(2) To ensure the accuracy of the minutes recorded under subsection (1)(p)-

- (a) the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy; and
- (b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
- (c) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.

25. BY-LAWS

- (1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Association.

26. ALTERATION OF RULES

- (1) Subject to the provisions of the Associations Incorporation Act 1981, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However, an amendment, repeal or addition is valid only if it is registered by the chief executive.

27. COMMON SEAL

- (1) The Management Committee must ensure the Association has a common seal.
- (2) The common seal must be –
 - (a) kept securely by the Management Committee; and
 - (b) used only under the authority of the Management Committee.

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(3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by –

- (a) the Secretary; or
- (b) another member of the Management Committee; or
- (c) someone appointed by the Management Committee.

28. FUNDS AND ACCOUNTS

(1) The working funds of the Association must be kept in an account in the name of the Association in a financial Institution decided by the Management Committee.

(2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

(3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

(4) If an amount of \$100 or more is paid by cheque, the cheque must be signed by any 2 of the following –

- (a) the President
- (b) the Secretary
- (c) the Treasurer
- (d) another member authorised by the Management Committee for the purpose.

(5) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed “not negotiable.”

(6) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.

(7) All expenditure must be approved or ratified at a Management Committee meeting.

(8) The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared -

- (a) the income and expenditure for the financial year just ended;
- (b) the Association’s assets and liabilities at the close of the year;
- (c) the mortgages, charges and securities affecting the property of the Association at the close of the year.

(9) The auditor must examine the statement prepared under subsection (8) and present a report about it to the Secretary before the next annual general meeting following the financial year for which the audit was made.

(10) The assets and income of the organisation shall be applied solely in furtherance of the above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

Approval Date:	September 2019	Implementation Date:	September 2019	Review Date:	September 2021
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29. DOCUMENTS

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

30. FINANCIAL YEAR

The financial year of the Association shall close on 30 June in each year.

31. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

(1) In the event that Queensland Foster and Kinship Care Inc. is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation, which is charitable at law, to which income tax deductible gifts can be made:

- Gifts of money or property for the principle purpose of the organisation,
- Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
- Money received by the organisation because of such gifts and contributions.

(2) In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

32. NOT FOR PROFIT CLAUSE

The assets and income of Queensland Foster and Kinship Care Inc. shall be applied solely in the furtherance of the objects referred to in Rule 3 above and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of Queensland Foster and Kinship Care Inc.