

CONSTITUTION OF PROJECT KINDY
14/215 Wellington Road, East Brisbane, QLD 4169
ABN: 79720480422

1. Definitions

1.1 In this Constitution, words and phrases have the meaning set out below:

AGM means annual general meeting.

association means the unincorporated association described in Section 2.

committee and committee member(s) means the association's committee of management and the members of the committee of management (see Section 12.2).

purposes means the charitable purposes of the association as described in Section 4.

special resolution means a resolution of members:

- i. of which at least 21 days' notice of the been given to members, and
- ii. that is passed at a general meeting by 75% or more of the members voting (who are eligible to vote), voting in favour of it.

2. Preliminary

2.1 The name of the association is Project Kindy

2.2 The association is unincorporated.

2.3 The association is established to be, and continue as, a charity.

2.4 This Constitution is intended to be binding on members of the association.

3. Alteration of Constitution

3.1 Subject to Section 3.2 below, this Constitution may be changed, added to, or replaced by special resolution of the association's members at a general meeting. This includes a change to the association's name.

3.2 The members must not pass a special resolution that amends this Constitution if passing it causes the association to no longer be a charity.

4. Powers, charitable purposes and not-for-profit status

4.1 The association will pursue the following charitable purposes:

- advance education and relieve poverty by providing funds for kindergartens run by the Canossian Daughters of Charity in Malawi.
- advance education and relieve poverty by providing scholarships for young people who are from financially disadvantaged backgrounds to study at schools or educational institutions

4.2 The association has power to do all things that help it to achieve these purposes, in accordance with this Constitution.

4.3 The association and its committee may only exercise their powers and use the income and assets of the association (including those held on trust for the association) for these purposes.

4.4 The association must not distribute any income or assets, directly or indirectly, to its members.

4.5 Section 4.4 does not stop the association from doing the following things, provided they are done in good faith (fairly and honestly):

- i. paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the association, or
- ii. making a payment or providing a benefit to a member in carrying out the association's charitable purpose(s).

4.6 Project Kindy is of a secular nature and must only engage in its stated goals. Although Project Kindy fundraises for the Canossian Daughters of Charity, who are a religious institution, the association is not religious and must stay secular in nature.

5. Indemnity

5.1 To the extent possible under law, members (including committee members) are entitled to be indemnified out of the assets held for the association for any debts or liabilities incurred personally by a member when acting on behalf of the association, so long as the member was:

- i. authorised by the association to take that action, and

ii. acting in good faith (fairly and honestly) and in the best interests of the association.

5.2 This indemnity is a continuing obligation and is enforceable by a person even though that person is no longer a member of the association. This indemnity only applies to the extent that the person is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

5.3 To the extent permitted by law, and if the committee considers it appropriate, the association may pay or agree to pay a premium for a contract insuring a person who is or has been a member of the association (including a committee member) against any liability incurred by that person as a member of the association (including as a committee member).

6. Funds and assets

6.1 The committee must establish policies about the holding and management of funds and assets on behalf of the association that set out who oversees these funds and assets and who can make decisions about them.

6.2 The association must satisfy any obligations that apply to the use of its assets over which a trust exists.

6.3 The association can receive funding from:

- i. joining and annual membership fees
- ii. donations
- iii. grants
- iv. fundraising
- v. interest, and
- vi. any other lawful sources approved by the committee that are consistent with furthering the purpose of the association

7. Financial year

7.1 The financial year of the association is from 1 July to 30 June unless the committee passes a resolution to change the financial year.

8. Record-keeping

8.1 The association must make and keep written financial records that:

- i. correctly record and explain the association's transactions and financial position and performance, and
- ii. enable true and fair financial statements to be prepared and to be audited.

8.2 The association must also keep written records that correctly record its operations.

8.3 The association must retain its records for at least seven years, and as required by any laws that may apply

8.4 The committee members must take reasonable steps to ensure that the association's records are kept safe.

9. Membership

9.1 Anyone who supports the purposes and agrees to be bound by this Constitution can apply to join the association as a member.

9.2 The committee decides the process for receiving and approving or rejecting membership applications.

9.3 After the committee has approved or rejected a membership application, the committee must advise the applicant as soon as possible to tell them whether their application was approved or rejected. If an application is rejected, the association does not have to give reasons.

9.4 The committee can propose to set or change joining fees and membership fees for members. Joining and membership fee proposals must be approved by a majority of members voting at a general meeting.

9.5 Members must pay any membership fee and any unpaid joining fee within one month of being asked, if a membership or joining fee is set. If a member does not pay in time, their membership may be suspended by the committee. If the member does not pay all amounts owing within six months of their membership being suspended, their membership may be cancelled by the committee.

9.6 When membership is suspended, a member cannot exercise their members' rights such as voting at a general meeting.

9.7 A person immediately stops being a member if:

- i. their membership is cancelled under these Constitution,
- ii. they resign by writing to the committee; or
- iii. they die.

9.8 If a member resigns, the association is not required to refund any joining and membership fees already paid.

10. Register of members

10.1 The association must maintain a register of members.

10.2 Members' names and contact details (an email address is sufficient) must be entered in the register of members when membership is approved. A person becomes a member when their name is entered on the register.

10.3 The committee must record the date that a person stops being a member of the association in the register of members as soon as possible after the person stops being a member.

10.4 If a member requests that access to their details on the register of members be restricted, the committee may decide whether access will be restricted and will notify the member of this.

11. Members' access to documents

11.1 A member may make reasonable requests to inspect (at a reasonable time) the:

- i. Constitution of the association
- ii. general meeting minutes, and
- iii. register of members.

11.2 A member may make reasonable requests for copies of the documents requested under rule 11.1. The association can charge a reasonable fee for providing copies.

11.3 Members may only use information that is accessed in accordance with Constitution 11.1 or 12.2 for lawful and proper purposes related to the association.

11.4 The association must provide access to documents or copies requested under Constitution 11.1 and 12.2 within a reasonable time. The association can refuse to provide access or copies, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or could cause damage or harm to the association, or if the request is otherwise unreasonable.

11.5 Members cannot inspect or get copies of committee meeting minutes or parts of the minutes, unless the committee specifically allows it.

12. The Committee

12.1 The association is governed by the committee that is made up of committee members.

12.2 The committee can exercise all powers and functions of the association except for powers and functions that the members are required to exercise at a general meeting.

12.3 The committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member, other than the power of delegation or a duty that applies to the committee or particular committee member under Australian laws.

12.4 Committee members are elected by a ballot of members of the association at a general meeting.

12.5 The committee is made up of a minimum of three committee members.

12.6 At the first committee meeting after each AGM, the committee must appoint a committee member as Chair.

12.7 The committee may appoint and remove committee members to and from any positions (such as Chair, President, Deputy President, Treasurer and Secretary) and decide their responsibilities in those roles.

12.8 Each committee member finishes their time on the committee at the end of the next AGM after they were appointed, but they can be elected again.

12.9 A member can nominate to be on the committee by writing to the committee or at a general meeting where an election for the committee is held. Another member must support their nomination.

12.10 To be eligible to be a committee member, a person must be a member of the association at the time of their nomination, appointment, and for the duration of their time on the committee.

12.11 If the number of eligible applicants nominated to be committee members is equal to the number of committee members required, the chair may declare the positions filled without holding a ballot.

12.12 A committee member stops being on the committee if they:

- i. resign, by writing to the committee

- ii. stop being a member of the association
- iii. are removed by a resolution of members of the association
- iv. are absent without the consent of the committee from all meetings of the committee held during a period of six months or
- v. die.

12.13 If a committee member stops being on the committee before the next AGM, the committee can temporarily appoint a member of the association to fill the vacancy on the committee until the next AGM.

13. Duties of the committee

13.1 Among its other responsibilities, the committee is responsible for making sure that:

- i. accurate minutes of general meetings and committee meetings are made and kept,
- ii. other records are kept in accordance with Constitution 8.1 to 8.4, and
- iii. documents of the association are made available to members in accordance with Constitution 11.1 to 11.5.

13.2 Committee members must comply with their legal duties under Australian laws and ensure that the association complies with its duties under Australian laws

14. Committee meetings

14.1 A committee member can call a meeting by giving seven days' notice of a meeting to committee members unless the meeting is an urgent meeting (in which case reasonable notice must be given).

14.2 The committee can decide how often it meets, and the way in which it meets, including by allowing committee members to attend through technology, so long as it allows everyone to communicate.

14.3 The Chair will chair committee meetings. If the Chair does not attend, the committee members can choose who will chair that meeting.

14.4 A resolution is passed if more than half of the committee members present at the committee meeting vote in favour of the resolution.

14.5 A majority (more than half) of committee members must be present (either in person or through the use of technology) for the meeting to be validly held (this is the quorum for committee meetings).

14.6 The committee can allow circular resolutions ("flying minutes"). A circular resolution is passed if more than half of the committee members agree to it in writing, including through technology. If a committee member fails to respond to the motion by a date set within the motion, their vote will be regarded as in favour of it. The sender must retain evidence of the fact that the request was sent; the person to whom it

was sent, the address (email or otherwise); and evidence of any electronic communication (email) having been delivered. Only the Chairperson has authority to promulgate and issue circular resolutions.

15. General meetings of members

15.1 General meetings of members can be called by the committee. The committee must call a general meeting if requested by a group of members making up at least 10% of members who are entitled to vote at general meetings. The members must state in the request any resolution to be proposed at the meeting.

15.2 At least 10% of the members that are entitled to vote at the meeting must be present at a general meeting (either in person or through the use of technology, for the meeting to be held (this is the quorum for general meetings).

15.3 Written notice of general meetings must be provided to all member at least 21 days before the meeting. Notice to members must be sent to the members' contact addresses listed on the register of members.

15.4 Any notice of general meetings must include proposed issues to be discussed and resolutions to be moved at that meeting.

15.5 The association must hold an AGM at least once in every calendar year, at which it provides reports to members about the financial position and activities of the association.

15.6 The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect committee members. The notice of the AGM must include any special business or resolutions to be considered.

15.7 The Chair will chair general meetings. If the Chair does not attend, the members at the meeting can choose another committee member to be the chair for that meeting. The Chair is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions.

15.8 Each member has one vote.

15.9 A resolution (other than a special resolution) is passed if more than half of the members present at a general meeting vote in favour of the resolution.

15.10 Votes may be held by a show of hands or written ballot, or another method that the chair decides is fair and reasonable in the circumstances.

15.11 The chair can adjourn the meeting if there are not enough members at the meeting within 30 minutes of the meeting start time, or if there is not enough time at a meeting to consider all business.

15.12 On a show of hands, the chair's decision is conclusive evidence of the result of the vote.

16. Dispute resolution process

16.1 If there is a dispute between a member and another member, or a member and the committee (or a committee member), the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.

16.2 If the dispute cannot be resolved between the people involved, the committee must be notified, and a dispute resolution process must be put in place by the committee.

16.3 A dispute resolution process must allow each party a reasonable opportunity to be heard and/or submit arguments in writing, and should first attempt to resolve the dispute by the parties reaching agreement. If agreement cannot be reached, the committee may appoint an unbiased person to decide the outcome of the dispute.

17. Winding up

17.1 The association can be wound up by its members if the members pass a special resolution to wind up the association at a general meeting.

17.2 If the association is wound up, after it has paid all debts and other liabilities (including the costs of winding up), any remaining assets:

- i. must not be distributed to the members or former members of the association, and
- ii. subject to the requirements of Australian laws and any Australian court order, must be distributed to another organisation or organisations with similar charitable purposes and which is/are not carried on for the profit or personal gain of members.

18. Project Kindy Public fund

18.1 Project Kindy operates an Overseas Aid Fund.

Objects of the Public fund

18.2 The objects of the public fund reflect the purpose of the public fund, namely:

The Project Kindy Public Fund will pursue the following charitable purposes:

- advance education and relieve poverty by providing funds for kindergartens run by the Canossian Daughters of Charity in Malawi.
- advance education and relieve poverty by providing scholarships for young people who are from financially disadvantaged backgrounds to study at schools or educational institutions

19. Gift fund rules

The public fund will receive all gifts and deductible contributions of money or property made for the public fund's purpose, as well as any money received because of such gifts or deductible contributions. The gift fund will not receive any other money or property.

20. Separation of funds

Gifts to the public fund will be kept separate from any other funds of the Association. A separate bank account and clear accounting procedures will be maintained.

21. Receipts

Receipts will be issued in the name of the public fund.

22. Public contribution

The public will be invited to contribute to the public fund.

23. Responsible persons

A separate committee will administer the public fund, a majority of whom have a degree of responsibility to the general community.

24. Revocation clause

If the fund, authority or institution is wound up or if the endorsement (if any) of the Association as a deductible gift recipient for the operation of the fund, authority or institution is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax-deductible gifts can be made.

25. ATO notification

The ATO will be notified of any changes to the Association's Constitution and Public Fund Rules.