Family Planning Queensland

**Corporations Act 2001**
**A Public Company Limited by Guarantee**
**Constitution**
Family Planning Queensland ACN 009 860 164

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# 1 Nature of FPQ

1.1 FPQ is a public company limited by guarantee.

1.2 The liability of the Members is limited strictly to an obligation for each Member to contribute $30.00, if demanded, to the assets of FPQ if it is wound up while he or she is a Member, or within one year afterwards. Each Member guarantees to make such payment if demanded.

# 2 Objects

2.1 The objects of FPQ are:

(a) to promote sexual and reproductive health amongst the public;

(b) to prevent ill-health in the area of sexual and reproductive health;

(c) to educate the public in respect of all issues relating to sexual and reproductive health;

(d) to provide clinical, education and training services to attain the objects of FPQ;

(e) to raise and secure sufficient funds for the advancement of the objects of FPQ

(f) to receive any funds and to distribute these funds in a manner that best attains the objects of FPQ; and

(g) to do all things which are incidental or conducive to the attainment of all or any of the objects of FPQ.

# 3 Membership

## Membership and Categories

3.1 The Membership of FPQ shall comprise:

(a) The persons who were admitted to any category of membership immediately prior to the adoption of this Constitution, who shall continue in the same membership categories;

(b) The persons subsequently admitted to the following membership categories:

(i) Organisational Members, being Organisations admitted to membership in accordance with clause 3.3; and

(ii) Individual Members, being natural persons admitted to membership in accordance with clause 3.3.

## Previous Honorary Members and Life Members

3.2 For the avoidance of doubt, without limiting clause 3.1(a), persons who were, immediately prior to the date of adoption of this constitution:

(a) Honorary Members, shall continue as Honorary Members of FPQ on the basis that they shall not be required to pay annual membership fees and shall enjoy all of the benefits of membership except that they shall not be entitled to vote at general meetings of the Members and shall not be entitled to stand for election to the Board but shall otherwise be entitled to the benefits, and subject to the obligations, of membership; and

(b) Life Members shall continue as Life Members of FPQ on the basis that they shall not required to pay annual membership fees but shall otherwise be entitled to the benefits, and subject to the obligations, of membership.

## Organisational and Individual Members

3.3 The following provisions must be fulfilled before the Board is obliged to consider an application for admission as a Member:

(a) the person must be supportive of the objects of FPQ and, in the case of a natural person, must be at least 18 years of age;

(b) the application must be in writing in the form required for the time being by the Board;

(c) the applicant must duly complete and sign the application form; and

(d) upon lodging the application, the applicant must pay the membership fee applicable to the relevant category of membership (see clause 4).

3.4 When an application is duly made in accordance with clause 3.3, the Board:

(a) must consider the application as soon as practicable after receipt to determine, in their discretion, the acceptance or rejection of the application;

(b) does not have to give reasons for rejecting an application.

(c) must, if the application is rejected, refund in full to the applicant all amounts paid by the applicant on account of the application; and

(d) must, if the application is accepted, admit the applicant as:

(i) an Organisational Member (in the case of Organisations); or

(ii) as an Individual Member (in the case of natural persons).

## Notifying Member of Admission

3.5 Following admission of a new Member, the Secretary must promptly:

(a) notify the Member in writing of the admission and the category of membership;

(b) issue a receipt for the application fee, if any, and for any other amount paid by the Member on account of the application for membership; and

(c) cause the required details to be entered in the Register (see clause 3.10).

## Ongoing Member Obligations and Rights

3.6 Upon admission to membership, the Member agrees to be bound by the provisions of this Constitution. For the avoidance of doubt, the existing Members referred to in clause 3.1(a) are bound by this Constitution as and from its adoption.

3.7 For so long as a Member pays the membership fees determined in accordance with the provisions of clause 4, that Member shall enjoy the rights and privileges of membership under this Constitution and the Act.

3.8 Without limiting any other provision of this Constitution, all Members have the right to:

(a) receive notices of and to attend and be heard at any general meeting.

(b) vote at any general meeting;

(c) stand for election to the Board, subject to clause 10.4; and

(d) Nominate persons to stand for election subject to clause 10.10(d) and (e).

## Register of Members

3.9 A Register of the Members must be kept in accordance with the Act.

3.10 The following details must be entered and kept current (subject to clause 3.10) in the Register in respect of each Member:

(a) the full name and contact details of the Member;

(b) in the case of an Organisational Member the ACN or equivalent identifier of the Member and the full name, address and facsimile number, if any, of its representative;

(c) the category of membership;

(d) the date of admission to and cessation of membership; and

(e) such other information as the Board requires.

3.11 Each Member must notify the Secretary in writing of any change in that person's name, address, telephone or facsimile number within 1 month after the change.

# 4 Membership fees

## Amount of membership fees

4.1 The membership fees for each category of membership shall be determined by resolution of the Board.

## Time for payment

4.2 The relevant membership fees for each category of membership are payable:

(a) by each applicant for membership when making the application; and

(b) thereafter by each Member annually in advance on 1 January in each year, or such other date as the Board determines from time to time.

4.3 If a person applies for membership after the due date in any year, the Board may reduce the membership fee payable by the applicant for the ensuing period until the next membership fee falls due in such manner as the Board think fit.

4.4 No part of any membership fee shall be refundable to a Member who ceases to be a Member in accordance with this Constitution, unless the Board in its discretion determines otherwise.

## Unpaid membership fees

4.5 If the membership fees of a Member remain unpaid for 2 months after they become payable:

(a) the Member ceases to be entitled to the rights and privileges of membership;

(b) the Secretary may, if directed by the Board, give a written notice of demand (in this clause called a **"Payment Notice"**) to the Member requesting immediate payment of the outstanding amount

(c) the Member remains liable for all of the obligations and liabilities of membership for 6 months after the Payment Notice is given;

(d) if the arrears are paid within 6 months of the Payment Notice, the rights and privileges of membership shall be reinstated; and

(e) if the arrears are not paid within 6 months of the Payment Notice, upon expiry of the 6 month period, subject to clause 4.6, the Member ceases to be a Member and their name must be removed from the Register.

4.6 After considering relevant circumstances, the Board may by resolution extend the 6 month period referred to in clause 4.5 within which a Member may pay the arrears without termination of their membership.

# 5 Removal and cessation of membership

## Resignation

5.1 A Member may resign from membership of FPQ by giving written notice to the Secretary, and the resignation shall take effect from the date of receipt of the notice of resignation or such later date as may be stated in the notice.

## Failure to pay

5.2 A Member may be removed in accordance with clauses 4.5 and 4.6 for non-payment of annual subscriptions.

## Removal from Membership

5.3 Subject to clause 5.4, a Member may be removed by ordinary resolution of the Members at a general meeting.

5.4 The following provisions must be fulfilled before a Member can be removed by a resolution of the Members under clause 5.3:

(a) a majority of the Directors must agree that the Member is no longer considered suitable to be a Member of FPQ;

(b) the Board must give at least 2 months' written notice to the Member of the intention to terminate their membership,

(c) the Member must be invited, in the written notice, to provide to the Board any written representations which the Member wishes the meeting of Members to consider;

(d) if the Member makes written representations, and requests that they be notified to the Members, in sufficient time before the notices of meeting are sent to the Members, the Board must ensure that a copy of the representations is included in the notices calling the meeting;

(e) if copies of the representations have not been included in the notices of meeting, for any reason, the Member may require the representations to be read out at the meeting; and

(f) whether or not representations have been circulated or read, the Member must be given a full and fair opportunity to address the meeting.

## Other cessation of membership

5.5 An Individual Member ceases to be a Member:

(a) on the death of the Member; or

(b) on the bankruptcy of the Member.

5.6 An Organisational Member ceases to be a Member:

(a) if it is wound up or is otherwise dissolved, deregistered or otherwise ceases to exist; or

(b) on the insolvency of the Member.

# 6 No profits for members

## Transfer of income or property

6.1 Subject to clauses 6.2 and 11.2, all of the assets and income of FPQ shall be applied solely in the furtherance of the objects of FPQ and no portion shall be distributed directly or indirectly to any Member.

## Payments, services and information

6.2 Nothing in clause 6.1 prevents the payment, in good faith, of an amount, calculated on arms length terms, in respect of:

(a) Remuneration payable to an employee of FPQ, who is also a Member, for services actually rendered to FPQ;

(b) goods or services actually supplied to FPQ by a Member in the ordinary and usual course of the Member's business.

# 7 General meetings

## Convening of meetings

7.1 The Chairperson or any 2 Directors may at any time request the Secretary to convene a general meeting of the Members and the Secretary must comply with all such requests.

7.2 The Board must call and arrange to hold a general meeting of the Members if required to do so by Members entitled to at least 5% of the votes of the Members.

7.3 A general meeting may be called or held using any technology consented to by the Members at a general meeting. The consent may be a standing one.

## Notice of general meeting

7.4 Notice of a general meeting:

(a) may be given in writing or in any other form of communication from time to time permitted by the Act;

(b) Must be given in accordance with the notice provisions of this Constitution (see clause 21); and

(c) must specify the place, the day and the hour of meeting and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by the Act.

7.5 The accidental omission to give notice of any general meeting to, or the non receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

## Quorum at general meetings

7.6 A quorum for the purposes of a general meeting of Members shall be 10, who are entitled to vote, present personally or by proxy.

7.7 If a quorum is not present within half an hour from the time appointed for the meeting:

(a) if the meeting was convened by or on the requisition of Members, it must be dissolved; or

(b) in any other case it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Board.

7.8 If a meeting has been adjourned to another time and place determined by the Board, then notwithstanding any other provision, not less than 7 days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

7.9 If, at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

## Appointment of chair and powers of chair

7.10 The Chairperson or, in his/her absence, the Deputy Chairperson, shall preside as chair at every general meeting of Members.

7.11 If for any reason there is not then a Chairperson nor a Deputy Chairperson, or neither of them is present within 15 minutes of the time nominated for the meeting to start, the Members who are present and entitled to vote at the meeting shall select one of their number to chair the meeting.

7.12 The chair of a general meeting may, in his/her discretion, expel any person from a general meeting if the chair reasonably considers that the person's conduct is inappropriate.

## Casting Vote of Chair

7.13 The chair of a general meeting is entitled to a second or casting vote on all resolutions, whether by show of hands or on a poll (see clauses 7.18 and 7.21).

## Adjournment of meetings

7.14 The chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.

7.15 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

7.16 When a meeting is adjourned for 30 days or more notice of the adjourned meeting must be given as in the case of an original meeting.

7.17 When a meeting is adjourned for less than 30 days, it is not necessary to give a further notice of the adjourned meeting.

## Voting on show of hands

7.18 Subject to clause 10.10 dealing with postal votes for election of Directors, all resolutions put to the vote of a general meeting of Members must be decided on a show of hands unless a poll is demanded in accordance with clause 7.21.

7.19 On a show of hands, every Member present in person or through a duly appointed representative or attorney (see clause 9) has one vote.

7.20 On a show of hands, a declaration by the chair that a resolution has 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 FPQ, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## Vote on a poll

7.21 A poll may be demanded in respect of a resolution at a general meeting:

(a) by the chair; or

(b) by at least 5 Members present and entitled to vote on the resolution:

(i) before the vote on that resolution is taken;

(ii) before the result is declared on a show of hands; or

(iii) immediately after the result is declared on a show of hands.

7.22 Subject to clause 10.10 dealing with postal votes for election of Directors, on a poll every Individual Member and Organisational Member present in person or by proxy, attorney or representative (as the case may be) has one vote.

7.23 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chair or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chair directs. The result of the poll is the resolution of the meeting at which the poll is demanded.

7.24 A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.

# 8 Proxies

## Proxies and representatives of Members

8.1 At meetings of Members, each Member entitled to vote may vote in person or by proxy or by attorney subject to the limitations in clauses 7.18 and 7.21.

8.2 A person attending as a proxy, attorney or representative of a Member, as the case requires, shall be deemed to have all the powers of the relevant Member, except where expressly stated to the contrary in this Constitution or the Act.

## Appointment of proxies

8.3 A Member may appoint another person who is an Individual Member, or the duly appointed representative of an Organisational Member, as their proxy to attend and vote in their place at a general meeting.

8.4 The proxy must be appointed in writing, in the form from time to time required by the Board, and signed by the Member appointing the proxy.

8.5 If the document appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution, the proxy is not entitled to vote on the resolution except in the manner specified in the document.

## Verification of proxies

8.6 Notwithstanding any other provision, a proxy shall be deemed to be invalid unless both of the following provisions are fulfilled:

(a) each Member appointing a proxy must send or deliver to FPQ, for receipt at least 24 hours before the time for holding the meeting or adjourned meeting at which the proxy proposes to vote, the following:

(i) the document appointing the proxy; and

(ii) if the appointment is signed by the Member's attorney, the authority under which the appointment was signed or a certified copy of that authority.

(b) The required documents must be either sent or delivered to FPQ's office address, fax number or electronic address specified for that purpose in the notice convening the meeting

## Revocation of appointment of proxy

8.7 A vote given in accordance with the terms of a proxy document or power of attorney is valid despite:

(a) the death or unsoundness of mind of the appointor; or

(b) the revocation of the instrument or of the authority under which the instrument was executed,

except where the Secretary has been notified in writing of such event before the commencement of the meeting or adjourned meeting at which the proxy is used, in which case the proxy shall be deemed to be invalid.

# 9 Organisational Members' Representatives

9.1 An Organisational Member may appoint an individual as a representative to exercise all or any of the powers the Organisation may exercise:

(a) at general meetings of the Members;

(b) at meetings of creditors or debenture holders; or

(c) relating to resolutions to be passed without meetings.

9.2 The appointment may be a standing one.

9.3 The appointment may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.

9.4 An Organisational Member may appoint more than 1 representative but only 1 representative may exercise the body's powers at any one time.

9.5 Unless otherwise specified in the appointment, the representative may exercise, on the Organisational Member's behalf, all of the powers that the Organisation could exercise at a meeting or in voting on a resolution.

# 10 Appointment and retirement of directors

## Initial Directors

10.1 Notwithstanding clause 10.9(b), the Directors as and from the adoption of this Constitution until the next annual general meeting of FPQ are the persons who were Directors of FPQ immediately prior to the adoption of this Constitution.

## Number of Directors

10.2 As and from the first annual general meeting of FPQ occurring after the adoption of this Constitution, the number of Directors shall be a minimum of 5 and a maximum of 10.

10.3 FPQ may, by special resolution of its Members, increase and/or decrease the maximum and minimum number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.

## Eligibility for election as a Director

10.4 To be eligible to stand for election as a Director or to occupy the office of Director of FPQ a person must satisfy the following criteria:

(a) the person must be either an Individual Member or the representative of an Organisational Member;

(b) the person must not be an employee of FPQ;

(c) the person must not be disqualified by law from being a director of a company; and

(d) subject to clause 10.1, the person must not then have already served as a Director for a continuous period (ending at the date of the election) of 9 years or more.

## Transitional rotation of Directors for 3 years after adoption of Constitution

10.5 At the first annual general meeting of FPQ after adoption of this Constitution**:**

(a) 6 of the Directors shall remain in office and the remainder of them, selected in accordance with the next paragraph of this clause 10.5, shall retire from office;

(b) The Directors who are required to retire from office shall be chosen by agreement amongst the Board having regard to the interests of FPQ and, if no such agreement can be reached to the satisfaction of the Chairperson, then by the drawing of lots; and

(c) 4 positions shall be open for election by the Members in accordance with clause 10.10.

10.6 At the second annual general meeting of FPQ after the adoption of this Constitution:

(a) The 4 Directors elected at the previous annual general meeting shall remain in office;

(b) 3 of the 6 Directors referred to in clause 10.5(a) shall remain in office and the remainder of the Directors, selected in accordance with the next paragraph of this clause 10.6, shall retire from office;

(c) the Directors who are required to retire from office shall be chosen by agreement amongst the Board having regard to the interests of FPQ and, if no such agreement can be reached to the satisfaction of the Chairperson, then by the drawing of lots; and

(d) 3 positions shall be open for election by the Members in accordance with clause 10.10.

10.7 At the third general meeting of FPQ following the adoption of this Constitution:

(a) the Directors elected at the previous 2 annual general meetings shall remain in office and the 3 Directors referred to in clause 10.6(a) shall retire from office; and

(b) 3 positions shall be open for election by the Members in accordance with clause 10.10.

10.8 In these transitional provisions a Director who has been duly appointed to fill a casual vacancy in the Board, shall be deemed to have been elected when the Director whose place he/she took on the Board was elected to the Board.

## Term and retirement of Directors

10.9 Subject to the transitional provisions (see clause 10.5 to 10.8) from the date of adoption of this Constitution:

(a) Directors elected or appointed after the adoption of this Constitution shall serve 3 year terms starting from the annual general election at which they were elected;

(b) Directors elected or appointed after the adoption of this Constitution shall be eligible to serve for a maximum of 9 consecutive years as a Director, starting from the date of their appointment following the adoption of this Constitution;

(c) there shall be a rotational system of elections of Directors so that at each annual general meeting, approximately one-third of the Directors, being those who have served approximately 3 years since they were elected, must retire from office;

(d) a Director retiring at an annual general meeting, and who is not disqualified by this Constitution or by law from being reappointed, is eligible for re-election.; and

(e) for the purposes of these provisions, a Director who has been duly appointed to fill a casual vacancy:

(i) shall retire at the next annual general meeting following their appointment but shall be eligible for re-election;

(ii) if that Director (the “Replacement Director”) is then duly elected at the relevant annual general meeting, and the casual vacancy which they had filled was created by the early retirement of another Director (the “Replaced Director”), the Replacement Director shall, for the purposes of this Constitution, thereafter be deemed to have been elected to the Board at the time the Replaced Director was elected to the Board; and

(iii) if the Replacement Director is then duly elected at the relevant annual general meeting, and the casual vacancy which they had filled was created by a vacant position on the Board not having been filled at a previous annual general meeting, the Replacement Director shall, for the purposes of this Constitution, thereafter be deemed to have been elected to the Board at the annual general meeting at which the position was originally up for election.

### Postal ballot for election of Directors

10.10 The election of the Directors at each annual general meeting shall take place in he following manner:

(a) a postal ballot of the Members who are entitled to vote shall be held prior to the annual general meeting and, subject to this clause, the postal ballot shall be conducted in the manner determined from time to time by the Board;

(b) all nominations for election as a Director must be in writing and signed by 2 Members and also signed by the nominee consenting to such nomination and shall be delivered to and lodged with the Secretary not less than 28 days prior to the date fixed for the holding of the relevant annual general meeting;

(c) only persons who are eligible for election or appointment as a Director under this Constitution (see clause 10.4) may be nominated to stand for election;

(d) all Members may nominate and/or second any number of persons who are Individual Members of FPQ to stand for election at each election of Directors;

(e) without limiting that right, each Organisational Member may nominate a maximum of one person, who is not an Individual Member, to stand for election as a Director at each election, provided that this right cannot be exercised if there is already such a nominee of that Organisational Member sitting on the Board who is not due to retire at the relevant election;

(f) the Board must ensure that the postal ballot is conducted in such a fashion as to enable all Members sufficient opportunity to consider all nominations;

(g) the Board must ensure that a sufficient period is allowed to complete the postal ballot at least 3 days prior to the holding of the relevant annual general meeting;

(h) at the relevant annual general meeting, the postal votes duly received by the Secretary prior to the annual general meeting shall be added to the votes cast at the annual general meeting, whether by show of hands or on a poll, to determine the results of the election of Directors; and

(i) to avoid doubt, under no circumstances shall a person who has cast a postal vote be entitled to a second vote at an election of Directors, whether on a show of hands or on a poll.

### Filling casual vacancies of Directors

10.11 The Board may at any time appoint a person who would be eligible to stand for election as a Director, to be a Director to fill a casual vacancy:

(a) created by the early retirement of a Director;

(b) resulting from a vacant position on the Board not having been filled at an annual general meeting; or

(c) in any other circumstances where the maximum number of Directors on the Board will not be exceeded as a result of the appointment, as an addition to the existing Directors.

10.12 A Director appointed under this clause shall serve on the Board until they are required to retire under clauses 10.8 or 10.9(e).

### Retirement and removal from office

10.13 A Director may retire from office by giving notice in writing to FPQ of that Director's intention to retire. A notice of resignation takes effect at the time of giving the notice to FPQ or, if another time is specified in the notice, at that time.

10.14 The Members of FPQ may by ordinary resolution remove a Director from office and may by ordinary resolution appoint another person as a replacement.

10.15 A person appointed to replace a Director who is removed from office under clause 10.14 must retire as a Director at the next annual general meeting at which the Director they are replacing would have been required to retire if they had not been removed.

### Vacation of office

10.16 Without limiting any other provision, the office of a Director becomes vacant if required by the Act or if the Director:

(a) becomes, or is declared, bankrupt;

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

(c) is absent, without obtaining leave of absence from the Board, for 3 or more consecutive meetings of the Board and the board resolves that the office of that Director be vacated; or

(d) becomes prohibited from being a Director by reason of an order made under the Act.

### Age limit for Directors

10.17 In accordance with the Act, a person over the age of 72 years may not be appointed or reappointed as a Director except by a special resolution of FPQ.

10.18 The office of a Director becomes vacant at the conclusion of the next annual general meeting after the Director attains the age of 72 years.

10.19 A Director who ceases to hold office at an annual general meeting because the Director attains the age of 72 is not to be counted in the number of Directors who must retire by rotation at that meeting.

## 11 Directors' remuneration

### Payment for expenses

11.1 No Director shall be entitled to any fee or other remuneration for their role as Director except as permitted by clause 11.2.

11.2 Directors shall be entitled, on an equitable basis, to be paid or reimbursed all:

(a) travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Board or any of its committee or general meetings; and

(b) all other reasonable expenses properly incurred in the execution of their duties as Directors,

provided that such expenses have first been approved by the Board.

## 12 Powers of Directors

12.1 The Directors may exercise all of the powers of FPQ which are not, by the Act or by this Constitution, required to be exercised by the Members in general meeting or otherwise.

## 13 Proceedings of Directors

### Convening of Directors’ meetings

13.1 The Board shall meet not less than 5 times per year, but otherwise as necessary to discharge their duties and functions.

13.2 The Chairperson or the Deputy Chairperson or any other 2 Directors may request the Secretary to convene a meeting of the Board at any time and the Secretary must comply with such request.

13.3 Notice of each meeting of the Directors must be given to each Director at least 48 hours before the meeting, or otherwise as determined by resolution of the Board,

except in the case of a Director who is out of Australia or who has been given leave of absence from the Board.

13.4 A Directors' meeting may be called or held using any technology 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. The Directors may otherwise regulate their meetings as they think fit.

### Quorum and voting at Directors' meetings

13.5 A quorum for the purposes of a meeting of the Board is a simple majority of the Board as then constituted.

13.6 Questions arising at a meeting of the Board must be decided in the manner from time to time determined by the Board, and in the absence of any such agreement, by a majority of votes of Directors present and voting.

### Chairperson and Deputy Chairperson

13.7 At the first meeting of the Board after each annual general meeting, the Board shall elect a Chairperson and a Deputy Chairperson.

13.8 The Chairperson or, in his/her absence, the Deputy Chairperson, shall preside as chair at every meeting of the Board.

13.9 If for any reason there is not then a Chairperson nor a Deputy Chairperson, or neither of them is present within 15 minutes of the time nominated for the Board meeting to start, the Directors who are present and entitled to vote at the meeting shall select one of their number to chair the meeting.

### Chair's vote at Directors meetings

13.10 The chair does not have a second or casting vote at meetings of Directors, and on an equality of votes a resolution shall fail.

### Delegation of powers to committee

13.11 The Board may delegate any of their powers to committees consisting of such Directors and such other persons as they think fit.

13.12 The Board must, by resolution, agree the terms of reference for all committees to which the Board delegates any of its powers, specifying clearly in the terms of reference the powers delegated to the committee and any limits on any such delegation.

13.13 In the exercise of any powers delegated to it, a committee formed by the Board:

(a) must comply with the terms of reference provided to it by the Board; and

(b) otherwise shall conduct its meetings and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the Board.

### Validity of acts of Directors

13.14 All acts done by a meeting of the Board or of a committee appointed by the Board or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

### Minutes

13.15 The Board must cause minutes of all proceedings of general meetings, of meetings of the Board and of committees formed by the Board to be entered, within one month after the relevant meeting is held, in books kept for the purpose.

13.16 The Board must cause all minutes, except resolutions in writing treated as determinations of the Board, to be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.

### Resolution in writing

13.17 A resolution in writing signed by all Directors, excluding Directors who have been given leave of absence, is to be treated as a determination of the Board passed at a meeting of the Board duly convened and held.

13.18 A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.

13.19 In relation to a resolution in writing:

(a) a document generated by electronic means which purports to be a facsimile of a resolution of Directors is to be treated as a resolution in writing; and

(b) a document bearing a facsimile of a signature is to be treated as signed.

## 14 Chief Executive Officer

14.1 The Board may appoint any person, to the position of chief executive officer (the “Chief Executive Officer”) for the period and on the terms (including as to remuneration) the Board see fit.

14.2 The Board may, upon terms and conditions and with any restrictions they see fit, confer on a Chief Executive Officer any of the powers that the Directors can exercise.

14.3 The Board may revoke or vary:

(a) an appointment; or

(b) any of the powers conferred on an executive officer.

14.4 If the Chief Executive Officer becomes incapable of acting in that capacity the Directors may appoint any other person, not being a Director, to act temporarily as Chief Executive Officer.

## 15 Secretary

15.1 The Directors may:

(a) Appoint, and terminate the appointment of, one or more Secretaries; and

(b) determine their terms and conditions of appointment.

15.2 A Secretary shall be responsible to carry out all acts and deeds required by this Constitution, the Act or by law.

## 16 By-laws

16.1 The Board may, by resolution of the Board, make or adopt by-laws with respect to any matter or thing for the purposes of giving effect to any provision of this Constitution or generally for the purposes of carrying out the objects of FPQ, which by-laws shall be binding on the Members, provided that to the extent of any inconsistency, this Constitution shall prevail over all such by-laws.

## 17 Execution of documents

17.1 FPQ is not required to have a common seal for the execution of documents.

17.2 FPQ may execute a document by the following persons signing the document, namely:

(a) 2 Directors;

(b) a Director and the Chief Executive Officer;

(c) a Director and the Secretary; or

(d) a Director and some other person appointed by the Directors for the purpose.

## 18 Surplus assets on winding up or dissolution

18.1 Upon the winding up or dissolution of FPQ, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or organisations which:

(a) has objects similar to the objects of FPQ; and

(b) whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 6.1,

as determined by the Members at or before the time of winding up or dissolution of FPQ and, in default of any determination, by the Supreme Court of Queensland.

## 19 Indemnity

### Costs and expenses

19.1 Every officer and past officer of FPQ is indemnified by FPQ against a liability for costs and expenses incurred by that person as an officer:

(a) in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or

(b) in connection with any application in relation to those proceedings in which the Court grants relief to the person under the Act.

### Liabilities to third parties

19.2 Every officer and past officer of FPQ is indemnified against a liability incurred by that person as an officer to a person other than FPQ or a related body corporate, except a liability which arises from conduct that involves a lack of good faith.

### Insurance premiums

19.3 To the extent permitted by law, FPQ must pay the premium on a contract insuring a person who is or has been an officer of FPQ against:

(a) a liability for costs and expenses incurred by the person in defending proceedings arising out of the person’s conduct as an officer, whether civil or criminal and whatever their outcome; and

(b) other liability incurred by the person as an officer of FPQ except a liability which arises from conduct that involves a wilful breach of duty in relation to FPQ or a contravention of section 184 of the Act.

## 20 Accounts, audit and records

### Accounts

20.1 The Board must cause proper accounting and other records to be kept in accordance with the Act and must comply with the requirements of the Act in respect of reporting and the provision of accounts to Members.

### Audit

20.2 A registered company auditor must be appointed.

20.3 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

### Rights of Inspection

20.4 Subject to the Act, the Board shall determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of FPQ or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of FPQ except as provided by law or authorised by resolution of the Board.

## 21 Notices

### Persons authorised to give notices

21.1 A notice given by either FPQ or a Member in connection with this Constitution may be given on behalf of FPQ or Member by a solicitor, or, in the case of FPQ, by the Secretary or a Director.

21.2 The signature of a person on a notice given by FPQ may be written, printed or stamped.

### Method and time of giving notices

21.3 In addition to the method for giving notices permitted by statute, a notice by FPQ or a Member in connection with this Constitution may be given by:

(a) delivering it to the street address of the addressee and shall be taken to have been received at the time of delivery;

(b) sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee and shall be taken to have been received on the next business day (or 5$^{th}$ business day if sent outside Australia) after posting;

(c) sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee and shall be taken to have been received when the transmission is complete ; or

(d) sending it by means of any other technology which the Members in general meeting agree to be permissible for the purpose of giving notices.

### Addresses for giving notices to Members and to FPQ

21.4 For the purposes of clause 21.3:

(a) the address, facsimile, email or other contact details of a Member are the last details formally notified by the Member to FPQ with a request that they be recorded in the Register or the other records of FPQ.

(b) The street and postal address of FPQ is the registered office of FPQ and the facsimile, e-mail or other contact details are as FPQ may specify from time to time by written notice to the Members as the contact details for FPQ.

### Proof of giving notices

21.5 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of:

(a) a transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee; or

(b) a print out of an acknowledgement of receipt of the e-mail.

### Persons entitled to notice of meeting

21.6 Notice of every general meeting must be given by a method authorised by this Constitution to every Member, Director and the auditor for the time being of FPQ, if any. No other person is entitled to receive notices of general meetings.

## 22 Establishment and Operation of Gift Fund

22.1 FPQ must maintain for its principal purpose a fund (the "Gift Fund"):

(a) to which gifts of money or property for that purpose are to be made; and

(b) to which any money received by FPQ because of those gifts is to be credited; and

(c) that does not receive any other money or property.

22.2 FPQ must use the following only for its principal purpose;

(a) gifts made to the Gift Fund; and

(b) any money received because of the gifts.

22.3 At the earlier to occur of:

(a) the winding up of the Gift Fund; or

(b) ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of the Income Tax Assessment Act 1997;

any surplus assets of the Gift Fund must be transferred to some other fund, authority or institution which:

(i) has objects similar to the objects of FPQ; and

(ii) to which tax deductible gifts can be made,

as determined by the Members at or before the time of winding up or dissolution of FPQ and, in default of any determination, by the Supreme Court of Queensland.

22.4 FPQ must:

(a) Maintain a separate bank account for the Gift Fund;

(b) invite the public to contribute to the Gift Fund;

(c) issue receipts for gifts to the Gift Fund including the full name of FPQ, the Australian Business Number of FPQ and the fact that the receipt is for the gift; and

(d) endeavour to ensure that the Gift Fund otherwise complies with all relevant legal requirements from time to time entitling donors to it to receive an income tax deduction under Australian law for their donation.

## 23 Interpretaton

### References to law and the Constitution

23.1 A reference to:

(a) any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; or

(b) this Constitution, where amended, means this Constitution as so amended.

### Replaceable rules

23.2 Each of the provisions of the Act which would but for this clause apply to FPQ as a replaceable rule within the meaning of the Act are displaced and do not apply to FPQ.

## Presumptions of interpretation

23.3 Unless the context otherwise requires a word which denotes:

(a) the singular denotes the plural and vice versa;

(b) any gender denotes the other genders; and

(c) a person denotes an individual and a body corporate.

23.4 Where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

23.5 Headings and any table of contents must be ignored in the interpretation of this Constitution.

23.6 Unless the context otherwise requires a reference to a time of day means that time of day in the state or territory in which the Office is situated.

23.7 For the purposes of determining the length of a period (but not its commencement) a reference to:

(a) a day means a period of time commencing at midnight and ending 24 hours later; and

(b) a month means a calendar month which is a period commencing at the beginning of a day of one of the 12 months of the year and ending immediately before the beginning of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that next month.

23.8 Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.

23.9 A provision of this Constitution, except that specifying the time for deposit of proxies with FPQ, which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

23.10 A reference to a business day means a day during which banks are open for general banking business in the state or territory in which the Office is situated

## 24 Definitions

24.1 In this constitution:

**Act** means the Corporations Act 2001.

**Board** means the board of Directors of FPQ.

**Chairperson** means the chairperson of the Board, appointed from time to time under clause 13.7.

**Director** means a person appointed to perform the duties of a director of FPQ.

**FPQ** means Family Planning Queensland ACN 009 860 164.

**Honorary Member** means a person referred to in clause 3.2 who was already an Honorary Member at the date of adoption of this Constitution.

**Individual Member** means a natural person admitted to membership under clause 3.3 (or who was already an Individual Member at the date of adoption of this Constitution). To avoid doubt, all references to Individual Members include Life Members and Honorary Members except to the extent that clauses of this Constitution distinguish expressly or by necessary implication between Individual Members and Life Members or Honorary Members (as the case may be).

**Life Member** means a person referred to in clause 3.2 who was already a Life Member at the date of adoption of this Constitution.

**Member** means a person who, at the relevant time, is a member of FPQ in accordance with clause 3.1 of this Constitution.

**Organisation** means a:

a) company under the Act;

b) a body corporate, whether incorporated in Queensland or any other place; or

c) an unincorporated body that is recognised by FPQ as an Organisation for the purposes of applying for or becoming an Organisational Member.

**Organisational Member** means an Organisation admitted to membership under clause 3.3 of this Constitution (or which was already an Organisational Member at the date of adoption of this Constitution).

**Register** means the register of Members kept by FPQ under the Corporations Act 2001.

**Secretary** means a person appointed to perform the duties of a secretary of FPQ.