

Health and Community Services Workforce Council Inc.

CONSTITUTION

Address: Ground Floor Desmond Chambers
303 Adelaide Street
Brisbane Q. 4000

Telephone: 07 3234 0190

Fax: 07 3234 0474

E- Mail : admin@workforce.org.au

Web Site: www.workforce.org.au

15 September 2006

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

TABLE OF CONTENTS

1.	NAME	3
2.	MISSION AND PURPOSE	3
3.	INTERPRETATION	3
4.	OBJECTS	4
5.	POWERS	5
6.	MEMBERSHIP	6
	6.1 Classes of membership	6
	6.2 Membership fees	7
	6.3 Admission and rejection of members	7
	6.4 Resignation and termination of membership	8
	6.5 Appeal against the rejection of termination of membership	8
	6.6 Register of members	8
	6.7 Secretary	9
	6.8 Rights, obligations and conditions of members	9
7.	STRUCTURE & FUNCTIONAL RELATIONSHIPS	9
	7.1 Sector Working Groups	10
	7.2 Industries Reference Group	10
	7.3 Board	11
	7.4 Resignation or removal from office of a Board member	12
	7.5 Office Bearers	12
	7.6 Board Powers	13
	7.7 Decisions of the Board	13
	7.8 Standing and other committees	14
	7.9 Officers	15
8.	ANNUAL GENERAL OR GENERAL MEETINGS OF MEMBERS	15
9.	MEETINGS OF THE BOARD	18
10.	BY LAWS AND RULES	19
11.	ALTERATIONS TO THE CONSTITUTION	19
12.	COMMON SEAL	19
13.	FUNDS AND ACCOUNTS	19
14.	SIGNATORIES	20
15.	DOCUMENTS	20
16.	FINANCIAL YEAR	20
17.	DISTRIBUTION OF SURPLUS ASSETS	20

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

1. NAME

The name of the incorporated association is “**Health and Community Services Workforce Council Inc.**” (*the association*)

2. MISSION and PURPOSE

The Mission of the Health and Community Services Workforce Council is:

To provide leadership in the promotion of workforce and skills development in Health & Community Services in order to underpin a sustainable Future for Queensland.

The Purpose of the Health and Community Services Workforce Council is:

To contribute to the quality of life and community wellbeing of Queenslanders by:

- creating alliances, collaboration and connections that enhance credibility;*
- being a voice to influence government, Industry, work and training policy; and*
- creating opportunities for community skilling through developing the capacity and quality of the workforce.*

3. INTERPRETATION

In this Constitution, unless inconsistent with the context thereof:

- a) “Industries” means the community services and health industries and all allied industries in all their branches;
- b) “Board” means the Management Committee of the Association;
- c) “Individual” means capacity to act as a single entity;
- d) “Employer” means a person or organisation employing people who are working in the Industries;
- e) “Employer organisation” means a state-wide organisation representing the interests of employers with employees working in the Industries and/or an employing organisation with significant state wide coverage.
- f) “Union” means a trade union registered with either the Industrial Relations Commission of Queensland or the Australian Industrial Relations Commission;
- g) “Peak organisation” means a state-wide organisation or co-ordinating council representing a sector of the Industries which is not a trade union, employer organisation, or government agency;
- h) “Indigenous organisation” means Aboriginal and/or Torres Strait Islander organisations who either directly deliver services in the community services and health industries to Aboriginal and/or Torres Strait Islander people in Queensland or represent organisations that deliver services in the community services and health industries to Aboriginal and/or Torres Strait Islander people in Queensland and/or are incorporated as an Aboriginal and Torres Strait Islander organisation;
- i) “Region” means the geographical area of Queensland designated at the time in the Association’s By-laws to be a region;
- j) “Executive Director” means the person appointed by the Board to hold the senior management position with the Association;

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

- k) "Reference group" shall mean the Industries Reference Group as defined in clause 7.2;
- l) "Workforce development" shall mean but is not limited to strategies which assist organisations and individuals to plan, manage and improve their capacity to maintain and enhance the skills and abilities which contribute to increased organisational and workplace performance and community goals;
- m) "Community Services Industry" covers work designed to aid individuals, groups or communities to attain satisfying standards of life and health through activities that improve personal and social relationships and includes but is not limited to the following:
Family, youth and children's services; mediation and counselling services; emergency relief services; social welfare or community planning services; advocacy services; disability services, aged and community care services; mental health services, emergency services; community development; alcohol and other drugs; family and domestic violence; community housing; ministry; and others as defined by the Board from time to time.
- n) "Health Industry" covers work designed to aid individuals, groups and communities to attain satisfying standards of life through activities that improve health and wellbeing and includes but is not limited to the following:
Acute health care including hospital and emergency care; community health care; medical and nursing services, allied health, population health and health promotion; complementary and alternative health care; Aboriginal and Torres Strait Islander health; mental health; and others as defined by the Board from time to time.
- m) words denoting the singular include the plural and vice versa;
- n) words denoting any gender shall include all genders.

4. OBJECTS

The objects of the association are:

- (1) to improve outcomes for people supported by the community services and health industries by ensuring access to a quality skilled workforce;
- (2) to consult with and represent the community services and health industries in relation to all aspects of workforce development and enhancement affecting the industries in Queensland;
- (3) to be the principal industries adviser to Government on workforce development needs, including vocational education and training needs, for the community services and health industries in Queensland ;
- (4) to influence government, Industry, work and training policy;
- (5) to create opportunities for community skilling through developing the capacity and quality of the workforce;
- (6) to encourage and facilitate an adequate supply of appropriately skilled personnel (including paid and unpaid personnel) to meet the current and future skill requirements of the industries in Queensland through a range of processes;
- (7) to create opportunities for workforce development and enhancement;

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

- (8) to encourage participation by the community services and health industries in the achievement of the objects of the Association and to develop and enhance local and regional advisory mechanisms to ensure the Industries in all regions of Queensland have the opportunity to input into workforce development policy and initiatives;
- (9) to ensure that proper accreditation, certification and recognition of training courses, programs and training establishments, relative to the Industries in Queensland, is achieved to Industry requirements and standards;
- (10) to promote:
 - the community services and health industries as viable career options for a range of workers
 - the role and functions of the Association to the community service and health industries in Queensland for the purposes of:
 - raising Industry awareness of workforce development and enhancement opportunities;
 - use of competency standards where relevant; and
 - increasing the Industries commitment to high quality education and training.
- (11) to liaise and negotiate with relevant organisations and/or individuals for the furtherance of these objects.

5. POWERS

- (1) The Association has the powers of an individual.
- (2) The Association has the power to:
 - enter into contracts; and
 - acquire, hold, deal with and dispose of property; and
 - make charges for services and facilitates it supplies; and
 - do other things necessary or convenient to be done in carrying out its affairs
- (3) The Association may issue secure and unsecured notes, debentures and debenture stock for the Association.
- (4) The Association may represent the interests of the Queensland Community Services and Health industries in national, state and regional forums as judged by the Board to be relevant to the furtherance of the interests of the Association.
- (5) The Association may subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members.
- (6) The Association may appoint, employ, or remove or suspend such managers, and other workers and persons as the Association may deem necessary for the purposes of the Association.
- (7) The Association has the power to remunerate any person or body corporate for services rendered, or to be rendered, whether by way of brokerage or otherwise.

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

- (8) The Association may construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (9) The Association has the power to invest and deal with the money of the Association in such manner as may from time to time be thought fit.
- (10) The Association has the power to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (11) The Association may take any gift of property subject to any special trust or not, for any one or more of the objects of the Association.
- (12) The Association has the power to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- (13) The Association may publish any material that the Association may think desirable for the promotion of its Objects.
- (14) The Association has the power to do all such other things as are incidental or conducive, to the attainment of the Objects and the exercise of the Powers of the Association.

6. MEMBERSHIP

6.1 Classes of membership

- (1) The number of members is unlimited.
- (2) The membership of the Association consists of two (2) categories of membership:
 - Full members;
 - Associate members.
- (3) Full membership is limited to corporate bodies or organisations that are separately constituted. Full members are entitled to vote.
- (4) Associate members are those members who are sub components of a corporate or institutional member and who are not separately constituted.
- (5) Organisations eligible for full membership of the Association shall include the following:
 - a. employer organisations whose business is related to the Industries in Queensland;
 - b. unions representing, or being deemed to have coverage of, employees working in the Industries in Queensland;
 - c. state-wide peak organisations operating with the Industries in Queensland;
 - d. community service and/or health organisations separately constituted and operating in Queensland;

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

- e. government agencies whose activities relate to the community services and/or health Industries or to education and training or workforce development; and
 - f. Indigenous community services and/or health organisations operating in the Industries in Queensland.
- (6) All Members whether full or associate, must nominate in one or more of the two following Industry sector groupings as their primary area of business operation:

Community Services Including but not limited to: family, youth and children's services; mediation and counselling services; emergency relief services; social welfare or community planning services; advocacy services; disability services, aged and community care services; mental health services, emergency services; community development; alcohol and other drugs; family and domestic violence; community housing ministry other as determined from time to time by the Board of the Association	Health Including but not limited to: acute health care including hospital and emergency care; community health care; medical and nursing services, allied health, population health and health promotion; complementary and alternative health care; Aboriginal and Torres Strait Islander health; mental health; other as determined from time to time by the Board of the Association
---	--

- (7) All members are eligible to participate in one or more sector, geographic or issue based working group/s appointed by the Board.
- (8) Only full members are able to nominate to and vote for representatives on the Industries Reference Group.
- (9) Full members must nominate a representative as their primary representative who holds the right to vote on behalf of that member.
- (10) Only full members have voting rights at the AGM and the right to vote on Constitutional amendments.
- (11) The qualifications, designations and conditions for membership in each of the above Industry sector groups and such other groupings as may be determined, shall be prescribed by the Board from time to time in organisational policies.

6.2 Membership Fees

The levy of membership fees shall be determined from time to time by the Board.

6.3 Admission and rejection of members

- (1) An applicant for membership of the Association shall submit an application on the prescribed form.
- (2) At the next meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board who shall:
 - (a) approve the application and determine the Industry sector grouping/s to which the member shall belong; or

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

- (b) reject the application and provide reasons for the decision to reject the application; or
 - (c) determine that further information is required to make a determination.
- (3) Upon the acceptance or rejection of any application the Secretary shall give the applicant notice in writing of such acceptance or rejection.

6.4 Resignation and termination of membership

- (1) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date, not more than thirty (30) days following receipt of the notice, is specified in the notice, in which case it shall take effect on that later date.
- (2) Where a person representing a member:
- (a) is convicted of an indictable offence; or
 - (b) has persistently refused or neglected to comply with a provision of the Constitution; or
 - (c) has persistently and wilfully acted in a manner considered to be injurious or prejudicial to the character or interests of the Association.

The Board is entitled to request that the member nominates an alternate representative. Where the member refuses to consider this the Board may consider terminating the member's membership.

- (3) Before the Board terminates a membership, the Board must give the member a full and fair opportunity to show why the membership should not be terminated.
- (4) If, after considering all representations made by the member, the Board decides to terminate the membership, the Secretary must give the member a written notice of the decision.

6.5 Appeal against the rejection or termination of membership

- (1) An organisation whose application for membership has been rejected, or whose membership has been terminated, may within one month of receiving written notification thereof, lodge with the Secretary written notice of intention to appeal against the decision of the Board.
- (2) Upon the receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt of such notice, an appeals sub-committee consisting of three independent co-opted persons. At this sub-committee meeting the applicant or its representatives shall be given the opportunity to be heard and the Board or those members thereof who rejected the application for membership or terminated the membership shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the sub-committee members present at such meeting.
- (3) If an organisation whose application for membership has been rejected, or whose membership has been terminated is still not satisfied with the outcomes they have the right to raise this issue at the next general meeting of members.

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

6.6 Register of members

- (1) The Board must keep a register of members.
- (2) The register of members must include the following details for each member:
 - a) the names and addresses of all organisations admitted to membership of the Association;
 - b) the name and position of the person representing the member organisation;
 - c) the date of their admission; and
 - d) the Industry sector/s to which they belong.
- (3) Details shall also be entered into the Register of resignations, terminations and reinstatement of membership and member representatives and any further particulars as the Board or the members at any general meeting may require from time to time.
- (4) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

6.7 Secretary

- (1) The Executive Director of the Association shall automatically be appointed as Secretary of the organisation.
- (2) Where a vacancy occurs in the position of Executive Director, the Board must ensure that an Acting Secretary is appointed within 1 month after the vacancy occurs.

6.8 Rights, Obligations and Conditions of Members

All members shall agree to be bound by and to further the mission, objects and interests of the Association and its members and the public, and shall observe this Constitution, organisational policies made there under, and the Code of Conduct.

7. STRUCTURE & FUNCTIONAL RELATIONSHIPS

- (1) The Association shall be composed of members nominated in:
 - a) Industry sector, geographic or issues based working groups;
 - b) an Industries Reference Group;
 - c) a Board of Directors;
 - d) Standing Committees;
- (2) Subject to decisions of members at properly constituted general meetings, the management of the Association shall be vested in the Board with the delegation of certain powers and responsibilities to the Executive Director.
- (3) The Governance functions of the Association shall be discharged by the Board with full compliance by Directors, office bearers, reference groups, and other committees and such officers as may be duly appointed.
- (4) The Board may exercise all of the powers of the Association except those the Constitution requires to be exercised by members in a general meeting.
- (5) All acts, deeds or things done or performed by the Board, Directors, office bearers, committees or officers for and on behalf of the Board shall be administered by the

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

Executive Director or other employees of the Association as determined from time to time by the Board.

7.1 Sector Working Groups

- (1) The Association will establish sector, geographic or issue based working groups to address priority areas of interest:
 - in line with policies and procedures established by the Association;
 - in accordance with Industries priorities as determined by the Board and/or the Industries Reference Group; and
 - based around either Industry sectors, geographical locations or issues.
- (2) These working groups will undertake the following functions:
 - (a) provide advice on policy to the Industries Reference Group and the Board in relation to specific issues and priorities;
 - (b) recommend the establishment or disbanding of specific working parties; and
 - (c) report to the Association's Board and the Industries Reference Group on a bi-annual basis or as provided for in the terms of reference.
- (3) These working groups will be open to all interested members (both full and associate members) and the terms of reference will be set by the Board of the Association on approval and establishment.

7.2 Industries Reference Group

- (1) An Industries Reference Group comprising of no more than 62 members (25 from the community services Industry and 25 from the health Industry). This membership will comprise:
 - a) Up to 25 members from the community services Industry and up to 25 members from the health Industry;
 - i. of which at least 6 will be remote/regional members, 6 will be indigenous members and 6 will be peak organisations members;
 - b) 6 members representing unions; and
 - c) 6 members representing employers.
- (2) The Industries Reference Group will meet at least bi-annually to undertake the following functions:
 - a) Elect 12 representatives to the Board in the following categories:
 - 2 industry employer organisation representatives nominated in accordance with clause 7.3 (3);
 - 2 industrial union representatives nominated in accordance with clause 7.3 (3);
 - 2 Peak organisation representatives;
 - 2 Remote/Regional representatives;
 - 2 Indigenous organisation representatives; and
 - 2 Community Services and/or Health Industry sector representatives.
 - b) Provide advice on strategic policy to the Board in relation to cross sector and Industry wide issues and priorities.
 - c) Recommend to the Board the establishment or disbanding of sector, geographic or issue specific working groups.
- (3) Only full members of the Association are eligible for nomination to the Industries Reference Group. Nominations to the Industries Reference Group are to be called annually in October of each year and nominations are open to all full members.
- (4) With the exception of the 2007 members are nominated to the Industries Reference Group for a two year term with 50% up for re-nomination every year. In 2007 50% of members are to be nominated for a one year term and 50% of members for a two year term.

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

- (5) Where more than 25 members have nominated from a single industry category (i.e. community services or health) an election shall be held by postal ballot of all full members from that category.
- (6) A minimum of two meetings of the Industries Reference Group will be convened each year, one meeting to be held prior to the Annual General Meeting and at least one meeting to be held outside of South East Queensland approximately 6 months after the AGM.

7.3 Board

- (1) The Association shall be governed by a Board, that shall exercise all the powers, and discharge all the obligations referred to in this Constitution.
- (2) The Board shall be comprised of 12 Directors with the option to co-opt (from time to time) up to an additional 3 specialist Directors to provide expert assistance and guidance to the Board, for a tenure not greater than twelve (12) months. Co-opted specialist Directors will be non-voting members of the Board.
- (3) The 12 Directors of the Board shall be elected by a direct election of members entitled to vote at an Industries Reference Group meeting held for this purpose. Board members shall be nominated as follows:
 - Two (2) Directors representing Industry employer organisations. These representatives are to be nominated by the Commerce Queensland (or its future equivalent) on the following basis:
 - (a) One (1) Director to be from community services employers and one (1) to be from health service employers. These representatives are to be appointed for two year terms in alternate years with the exception of 2007 where one is to be appointed to a one year term and the other to a two year term. Members nominated must be existing members of the Industries Reference Group.
 - Two (2) Directors representing relevant industrial unions. These representatives are to be appointed by the Queensland Council of Unions (or its future equivalent) on the following basis:
 - a) One (1) Director to be from industrial unions primarily representing community services employees and one (1) to be from industrial unions primarily representing health service employees. These representatives are to be appointed for two year terms in alternate years with the exception of 2007 where one is to be appointed to a one year term and the other to a two year term. Members nominated must be existing members of the Industries Reference Group.
 - Eight members to be nominated and voted upon by the Industries Reference Group in the following categories:
 - a) Two (2) Directors representing community services and/or health Industry sector organisations;
 - b) Two (2) Directors representing Industry peak organisations;
 - c) Two (2) Directors representing Indigenous organisations; and
 - d) Two (2) Directors representing remote/regional interests.
- (4) These Board representatives shall be nominated and elected as follows:
 - a) Only Industries Reference Group members are eligible for nomination to the Board.
 - b) Each Director is to be elected for a two year term with one (1) Director from each category of the Board being up for election each year and the other Director in the alternate year.

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

- c) In 2007 only all Board members are to be elected with 1 Director from each category to be elected for a 1 year term and the other Director from each category for a 2 year term.
- d) Directors elected by the Industries Reference Group will be as follows:
 - any two members of the Industries Reference Group may nominate another member of the Industries Reference Group to serve as a director;
 - the nomination must be in writing, must be signed by the candidate and the nominating members must nominate the Board category for which the candidate is standing and must be given to the Secretary at least 14 days prior to the Industries Reference Group meeting held prior to the AGM;
 - Every member present at the Industries Reference Group may vote for the number of candidates not more than the number of vacancies;
 - If at the start of the Industries Reference Group meeting, there are not sufficient candidates nominated, nominations may be taken from other members of the reference group present at the time of the meeting;
 - The Board will prescribe from time to time the form required for nominations, the voting process for the election of Board Members and the organisational policies will describe the roles of Chair, Deputy Chair, Treasurer and ordinary Board members.
- (5) The composition of the Board of Directors, at all times, represents a balance between the two primary industries sectors, i.e. community services and health.
- (6) Board Directors are not entitled to remuneration for their services to the Association, but may make claims for personal expenses incurred on behalf of the Association as specified in the organisation's policies and procedures.

7.4 Resignation or removal from office of a Board member

- (1) Any Director of the Board may resign at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice in which case it shall take effect on that later date.
- (2) The Board shall have the power at any time to appoint a member of the Industries Reference Group to fill any casual vacancy until the next Annual General Meeting of the Association. The new member appointed to fill the casual vacancy will be from the same category as the outgoing member creating the casual vacancy. The Board may continue to act despite a casual vacancy on the Board unless the number of Board members is less than the number fixed under this Constitution as a quorum. Where this occurs the Board may act only to:
 - a) increase the number of Board members to the number required for a quorum;
 - or
 - b) call a general meeting of the to elect new Board members.
- (3) A Board member may be removed from office at a general meeting of the Association if a majority of the members present at the meeting vote in favour of removing the member. Before a vote of members is taken about removing the member from office, the Board member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (4) A Board member has no right of appeal against his or her removal from office under this section.

7.5 Office Bearers

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

- (1) At the first meeting of the Board following the Annual General Meeting of the Association, the Board shall elect from its voting members the following Executive:
 - a) Chair;
 - b) Deputy Chair;
 - c) Treasurer.
- (2) The Board shall appoint the Executive Director of the Association as an Ex-Officio member of the Board in the position of Secretary and Public Officer of the Association. The position of Secretary and Public Officer will be a non-voting member of the Board.
- (3) At the first meeting of the Board following the Annual General Meeting all Directors holding Executive positions shall for the time being retire from office but shall be eligible upon nomination for re-election, provided that:
 - a) the Chair shall not be eligible for re-election to that position after four (4) consecutive years in office and shall be followed by a Chair drawn from a Board category not represented by the outgoing Chair; and
 - b) the Deputy Chair shall not be eligible for re-election to that position after four (4) consecutive years in office and shall be drawn from a category not represented by the Chair.
- (4) The Board may elect a Director to fill a casual vacancy in the office of Chair, Deputy Chair or Treasurer.
- (5) The office bearers shall perform those duties which are imposed upon them as a matter of practice, custom, law or equity relating to incorporated associations and as required of them by the constitution, the Board and organisational policies made under the Constitution and the Code of Conduct established by the Association from time to time.

7.6 Board Powers

- (1) Except as otherwise provided by this Constitution and subject to resolutions of the members carried at any general meeting of the Association the Board shall:
 - (a) have the general control and management of the administration of the affairs, property and funds;
 - (b) implement, interpret and administer policies of the organisation;
 - (c) have authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent.
 - (d) borrow or raise or secure the payment of money in such manner as the members of the Board may think fit and secure the same or payment of performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (e) borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by the bankers in the capital city of the State/Territory for overdrawn accounts on money let, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association and to provide or pay off any such securities; and
 - (f) invest in such manner as the members of the Board may from time to time determine

7.7 Decisions of the Board

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

- (1) All acts done by any meeting of the Board or of a sub-committee of the Board or by any person acting as a director of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director of the Board.
- (2) A resolution in writing signed by all the director of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors of the Board.
- (3) For the purposes of this Constitution the contemporaneous linking together by electronic technology of a number of directors of the Board, being at least a quorum as determined under clause 9 (3), shall be deemed to constitute a meeting of the Board, provided the following conditions are met:
 - (a) all the directors of the Board entitled to notice of a meeting of the Board received notice of the meeting and for this purpose notice of the meeting may be given on the telephone or electronically;
 - (b) all the directors of the Board wanting to take part in the meeting are linked by electronic technology for the purposes of the meeting; and
 - (c) at the commencement of the meeting each director of the Board taking part acknowledges the respective director's presence for the purposes of the meeting to all other directors taking part and acknowledges that the member is able to communicate with each of the other directors taking part.
- (4) A director may not leave an electronically linked meeting by disconnecting from the electronic technology without the consent of the Chair of the meeting and a director is deemed to be present and form part of the quorum throughout the meeting unless the director has obtained the consent of the Chair of the meeting to leave the meeting.
- (5) A minute of the proceedings at an electronically linked meeting must be prepared by the Secretary, and is sufficient evidence of the proceedings and the observance of all necessary formalities if it is certified as a correct minute by the Chair of the meeting.
- (6) A vote of directors by electronic technology can be undertaken and will be considered valid.

7.8 Standing and Other Committees

- (1) The Board may from time to time appoint standing and other committees for general or special purposes in accordance with the Constitution.
- (2) The Board may delegate any of its powers, except the power to delegate, to a sub-committee consisting of such members of the Association or co-opted individuals as the Board thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board; and any sub-committee so formed may co-opt individuals and/or organisations with special qualifications who may or may not be members of the Association, and who the sub-committee considers would assist it in meeting its objectives.

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

- (3) Two permanent standing committees will be appointed by the Board; one for finance and one for audit and risk management.
- (4) The Board will appoint a Chair from amongst its members or from amongst the members of the Association to Chair any established standing or other committee
- (5) A standing or other committee may meet and adjourn as it thinks proper within the constraints established by its terms of reference. Questions at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- (6) Each standing or other committee shall provide a report to the Board on a bi-monthly basis or as requested by the Board.

7.9 Officers

- (1) The Board shall appoint a person to the office of Executive Director either for a fixed term or without limitation as to the period of the appointment, but not for life and may remove a person so appointed and appoint another instead.
- (2) The Board shall determine the remuneration and terms and conditions of an Executive Director.
- (3) The Board may confer on an Executive Director such of the powers conferred on the Board by this Constitution, for such time, to be exercised for such purposes, on such terms and with such restrictions as they think fit and all or any of those powers may be conferred collaterally with, but not to, the exclusion of the powers of the Board and may be revoked or varied by the Board at any time.
- (4) The Executive Director shall be appointed to the positions of Secretary of the Board and Public Officer of the Association at each Annual General Meeting.
- (5) The Board may appoint or authorize the appointment of any other employee to undertake duties or functions on behalf of the Association.

8. ANNUAL GENERAL OR GENERAL MEETINGS OF MEMBERS

- (1) The first general meeting must be held not less than 1 month and not more than 3 months after the day the Association is incorporated. This meeting must include the appointment of an auditor.
- (2) The first annual general meeting must be held within 18 months after the day the Association is incorporated.
- (3) Subsequent annual general meetings must be held:
 - a) at least once a year;
 - b) within 6 months after the end of the previous financial year.
- (4) The following business must be conducted at each annual general meeting:
 - a) receiving 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 for the last financial year;
 - c) presenting the audited statement to the meeting for adoption;
 - d) confirming appointment of Board members; and
 - e) appointing an auditor.
- (5) The secretary may only call a special general meeting by giving each member

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

- notice of the meeting in writing (either electronic or post) within 14 days after:
- a) being directed to call the meeting by the Board; or
 - b) being given a written request by at least 33% of members of the association; or
 - c) being given a written notice of an intention to appeal against the decision of the Board to reject an application for membership or to terminate a membership.
 - d) being given a written request from a majority of the Industries Reference Group
- (6) A request mentioned in Rule 8(5) b) and d) must state why the special general meeting is being called and the business to be conducted at the meeting.
 - (7) General meetings of members may be called and conducted in accordance with this Constitution. All members of the Association shall be entitled to attend general meetings of members, however only full members are entitled to vote thereat. All general meetings of members of the Association other than the Annual General Meeting shall be called general meetings.
 - (8) The secretary must give at least 14 days notice of the meeting to each member.
 - (9) The Board may decide the way in which the notice must be given.
 - (10) However, notice of the following meetings must be given in writing (either electronic or post):
 - 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 Board;
 - b) a meeting called to hear and decide a proposed special resolution of the Association.
 - (11) A notice of a general meeting must state the business to be conducted at the meeting.
 - (12) At any general meeting the number of full members required to constitute a quorum shall not be less than twenty-five (25) members.
 - (13) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of the Rule 'member' includes a person attending as a proxy or as representing an organisation which is a member.
 - (14) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board, shall lapse. In any other case it shall stand adjourned to such other time and place as the Board shall determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
 - (15) The Chair may, with the consent of any meeting at which a quorum is present, (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (16) Unless otherwise provided by this Constitution, at every general meeting:
 - a) The Chair shall preside as Chair, or if there is no Chair, or if the Chair is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chair shall be Chair or if the Deputy Chair is not present or is unwilling to act then the members present shall elect one of their number to be Chair of the meeting.

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

- b) The Chair shall maintain order and conduct the meeting in a proper and orderly manner.
- c) Every question or resolution shall be decided by a simple majority of votes of the full members present.
- d) Every full member shall be entitled to one vote and in the case of an equality of votes the motion shall be decided in the negative.
- e) Voting shall be by a show of hands, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chair shall appoint two members to conduct the secret ballot in such manner as the Chair shall determine and the result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- f) A full member may vote in person or by proxy and on a show of hands every person present who is a full member or a representative of a full member shall have one vote and in a secret ballot every full member present in person or by proxy or other duly authorised representative shall have one vote.
- g) The instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointer or if the appointer is a corporation either under seal or under the hand of an officer. A proxy need not be a member of the Association but shall be engaged in the Industries. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- h) The instrument appointing a proxy shall be in the following form:

Health and Community Services Workforce Council Appointment of Proxy Form:

I _____
(name)

holding the position of _____
(Title of position in the member organisation)

in the _____
(Name of member organisation)

being a member of the abovenamed Association,

hereby appoint _____
(Full name of proxy holder)

of _____
(Address of proxy holder)

as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Health and Community Services Workforce Council,

to be held on the _____ day of _____, 20____,

and at any adjournment thereof.

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

Signed this _____ day of _____, 20__ .

Signature _____

(Proxy holder must be engaged in the Industries)

- i) The instrument appointing a proxy shall be deposited with the Secretary prior to commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- j) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting, Standing Committee meeting and general meeting to be entered in a book to be opened for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding Board meeting verifying their accuracy. Similarly, the minutes of every Standing Committee meeting and general meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding Standing Committee or general meeting as the case may be. Provided that the minutes of any Annual General Meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding general meeting or Annual General Meeting.

9. MEETINGS OF THE BOARD

- (1) Meetings of the Board shall be held as often as may be necessary for properly conducting the business and operations of the Association, but shall be held at least once every two (2) calendar months.
- (2) A special meeting of the Board shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the Directors, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting, a number equal to one third the number of the Directors elected to the Board plus one (1) shall constitute a quorum.
- (4) As previously provided in this Rule 9, the Board may meet together and regulate its proceedings as it thinks fit. Provided that questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (5) A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which that Director has an interest, or any matter arising thereout, and if that member does so vote that Director's vote shall not be counted.
- (6) The Chair shall preside as Chair at every meeting of the Board, or if there is no Chair or if at any meeting the Chair is not present within ten minutes after the time appointed for holding the meeting, the Deputy Chair shall be Chair or if the Deputy Chair is not present at the meeting then the members may choose one of their number to be Chair of the meeting.

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

- (7) If within half an hour from the time appointed for the commencement of a meeting of the Board a quorum is not present, the meeting shall lapse. It shall stand adjourned to such other time and such other place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- (8) Not less than fourteen days notice shall be given by the Secretary to members of the Board of any special meeting of the Board. Such notice shall clearly state the nature of the business to be discussed thereat and only that business shall be discussed.

10. BY-LAWS AND RULES

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

11. ALTERATIONS TO THE CONSTITUTION

Subject to the Associations Incorporations Act 1981, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive of the Queensland Government Department responsible for the Associations Incorporations Act 1981 or its replacement.

12. COMMON SEAL

The Board shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

13. FUNDS AND ACCOUNTS.

- (1) The funds of the Association shall be banked in the name of the Association in such bank as the Board may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All monies shall be banked as soon as practicable after receipt thereof.
- (4) Payments shall be paid either by cheque (for amounts over one hundred dollars) signed by any two of the following:
 - a. Chair
 - b. Treasurer
 - c. Secretary
 - d. another member duly authorised from time to time by the Board;by credit card, whereby approval for payments of credit card accounts must be endorsed by a quorate meeting of the Board; or by electronic transfer, endorsed by a quorate meeting of the Board.
- (5) Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recoupments which may be open.

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

- (6) The Board shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure must be approved or ratified at a Board Meeting.
- (8) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
 - (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (9) All such statements shall be examined by the auditor, who shall present a report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (10) If the association is incorporated within 3 months before the end of the financial year Rule 13(8) and 13(9) (above) will not apply for the financial year in which the Association is incorporated.
- (11) The auditor must examine the statement prepared under Rule 13(8) (above) 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.
- (12) A copy of the financial statement prepared under clause 13 (8) is to be available to all members after the completion of the audit.
- (13) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers. No portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by that member or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided that nothing herein contained shall be construed, so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

14 . SIGNATORIES

The signatories of the Association's annual accounts and reports and other formal documents shall be authorised by Board from time to time.

15 . DOCUMENTS

The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

16 . FINANCIAL YEAR

The financial year of the Association shall close on 31st December in each year.

17 . DISTRIBUTION OF SURPLUS ASSETS

20 Membership Endorsed 15 September 2006-09-19
Office Fair Trading approval received 07 12 2006

CONSTITUTION OF THE HEALTH AND COMMUNITY SERVICES WORKFORCE COUNCIL

If the Association shall be wound up in accordance with the provisions of the *Associations Incorporation Act 1981*, and if there remains after satisfaction of all its debts and liabilities, any surplus assets, these must not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having similar objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 13(13) and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in Section 23 of the Income Tax Assessment Act, 1936 (as amended). Such institution or institutions to be determined by the members of the Association.

MEMBER ENDORSED