

NOTICE OF SPECIAL GENERAL MEETING

DATE: 20 September 2022

TIME: 5.30pm

VENUE: 65 Anakie Street, Emerald QLD 4720

All members are hereby advised that a Special General Meeting of The Central Highlands & Western QLD Family Support Association Incorporated (Trading as Yumba Bimbi Support Services) will be held on 20 September 2022 to adopt the amendments to the Central Highlands and Western Queensland Family Support Association Inc Constitution.

Please refer to the attached Covering Note to Draft Constitution – September 2022 for a list of the significant changes proposed to the constitution.

If you are unable to attend, please complete a proxy form and forward to Aimee Carson (Executive Assistant) by 16 September 2022.

Forward by post or email to:

Aimee Carson (Executive Assistant)
Yumba Bimbi Support Services
PO Box 1607
Emerald QLD 4720

Or aimee.carson@yumbabimbi.com.au

Or return in a sealed envelope to the Yumba Bimbi office at 65 Anakie Street, Emerald Qld 4720

PROXY FORM FOR SPECIAL GENERAL MEETING

20 September 2022

I, _____ (name) of _____ (address),
being a financial member of the Central Highlands & Western QLD Family Support Association Inc.
(Trading as Yumba Bimbi Support Services) hereby appoint,

_____ (name)

of _____ (address)

as my proxy. Or, failing him/her

_____ (name)

of _____ (address)

as my proxy to vote for me on my behalf at the Special General Meeting of the above Association to
be held on the 20 September 2022.

Unless otherwise instructed, the proxy may vote as he/she thinks fit.

Signed this _____ day of _____ 2022

Signature: _____

Central Highlands and Western Queensland Family Support Association Inc - Yumba Bimbi Support Services

Covering Note to Draft Constitution – September 2022

Given that Central Highlands and Western Queensland Family Support Association Inc is incorporated under the *Associations Incorporation Act 1981*, the organisation must operate according to a set of rules, which are consistent with the Act and the *Associations Incorporation Regulation 1999*. These rules are referred to as a constitution.

The purpose of a constitution is to keep the association incorporated so that it may continue to enjoy the benefits that this status provides.

The association's proposed constitution reflects some variations from its existing constitution, in line with the Act. The new constitution has been prepared with support from CPR Group, community group governance consultants. As part of this process, CPR Group completed an assessment of the association's existing constitution and identified some areas in the document that now require updating, including, among others:

- The existing constitution does not take account of important amendments to the *Associations Incorporation Act 1981*, passed by Queensland Parliament in June 2020. These changes take effect incrementally, with some having commenced immediately in June 2020 and others rolling out over the following three years

The association's proposed new constitution, which addresses these amendments and reflects the contemporary provisions of good governance, is proposed to supersede the existing constitution, once adopted by members and registered with the Office of Fair Trading (OFT). The effective date of this change will be the date on which it is registered with the OFT.

The table below provides context for important clauses in the draft new constitution and, where necessary, explains differences between the association's existing constitution and the proposed new document.

Section	Notes
General comments	The formatting of the constitution has been updated and includes cross references that link related clauses together, allowing for easy navigation of the constitution. The new constitution refers to the board instead of the management committee as this is the term used within the organisation. All references to the previous, unincorporated association, have been removed as they are no longer required.
Introductory provisions	An updated list of definitions has been included for clarity. Only those terms that are not adequately explained or defined in the body of the constitution are included.
Objects and powers	The objects and powers in the proposed new constitution have been modernised to ensure they continue to align with the association's strategic direction.

<p>Membership</p>	<p>In the proposed new constitution, classes of membership now include ordinary and life. The addition of life members will allow the members of Yumba Bimbi to recognise other members who have contributed to the organisation over an extended period of time. The right of each class of member is clearly explained and a procedure for the nomination of prospective life members is included.</p> <p>The proposed new constitution now provides that all fees are set by the board, in line with good business practice. One of the legislative changes introduced by Queensland Parliament in June 2020 places a duty on board members to prevent insolvent trading and it is considered essential that the board has the power to fulfil its statutory fiduciary duties.</p> <p>Taking account of privacy considerations, the proposed new constitution stipulates that the association’s register of members is only open for inspection by the secretary, the board and any other person authorised by the board.</p>
<p>Resignation, discipline, appeals and grievances</p>	<p>Under the new constitution, any appeal against the board’s decision to terminate or suspend a member’s membership would be heard by an appeals panel. A meeting of the appeals panel must be held no later than 28 days after the secretary receives a notice of intention to appeal.</p> <p>Grievance and mediation procedures have been included to ensure compliance with the <i>Associations Incorporation Act 1981</i>, as per amendments passed by Queensland Parliament in June 2020.</p>
<p>Board, subcommittees and delegation</p>	<p>The proposed new constitution includes flexibility regarding the composition of the board in line with the Act, whereby the board will comprise between five and seven members, elected at a general meeting.</p> <p>Under the proposed new constitution, first time board members will serve one year terms, and returning board members shall serve three year terms. This arrangement will allow first time board members to gain experience of their board responsibilities prior to committing for a longer term. There are no limits on the number of terms that a board member may serve but the office of president cannot be held by one person for more than three consecutive years.</p> <p>The proposed new constitution clarifies the legal duties of board members, as per Act amendments passed in 2020. In line with best practice a clause is introduced to forbid any employees of the association from simultaneously holding office as a board member.</p> <p>The constitution retains provision for appointment of subcommittees.</p>
<p>Election, appointment and vacancies on board</p>	<p>The proposed new constitution simplifies the board election processes, including dealing with any equalities in voting. Any eligible (ordinary or life) member may be nominated for a board position by two other members of the association who are eligible to vote at general meetings.</p> <p>Any casual vacancy occurring on the board may be filled by the remaining board members appointing an eligible person to the vacant position. Any such appointment would be until the next AGM.</p>

Meetings	<p>At meetings of the board and at general meetings, any question arising is to be decided by a majority vote of those present and voting and, if the votes are equal, the question is decided to maintain the status quo. There is no casting vote for the chairperson.</p> <p>The proposed new constitution provides that both board meetings and general meetings may be conducted using any technology that reasonably allows each participant to hear and take part in discussion and debate. This aligns with the amended provisions of the Act.</p> <p>The minimum schedule for board meetings has been included as per the Act, which requires that the board meets at least once every four months. The board is able to continue meeting more regularly than this, as per current practice. If the board is unable to hold a meeting, a written resolution may be agreed in writing.</p> <p>Additional provisions relating to material personal interests of board members, as well as declaration of any remuneration paid to senior employees and board members, have been added to ensure compliance with the <i>Associations Incorporation Act 1981</i>, as amended in June 2020.</p>
Secretary	<p>This section includes detail regarding the office of secretary, as per the provisions of the Act. Note that the secretary can be either a board position elected by the members at an AGM, or a non-board position, which is appointed.</p>
Finance	<p>The new constitution introduces several clauses governing the management, control and recording of the association's funds. The constitution clarifies provisions for making electronic payments and provides for establishment of credit or debit card accounts by the association.</p> <p>The association's financial year end date will remain as 30 June in each year. The proposed constitution, and the Act, provide that the association's AGM must be held within 6 months of this date.</p>
Winding up	<p>The constitution stipulates the process for dealing with any surplus assets in the event that the association is wound up and clarifies that no member is personally liable to contribute towards the costs, charges or expenses of winding up, beyond returning assets of the association in their possession and payment of any outstanding fees or levies.</p>