

**CONSTITUTION**  
**OF**  
**CHI.L.D.**  
**THE ASSOCIATION FOR CHILDHOOD LANGUAGE**  
**AND RELATED DISORDERS**

**NAME**

1.

The name of the organisation shall be CHI.L.D. - The Association for Childhood Language and Related Disorders (hereinafter called the Association or alternatively the organisation).

**OBJECTS**

2.

The objects of the Association shall be:-

- (a) To promote a knowledge and sympathetic understanding of the problems and behaviour of persons handicapped by a childhood language or related disorder.
- (b) To promote the provision of essential services relating to the early identification and diagnosis of and medical and educational treatment of the problem and to the later vocational training of persons suffering from these disorders.
- (c) To assist families of such handicapped persons through the promotion and provision of information and family counselling services and the stimulation of government recognition of their financial and other social service needs.
- (d) To encourage research into the problems association with these conditions.
- (e) to stimulate medical, educational and general public awareness of the problems and needs of persons and their families affected by these conditions.
- (f) To provide such essential services as may be appropriate for the furthering of the objects of the Association.
- (g) In furtherance of the objects of the Association to make and carry out any arrangements for the joint working or co-operation with any other agency, association, society or body having similar aims to the Association and to take all such measures as may seem necessary for the purpose of providing and retaining an efficient organisation for the purpose of the Association.
- (h) To disseminate knowledge of the Association's objects and principles and to promote proper guidance and care of persons handicapped by a childhood language or related

disorder.

- (l) To establish and maintain and conduct schools and centres for appropriate treatment services and facilities for such handicapped persons.
- (j) To encourage, maintain and aim for a high standard of building construction and design in the schools and centres erected from time to time for the Association.
- (k) To maintain and purchase and acquire equipment apparatus and requisites for the schools and centres of the required nature quality and standard.
- (l) To co-ordinate, promote and encourage participation in such schools and centres by all sections of the community for the benefit of such handicapped persons.
- (m) To encourage, assist and support research into preschool education and the guidance, welfare and care of persons handicapped by a childhood language or related behaviour disorder.
- (n) To promote and maintain interchange of information between other schools or associations or kindergartens and other interested associations, societies, groups or persons in relation to all matters concerning the education, service, treatment, guidance, welfare and care of such handicapped persons.
- (o) To liaise with government departments and instrumentalities and all organisations, associations, bodies or groups within the Commonwealth of Australia or elsewhere in relation to all matters touching and concerning the funding, promotion, efficiency, integration and fulfilment of the objects of the Association.
- (p) To conduct, promote and co-ordinate all types of fund raising activities for the purpose of the Association.
- (q) To accept or refuse (if appropriate) any gift, subscription, donation, endowment, grant or bequest offered, given or granted to the Association subject to conditions or trusts or otherwise.
- (r) To invest the moneys and funds of the Association not immediately required for its objects in any fund or investment approved from time to time under the law of Queensland as a trustee investment and to deposit moneys in any bank or building society with or without interest accruing thereon.
- (s) To purchase, take on lease or exchange or otherwise acquire any estate or interest for the purpose of the Association in real and personal estate.
- (t) To sell, improve, manage, develop, exchange, lease, hire, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (u) To advertise in any suitable manner the objects of the Association or print or publish any newspapers, booklets, leaflets or newsletters that the Association may from time to time think desirable for the promotion of its objects.

- (v) To institute, conduct, defend or compromise proceedings either at law or in equity by or against the Association and in cases where the Association seems fit against officers or employees thereof.
- (w) To do all things incidental to the attainment of any of the above objects and in particular to act and carry on the functions and business of the Association centre, and to carry out any of the acts, matters or things which the committee of the Association shall be empowered to do in accordance with the terms of this Constitution for the promotion of the objects of the Association.

## **POWERS**

### **3.**

The Association shall be empowered to do all those things as are incidental to or conducive to the attainment of the objects of this Association including the powers hereunder and without limitation to the said powers and subject to this Constitution and to any resolutions of members of the Association carried by a General Meeting, the Executive Committee shall act in every respect as the managers of the affairs of the Association and as representatives of the other members of the Association and shall have control of the property and business of the Association. Without in any way restricting the powers of the Executive Committee, the powers of the Executive Committee shall include power:

- (a) to hold, whether by way of purchase or lease, improve, manage, develop, exchange or appoint Trustees to hold real or personal property and to deal and account or otherwise act in relation to any of the property or rights of the Association on behalf of the Association, but subject to the provisions of Clause 27 of this Constitution.
- (b) to take such steps by 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 by donations and/or subscriptions or otherwise.
- (c) to construct, improve, maintain, develop, work or manage any buildings intended directly or indirectly to advance the Association's interests or to contribute to or otherwise assist in construction, improvement, maintenance, development or management thereof.
- (d) The Association may from time to time raise or borrow or secure the payment of any sums of money in order to assist in furthering the objects of the Association and generally exercise all powers of borrowing and raising money by securing any of the assets or property of the Association.
- (e) to purchase, mortgage, take on lease or in exchange or otherwise acquire for the purpose of the Association any Real or Personal Estate.
- (f) to sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Association.
- (g) to take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- (h) to borrow or otherwise raise money in such manner as the Executive Committee shall

think expedient.

- (l) subject always to the power of the Association under the Constitution to invest the monies of the Association not immediately required for the purposes of the Association upon such securities and in such manner as shall from time to time be determined by the Executive Committee.
- (j) to employ, engage and dismiss as the Executive Committee shall think fit and to remunerate any persons, firm or company so employed or engaged for services rendered, or to be rendered, in connection with the funds or securities of the Association, or with the affairs of the Association, or the conduct of the business. No member shall make any approach to or reprimand a servant or employee of the Association except through the Executive Committee in writing.
- (k) to employ from time to time an Administrator (or such other title as may be determined by the Executive Committee Board of Directors from time to time) who shall conduct correspondence in connection with the business of the Association, summon meetings of the Association when directed so to do and generally perform such duties as be required by the Association. The Executive Committee shall have power at its discretion and in such manner as it thinks fit to remunerate the Administrator and the remuneration so fixed shall be paid from the general funds of the Association. Whilst in receipt of remuneration, the person occupying such position shall not be entitled to vote at any meeting of either the Committee or the Association.
- (l) to ensure that all matters pertaining to staff wages, salaries and personal records are kept confidential, minutes relating to these shall be separately maintained and not be available for inspection by those other than members of the committee and the Administrator.
- (m) to delegate any of its powers other than the expenditure of funds to Sub-Committees subject to such conditions and directions as it shall think fit.
- (n) to make by-laws for the conduct and government of the proceedings at its own meetings, and the business to be transacted thereat, and to amend or repeal such by-laws and substitute other by-laws in lieu of those repealed provided that no such by-laws shall be inconsistent with this Constitution.
- (o) to draw, make, accept, endorse, discount, execute and issue Promissory Notes, Bills of Exchange and other negotiable or transferable instruments.
- (p) to undertake and execute any Trusts, the undertaking whereof may seem desirable either gratuitously or otherwise.
- (q) to do all such other lawful things as are incidental or conducive to the attainment of the objects provided that in case the Association shall take or hold any of the Associations= property which may be subject to any Trusts, the Association shall only deal with the same manner as allowed by law, having regard to such Trusts.
- (r) to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent.

## **CLASSES OF MEMBERS**

### **4.**

The members of the organisation shall consist of full members, associate members, life members and honorary members.

## **MEMBERSHIP**

### **5.**

- (a) The number of full members, associate members and life members shall be unlimited.
- (b) Subject to this Constitution, any person who is not less than SIXTEEN (16) years of age shall be eligible to become a full member of the organisation upon payment or tender to the organisation of his or her annual subscription for the current financial year.
- (c) Full members and associate members shall exercise the rights and privileges from time to time granted to such kinds of membership.

**Full Membership** shall be granted only to persons who, having met the admission requirements in 9(b), become financial members by payment to the organisation of the annual subscription for the current financial year. Full members shall be entitled to speak and vote at a general and special meetings and the Annual General Meeting of the organisation and, if elected, to serve on the Executive Committee or such other committees of full members as may, from time to time, be set up by the Executive Committee.

**Associate Membership** shall be granted only to persons who, having met the admission requirements in 98 and, by virtue of their client, professional or general interest in the objects of the organisation, wish to be associated with the organisation but are not financial members and, hence, do not have any voting rights or such other rights and privileges appertaining only to full members.

## **LIFE MEMBERS**

### **6.**

- (a) The organisation may from time to time, at any annual or general meeting, determine the fee to be paid by any full member desiring to compound for his annual subscription and to become a life member of the organisation.
- (b) Any full member upon payment of the fee as determined by paragraph (a) shall be entitled to become a life member, having all the privileges appertaining to a full member of the organisation without payment of the annual subscription. Save as aforesaid a life member shall be subject to all the provisions of this Constitution.
- (c) Admission to associate membership shall be by election of the Committee or, upon appeal, by the full members of the organisation. At the Committee meeting next following the application the Committee shall elect or reject such an applicant as an associate member.
- (d) Upon the election or rejection of an application for membership the Secretary shall

forthwith give to that applicant notice in writing of such election or rejection.

### **HONORARY MEMBERS**

7.

Honorary members shall be such persons as having rendered outstanding service to the Association or for any other reason determined by the Executive Committee, are elected such by Special Resolution of the Association.

### **ANNUAL SUBSCRIPTIONS**

8.

(a) The annual subscription for full membership for each financial year shall be such sum as the Executive Committee may from time to time reasonably determine or as may be determined by a resolution of the full members carried at any annual or general meeting.

(b) The annual subscription shall be payable in advance on the first day of July in every financial year after which no resignation, termination or forfeiture of membership shall exempt a former member from payment of the current year's subscription.

8 Payment or tender of the annual subscription shall be made to the Secretary personally or through the post addressed to the Secretary.

(d) A financial member at any material time is a member who is not then indebted to the organisation in respect of any annual subscription or levy or other payment whatsoever.

(e) Only those members who are financial members at the time shall be entitled, subject to the lawful procedure of the meeting, to speak or vote upon any motion at any annual or general meeting of the organisation.

(f) A member who is in arrears with his annual subscription for twelve (12) calendar months shall be deemed to have forfeited his membership, but the Committee or, on appeal from an adverse decision of the Committee, by the members, may reinstate him on payment of the amount due.

### **ADMISSION AND REJECTION OF FULL AND ASSOCIATE MEMBERS**

9.

(a) Applications for full or associate membership shall be in such form and shall contain such particulars as the Committee may from time to time reasonably prescribe.

(b) Admission to full membership shall be by election of the Committee or, upon appeal, by the full members of the organisation. At the Committee meeting next following the payment or tender to the Secretary of the annual subscription for the current financial year as provided by this Constitution, the Committee shall only consider the application of each applicant for full membership at such meeting.

(c) Admission to associate membership shall be by election of the Committee or, upon appeal, by the full members of the organisation. At the Committee meeting next

following the application the Committee shall elect or reject such an applicant as an associate member.

- (d) Upon the election or rejection of an application for membership the Secretary shall forthwith give to that applicant notice in writing of such election or rejection.

### **APPEAL AGAINST REJECTION OF MEMBERSHIP**

#### **10.**

- (a) A person whose application for membership has been rejected may, within one month after receiving written notification of such rejection, appeal against the decision of the Committee to a general meeting of the members of the Association held for the purpose of determining that appeal.

Notice in writing of his intention to appeal shall be given to the Secretary.

The Committee shall convene such a general meeting so that the general meeting is held within three months of the date of receipt by the Secretary of a Notice of Appeal, at a time suitable to the majority of members to attend thereat.

At such meeting the appellant shall be given the opportunity to fully present his case either orally or in writing or partly by one of these means and partly by the other and the Committee or those members thereof who rejected the application shall subsequently likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the majority of the financial members present at that meeting.

- (b) Where a person, whose application is rejected, does not within the time prescribed by this Constitution, appeal against the decision of the Committee, or so appeals but his appeal is unsuccessful, the Secretary shall refund to him the amount of the annual subscription paid to the Secretary.

#### **11.**

A member may resign from the organisation at any time by giving notice in writing to the Secretary. Such resignation shall only take effect at the time when such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

#### **12. If a member**

- (1) is convicted in a Court of Law of an indictable offence; or
- (2) fails to comply with any of the provisions of this Constitution; or
- (3) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the organisation,

the Committee shall consider whether his membership shall be terminated.

The member concerned shall be given a full and fair opportunity of presenting his case and if the Committee resolves to terminate his membership they shall instruct the Secretary to advise the

member accordingly. The member may, within one month after receiving such written notification, appeal to a general meeting of members.

*Notice in writing of his intention to appeal shall be given to the Secretary.*

The Committee shall convene a general meeting so that such meeting is held within three months of the date of receipt by the Secretary of a Notice of Intention to Appeal, at a time suitable to the majority of members to attend thereat.

At such meeting the appellant shall be given the opportunity of fully presenting his case either orally or in writing or partly by either of these means and the Committee or those members thereof who intend to terminate his membership shall subsequently likewise have the opportunity of presenting its or their case.

The appeal shall be determined by the vote of a majority of the financial members present at that meeting.

Where a person, whose membership the committee intends to terminate does not appeal against the decision within the time provided by this Constitution, or so appeals but his appeal is unsuccessful, the membership of that person shall thereupon be deemed to be terminated.

## **REGISTER OF MEMBERS**

### **13.**

- (a) The Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the organisation and the dates of admission.
- (b) Particulars shall also be entered of resignation, terminations and reinstatement of membership and any further particulars as the Committee or the members at any annual or general meeting may require from time to time.
- (c) The Register of Members shall be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for such inspection.

## **MANAGEMENT**

### **14.**

The Office Bearers of the Association shall be a President, Vice-President, Secretary and Treasurer. The general control and management of the administration of the organisation shall be by a Committee of Management: consisting of at least five (5) and not more than seven (7) persons, including the President and Vice-President, Secretary and Treasurer. In addition, The Director shall be an ex officio member of the Management Committee. The Office Bearers and any other Committee Members shall be appointed by the members at any Annual General Meeting. The committee of Management is herein referred to as the Committee or the Executive Committee.

**15.**

The term of office for a member of the Executive Committee is three (3) years, and at least one (1) but not more than three (3) members of the Committee shall retire from office at each Annual General Meeting of the Association, but shall be eligible for re-election.

**16.**

Any member of the Committee may resign at any time from membership of the Committee by notice in writing delivered to the Secretary, but such resignation shall only take effect at the time when such notice is received by the Secretary unless some later date is specified in the notice, when it shall take effect on that later date, or he may be removed from office at a general meeting of the organisation convened for that purpose.

At any such general meeting the member shall be given the opportunity to fully present his case either orally or in writing or partly by either of these means. The question of removal shall be determined by the vote of the majority of the financial members present at such general meeting.

**VACANCIES ON COMMITTEE**

**17.**

The Committee shall have power to appoint a financial member who may or may not then be a member of the Committee to fill any casual vacancy on the Committee until the next Annual General Meeting. Where a member of the Committee is so appointed, then the Committee may fill the vacancy caused by such appointment by a financial member who is not then a member of the Committee.

Every member so appointed shall retire at the next Annual General Meeting but shall be eligible for election as a member of the Committee at such meeting.

**FUNCTIONS OF THE COMMITTEE**

**18.**

Except as otherwise provided by this Constitution and subject to resolutions of the members of the organisation carried at any annual or general meeting the Committee –

- (a) shall have the general control and management of the administration of the affairs, property and funds of the organisation; and
- (b) shall have authority to interpret the meaning of this Constitution and any matter relating to the organisation on which this Constitution is silent; and
- (c) shall have the power to appoint such persons as may be required to serve or any sub-committee as may be deemed necessary by the Executive Committee to conduct the business of the Association.

**MEETINGS OF THE COMMITTEE**

**19.**

- (a) The Committee should meet at least once in every three (3) months to ensure that all

financial commitments and other business affairs can be given attention.

- (b) A special meeting of the Committee shall be convened by the Secretary on the requisition in writing of not less than two (2) members of the Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (c) At every meeting of the Committee at least one half of the number of members thereof plus one shall constitute a quorum.
- (d) Subject as previously provided in this Rule, the Committee may meet together and regulate its proceedings as it thinks fit.

Provided that questions arising at any meeting of the Committee shall be decided by a majority of votes and in the case of equality of votes on any question or at any meeting of the Committee, the question shall be deemed to be decided in the negative.

- (e) Not less than fourteen (14) days notice shall be given to members of the Committee of any special meeting of the Committee. For the sake of expediency the Committee may, if all members are present at any meeting, unanimously determine that sufficient notice has been given notwithstanding that the period of notice to any or all Committee members is less than 14 days.

#### **ANNUAL GENERAL MEETING OR GENERAL MEETINGS**

##### **20.**

- (a) The Annual General Meeting shall be held not later than 31st March in each year.
- (b) The business to be transacted at every Annual General Meeting shall be:
  - 1) The receiving of the Committee's report and the balance sheet and statement of accounts for the preceding financial year;
  - 2) The receiving of the auditor's report and the balance sheet and statement of accounts for the preceding financial year;
  - 3) The election of members of the Committee;
  - 4) The appointment of an auditor.

#### **QUORUM**

##### **21.**

The quorum at a Committee meeting should be a majority of the number then serving (at least one half of the number of members thereof plus one), and the quorum at an Annual or General meeting should be a majority of the members over those of the Committee (at least twice the number of Committee members plus one).

If, within 30 minutes from the time of commencement of any annual, general or committee meeting a quorum be not present, the meeting shall stand adjourned for one week to the same time and place of which every member shall receive due notice.

If, within 30 minutes from the time of commencement of such adjourned meeting, a quorum be not present, the meeting shall proceed with those numbers present.

If, within 30 minutes from the time of commencement of any special meeting called for any purpose, a quorum be not present, the meeting shall lapse.

**22.**

The Secretary shall -

- 1) when directed to do so by the Committee; or
- 2) upon being given a requisition in writing signed by not less than two (2) members of the Committee or not less than eight (8) ordinary members and clearly stating the purpose for which the general meeting is desired; or
- 3) upon being given a notice in writing against the decision of the Committee to reject an application for membership or of intention to terminate the membership of any person;

convene a general meeting of members.

**23.**

The Secretary shall convene all annual and general meetings of the organisation by giving not less than fourteen (14) days notice of such meetings.

The manner by which such notice is given shall be determined by the Committee.

**24.**

Unless otherwise provided by this Constitution, at every annual and general meeting -

- 1) the President shall be Chairman and in his absence the Vice-President shall be Chairman, and in the absence of both the President and the Vice-President, a Chairman shall be elected by resolution of a majority of the financial members present at the meeting.
- 2) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
- 3) every question, matter or resolution shall be decided by a majority of votes of the financial members present.
- 4) every financial member of whatever kind present shall be entitled to one vote unless otherwise determined by the Committee. In the case of any equality of votes the Chairman shall have a second or casting vote.
- 5) Voting shall be by show of hands or a division of members, unless not less than six (6) financial members present demand a ballot, in which event there shall be a secret ballot

The Chairman shall appoint two (2) members to conduct the secret ballot in such manner

as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.

- 6) the Secretary shall cause full and accurate minute of all questions, matters, resolutions and other proceedings of every Committee Meeting, annual meeting and general meeting to be entered in a book to be provided for that purpose, such book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.

## **BY - LAWS**

### **25.**

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

### **26.**

This Constitution may be amended from time to time by a resolution carried at any annual or general meeting.

### **27.**

There shall be three (3) Trustees who shall be elected at an annual or general meeting and shall hold office until death or resignation, unless removed from office.

A Trustee may resign at any time by giving written notice of his resignation to the Secretary or he may be removed from office by resolution of any annual or general meeting.

At any meeting at which it is proposed that a Trustee be removed from office, the Trustee shall be given the opportunity to fully present his case either orally or in writing or partly by either of these means.

The Committee shall have authority to fill a vacancy in the Trustees until the next annual meeting or general meeting convened for the purpose.

The property of the organisation (other than funds or cash on hand) shall be vested in the Trustees for the time being and to be dealt with by them as the Committee, or a majority of members by resolution at an annual or general meeting, may from time to time, direct.

Every Trustee shall be entitled to attend any annual or general meeting but shall not, as such Trustee, be entitled to vote.

Upon the issue of Letters Patent incorporating the Association, the Trustee shall make such arrangements as may be necessary to hand over the assets and property vested in them to the Corporate Body and shall thereupon retire from office and except for such purpose the offices of the Trustees shall be abolished.

## **FUNDS**

### **28.**

- (a) The income and property of the organisation shall be applied in promotion of its objects.
- (b) The funds of the organisation shall be banked in the name of the organisation in such bank as the Committee may from time to time direct.
- (c) Proper books and accounts shall be kept and maintained showing correctly the financial affairs of the organisation and the particulars usually shown in books of a like nature.
- (d) All moneys shall be banked as soon as practicable after receipt of them.
- (e) All amounts of \$20.00 or over shall be paid by cheque signed by any two (2) of the President, Vice-President, Treasurer or Director.
- (f) Cheques shall be crossed ~~and not negotiable~~ except those in payment of wages, allowances or petty cash recouplements, which may be open.
- (g) The Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (h) Accounts for payment shall be presented and passed at a committee meeting.
- (i) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement of receipts and payments and income and expenditure and a balance sheet for the financial year just ended.

All such statements shall be examined by the auditor who shall present his 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.

- (j) No dividend shall be paid to, and no income or property of the organisation shall be distributed amongst the members.

## **FINANCIAL YEAR**

### **29.**

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

## **DISSOLUTION**

### **30.**

The organisation shall be dissolved

- (a) If the membership is less than three (3) persons; or
- (b) If a resolution to that effect is carried by a vote of a three-fourths majority of the financial members present at a general meeting convened to consider the question.

The property and other assets of the organisation remaining after the payment of all expenses and other liabilities shall be handed over to some other organisation or organisations (having similar objects or in part similar objects), gifts to which are allowable deductions under the provisions of Section 78(1) (a) of the Income Tax Assessment Act, as the majority of members present at such general meeting, by resolution, may decide.

**SEAL**

**31.**

Upon the issue of Letters Patent incorporating the Association, a Common Seal shall be obtained and may be affixed to any document by the authority of a resolution of the Committee and the affixing of such Seal shall be attested by the President and the Secretary for the time being of the Association. When not in use, the Common Seal shall be retained in safe custody by the secretary.

**CERTIFICATION**

We Bev Rowbotham, Chairperson and Margot Hickey Secretary of CHI.L.D. Association certify this is a true and correct copy of the Constitution of the Association as in force as the date of this certification.

Dated September 2010

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Bev Rowbotham

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Margot Hickey