

Robyn Jane Children's Centre Incorporated

Rules of the Association

PART 1 – PRELIMINARY

1. Name

The name of the incorporated association is Robyn Jane Children's Centre Incorporated

2. Purposes

The purposes of the Association are to:

- 1) The purposes of the association are to provide a community-based, not-for-profit, parent-managed service offering early childhood education, care and support to children and their families. Our team of educators, together with Centre management aim to implement best practice, focussed on providing children with opportunities to maximise their potential and support children developing positive life-long dispositions towards learning.
- 2) We understand the needs of children, families, educators and community are constantly changing; therefore we commit ourselves to being responsive to those needs by active engagement and communication with children, families and educators, reflective practice and ongoing evaluation of the Centre, its programs and all aspects of its operation.
- 3) We will ensure the long-term sustainability of the Centre through effective governance and financial management. Any surplus income received, which represents a profit, will be invested back into the Centre to ensure maximum outcomes for the families and children we serve.

3. Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

4. Definitions

In these rules unless the contrary intention appears -

'Absolute majority', of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

'Association' means Robyn Jane Children's Centre Incorporated;

'Child attendance fee' means the fees payable to enable a child to attend a program and set in accordance with the fees policy of the Association;

'Committee' means the Committee having management control of the business the Association;

‘Committee member’ means a member of the Committee elected or appointed under these rules;

‘Department’ means the Department of Education and Early Childhood Development or such other government department or agency as from time to time monitors the provision and quality of children’s services;

‘Fee’ means any monies payable by members of the Association,(not including child attendance fees) such as annual membership or joining fees/subscriptions;

‘Financial year’ means the 12 month period specified in Rule 3;

‘General meeting’ means a general meeting of all the members of the Association convened in accordance with Part 4 of these Rules and includes an annual general meeting, and a special general meeting but does not include a disciplinary appeal meeting;

‘Member’ means a member of the Association;

‘The Act’ means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act;

‘The Registrar’ means the Registrar of Incorporated Associations;

‘Special resolution’ means a resolution that requires not less than three-quarters of the members present at a general meeting to vote in favour of the resolution.

PART 2 – POWERS OF ASSOCIATION

5. Powers of Association

- 1) Subject to the Act the Association has power to do all things incidental or conducive to achieve its purposes.
- 2) The Association may -
 - a) Acquire, hold and dispose of real or personal property;
 - b) Open and operate accounts with financial institutions;
 - c) Invest its money in any security in which trust monies may lawfully be invested;
 - d) Raise and borrow money on any terms and in any manner as it thinks fit;
 - e) Secure the repayment of money raised or borrowed, or the repayment of a debt or liability;
 - f) Appoint agents to transact business on its behalf, including enter into arrangements such as cluster management arrangements, with another organisation to fulfil its purposes;
 - g) Enter into any contract it considers necessary or desirable.
- 3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- 1) The assets and income of the Association shall be used solely for the objectives and purposes of the Association.
- 2) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 3) This Rule does not prevent the Association from paying a member -
 - a) reimbursement for expenses properly incurred by the member on its behalf;
or
 - b) for goods or services provided by the member to the Association, if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 – Membership

7. Minimum number of members

The Association must have at least twenty (20) members.

8. Eligibility for membership

- 1) Parents or legal guardians of children are automatically registered as members, providing they:
 - a) have children currently attending the service
 - b) have children enrolled to attend the service in the following year
 - c) have fully paid all relevant fees
- 2) Parents and guardians will be made aware of their automatic membership prior to registration as members.
- 3) Any interested member of the community who supports the purposes and Rules of the Association is also eligible to apply for membership, and will be known as Community Members, providing they:
 - a) are over the age of 18
 - b) complete the Membership Application form and present it to the Secretary; and
 - c) pay the annual membership fee, determined by the Committee, within one month of the end of the financial year

9. Application for membership

- 1) Parents and guardians of children attending the service are automatic members and are not required to complete membership forms.
- 2) Community members must fill in and sign a membership application form and submit it to the Secretary (or staff member) along with any relevant membership fees.

10. Annual subscription and/or joining fee

- 1) The Committee will determine if annual membership fees, or other relevant fees, apply and if so, the amount that will be applicable
- 2) Any annual subscription must be deemed reasonable for members and in line with the Association's purposes.
- 3) The Committee reserves the right to waive some or all of the fees in cases of financial hardship.

11. Consideration of applications for membership

- 1) The committee reserves the right to decide to accept or reject the application, as soon as practicable, after an application for membership is received.
- 2) The applicant will be notified as soon as practicable after the decision is made.
- 3) If the application is rejected, any application fees will be returned to the applicant, along with a reason for the rejection.

12. Ceasing membership

- 1) Membership of the Association ceases if –
 - a) the annual membership fee is more than 12 months in arrears; or
 - b) a member no longer has a child/children attending the children's service or on the waiting list and who has not applied for membership, or
 - c) the member resigns by giving notice in writing to the Secretary; or
 - d) the member has been expelled; or
 - e) the member is deceased.
- 2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable enter the date the person ceased to be a member in the register of members.
- 3) Membership of the Association may be suspended for any members who have any outstanding debts to the Association. Such members will not have any entitlement to vote at either General or Committee meetings.

13. Register of members

- 1) The Secretary must keep and maintain a register of members that includes their:
 - a) name and address for notice;
 - b) the date of becoming a member;
 - c) details of the membership type – e.g, parent/guardian or member of the community
 - d) any other information determined by the committee;
 - e) the date of ceasing to be a member
- 2) The secretary must, as soon as practicable following the eligibility or approval for membership, enter the new member's details in the register of members.

14. General rights and obligations of members

- 1) A member of the Association has the right to:—
 - a) receive notice of general meetings and any proposed special resolutions, according to these Rules
 - b) submit items of business for consideration at a general meeting
 - c) attend and be heard at general meetings

- d) vote at a general meeting, providing fees, if applicable, are not in arrears or membership is suspended for any reason (see Rule 14.4)
 - e) inspect the Register of Members at a reasonable time and free of charge, under the supervision of the Secretary of the committee or other authorised committee person, providing that the request does not breach the law and/or the privacy and confidentiality of other members regarding their personal information.
- 2) The rights of a member are not transferable and end when membership ceases.
 - 3) Members of the Association have a right to natural justice when dealing with grievances and complaints, in accordance with these Rules.
 - 4) Where a breach of privacy or confidentiality is at risk due to a request to inspect the Register of Members (or any other documents) the Association reserves the right to deny the request or to limit the inspection.

15. Adherence to Association Rules and policies

All members have an obligation to support the purposes of the Association and are expected to adhere to the Association's Rules, codes of conduct or similar policy and may be expelled by the Committee if a member knowingly and consistently breaches these codes or policies.

Division 2 – Disciplinary Action

16. Grounds for taking disciplinary action

- 1) The Association may take disciplinary action against a member if it is determined that the member –
 - a) has consistently and knowingly failed to comply with these Rules, Code of Ethics or policies; or
 - b) refuses to support the purposes of the Association ; or
 - c) has engaged in conduct prejudicial to the Association.

17. Disciplinary subcommittee

- 1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and recommend to the Committee what action, if any, to take against the member.
- 2) The disciplinary subcommittee must comprise at least three people, who -
 - a) may be Committee members, members of the Association or anyone else; but
 - b) must not be biased against or in favour, of the member concerned.

18. Notice to member

- 1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member –

- a) stating that the Association proposes to take disciplinary action against the member; and
 - b) stating the grounds for the proposed disciplinary action; and
 - c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - d) advising the member that he or she may do one or both of the following
 - i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - e) setting out the member's appeal rights.
- 2) The notice must be given not earlier than 28 days, and not later than 14 days, before the disciplinary meeting is held.

19. Disciplinary procedure

- 1) At the disciplinary meeting, the disciplinary subcommittee must:
 - a) give the member an opportunity to be heard; and
 - b) consider any written statement submitted by the member.
- 2) The disciplinary subcommittee may recommend to the Committee of Management to—
 - a) Take no further action; or
 - b) Reprimand the member; or
 - c) Suspend the member's membership rights for a specified period; or
 - d) Expel the member from the Association,
- 3) The disciplinary subcommittee may not fine the member.
- 4) The Committee of Management must not take action unless an absolute majority of the Committee of Management vote at the disciplinary meeting in favour of taking the action.
- 5) The suspension of membership rights or the expulsion of a member by the Committee of Management under this rule takes effect immediately after the vote is passed.
- 6) The member must be notified as soon as possible and not later than 24 hours, of the decision of the Committee of Management

20. Appeal rights

- 1) A person whose membership rights have been suspended or who has been expelled from the Association may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 2) The notice must be in writing and given —
 - a) To the Committee immediately after the vote to suspend or expel the person is taken; or

- b) To the Secretary not later than 48 hours after the vote.
- 3) If a person has given notice, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days after the notice is received.
- 4) A member who has appealed the decision of the Committee will have their membership rights suspended until the disciplinary appeal meeting has been held.
- 5) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must –
 - a) specify the date, time and place of the meeting; and
 - b) state –
 - (i) The name of the person against whom the disciplinary action has been taken; and
 - (ii) The grounds for taking that action; and
 - (iii) That at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

21. Conduct of disciplinary appeal meeting

- 1) At a disciplinary appeal meeting –
 - a) no business other than the question of the appeal shall be conducted; and
 - b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard;
- 2) The members present and entitled to vote must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 3) A member may not vote by proxy at the disciplinary appeal meeting.
- 4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3 - Grievance procedure

22. Application

- 1) The grievance procedure set out in this Division applies to disputes under the Rules between:
 - a) a member and another member, or
 - b) a member and the committee; or
 - c) a member and the Association.
- 2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

23. Parties must attempt to resolve the disputes

The parties to a dispute are expected to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

24. Appointment of mediator

- 1) If the parties to a dispute are unable to resolve the dispute between themselves within the time frame required by rule 23, the parties must within 10 days –
 - a) notify the Committee of the dispute; and
 - b) agree to or request the appointment of a mediator; and
 - c) attempt in good faith to settle the dispute by mediation.
- 2) The mediator must be –
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement –
 - i) if the dispute is between a member and another member – a person appointed by the Committee; or
 - ii) if the dispute is between a member and the Committee or the Association – a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who –
 - a) has a personal interest in the dispute; or
 - b) is biased in favour of or against any party.
- 4) The parties must attempt in good faith to settle the dispute by mediation.

25. Mediation process

- 1) The mediator to the dispute, in conducting the mediation, must –
 - a) give each party every opportunity to be heard; and
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties throughout the mediation process.
- 2) The mediator must not determine the dispute.

26. Failure to resolve dispute by mediation

- 1) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- 2) Any costs associated with this process will be shared by the parties involved.

Proviso:

This Procedure is not intended to alter a member's right arising out of any other rules under the Constitution.

PART 4 – GENERAL MEETINGS OF THE ASSOCIATION

27. Annual general meeting

The Committee must convene an annual general meeting of its members to be held within five months after the end of the financial year.

- 1) The Committee will determine the date, time and place of the annual general meeting.
- 2) The ordinary business of the annual general meeting shall be:
 - a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then; and
 - b) to receive and consider
 - i) the annual report of the Committee on the activities and operations of the Association during the preceding financial year; and
 - ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act.
 - c) to elect the members of the Committee;
- 3) The annual general meeting may also conduct any other business of which notice is given in accordance with these Rules.

28. Special general meeting

- 1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 2) The Committee may convene a special general meeting whenever it thinks fit.
- 3) No business other than that set out in the notice for the meeting may be conducted at the meeting.

29. Special general meeting held at request of members

- 1) The Committee must convene a special general meeting of the Association if a request to do so is made by ten members or 20% of the total number of members (whichever is the lesser number).
- 2) The request for a special general meeting must:
 - a) be in writing; and
 - b) state the nature of the business to be considered at the meeting and any resolutions to be proposed; and
 - c) include the names and signatures of the members requesting the meeting; and
 - d) be given to the Secretary.

- 3) If the Committee does not convene a special general meeting to be held within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 4) A special general meeting convened by members:
 - a) must be held within 3 months after the date on which the original request was made; and
 - b) may only consider the business stated in that request.
- 5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under this Rule.

30. Notice of General Meetings

- 1) The Secretary (or members in the case of a special general meeting convened by members) must give to each member of the Association –
 - a) At least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b) At least 14 days' notice of a general meeting in any other case
- 2) The notice must:
 - a) Specify the date, time and place of the meeting; and
 - b) Identify if the meeting is to be an Annual General Meeting, Disciplinary Appeal Meeting or Special General Meeting; and
 - c) Indicate the general nature of each item of business to be considered at the meeting; and
 - d) If a special resolution is to be proposed –
 - i) State in full the proposed resolution; and
 - ii) State the intention to propose the resolution as a special resolution.
- 3) No business other than that set out in the meeting notice shall be transacted at the meeting.
- 4) The non-receipt of notice of the meeting does not invalidate any resolution passed at any such meeting.
- 5) This Rule does not apply to a disciplinary appeal meeting.

31. Presiding at general meetings

- 1) The President or, in the President's absence, the Vice-President is the Chairperson for any general meetings.
- 2) If the President and the Vice-President are both absent, or are unable or unwilling to preside, the Chairperson of the meeting must be a member (or other appropriate person) elected by the other members present and entitled to vote on resolutions.

32. Proxies

- 1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 2) The appointment of a proxy must be in writing, signed by the member making the appointment and submitted to the chairperson prior to the meeting.
- 3) A member must not act as proxy for more than two members on any one occasion.

33. Use of technology

A member may be permitted to participate in a general meeting by the use of technology, providing it allows simultaneous communication with all members present at the meeting.

34. Quorum at general meetings

- 1) No business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present.
- 2) Ten members or 10% of members (whichever is the greater) present in person or by proxy, being members entitled to vote at a general meeting, constitute a quorum for the transaction of the business of a general meeting.
- 3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - a) In the case of a meeting convened by, or at request of, members under Rule 28 the meeting must be dissolved;
Note - If a meeting convened by, or at the request of, members is dissolved, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request.
 - b) In any other case –
 - i) The meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - ii) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice to all members as soon as practicable after the meeting
- 4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than five (5) shall constitute a quorum and the meeting may proceed as if a quorum was present.

35. Adjournment of general meeting

- 1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 2) A meeting may be adjourned –
 - a) If there is insufficient time to deal with the business at hand; or
 - b) To give the members more time to consider an item of business.

- 3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
 - a) Notice of the adjournment of a meeting is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with these Rules.

36. Voting at general meetings

- 1) Each member present or by proxy is entitled to vote has one vote only.
- 2) A question arising at a general meeting of the Association shall be determined on a show of hands, unless a poll is demanded.
- 3) A poll may be demanded either before or on the declaration of the show of hands.
- 4) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct. The chairperson must determine the method of voting by members who are participating through the use of technology.
- 5) The resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 6) Except in the case of a special resolution, the question must be decided on a majority of votes.
- 7) In the case of equality in the voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 8) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 9) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately.
- 10) A poll that is demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.
- 11) A member is not entitled to vote at any general meeting unless all monies due and payable (in accordance with these rules and the fees policy of the Association) by that person to the Association have been paid.
- 12) This Rule does not apply to a vote at a disciplinary appeal meeting.

37. Special resolutions

- 1) A special resolution is deemed carried if not less than $\frac{3}{4}$ of the members voting at a general meeting vote in favour of the resolution.
- 2) Voting may be by show of hands and the result shall be recorded in the minutes of the meeting. A special resolution is passed if not less than three quarters of the members present in person or by proxy voting at a general meeting, vote in favour of the resolution.

38. Determining whether resolution carried

- 1) The Chairperson of a general meeting may, on the basis of the show of hands, declare that a resolution has been:

- a) carried;
 - b) carried unanimously; or
 - c) carried by a particular majority; or
 - d) lost
- 2) An entry made to that effect in the Minute Book of the Association, is evidence of the resolution. Proof of the number or proportion of the votes recorded in favour or against the resolution is not needed.

39. Minutes of general meetings

- 1) The Committee must ensure that minutes are taken and kept of each general meeting.
- 2) The minutes must record
 - a) the names of the members attending the meeting; and
 - b) the business considered at the meeting; and
 - c) any resolution on which a vote is taken; and
 - d) the result of the vote.
- 3) In addition, the minutes of each annual general meeting must include:
 - a) the financial statements submitted to the members; and
 - b) a certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - c) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 – COMMITTEE

Division 1 – Powers of Committee

40. Role and powers

- 1) The business of the Association must be managed by or under the direction of a Committee elected in accordance with these Rules.
- 2) The Committee may exercise all the powers and functions available to the Association with the exception of those powers and functions that are required by these Rules to be exercised by general meetings of members of the Association;
- 3) The Committee may:
 - a) Appoint and remove staff
 - b) Establish subcommittees consisting of members with terms of reference it considers appropriate.

41. Delegation

The Committee may delegate various tasks or powers to a subcommittee or staff member but remains responsible for ensuring that they are carried out in accordance with these Rules and the Act.

42. Subcommittees

- 1) The Committee may appoint subcommittees to undertake any tasks delegated to it by the Committee.
- 2) The quorum for meetings of a subcommittee shall be one half of its members, but no less than two (2).
- 3) The Committee will determine the Chairperson of each subcommittee
- 4) The Committee shall determine the Terms of reference for each subcommittee which outlines the purpose, authority and constitution of that subcommittee.\

Division 2 – Composition of Committee and duties of members

43. Composition of Committee

The Committee of Management shall consist of a

- a) President;
- b) Vice President;
- c) Treasurer;
- d) Secretary;
- e) Parent Liaison; and
- f) Three (3) to Six (6) ordinary members.

44. General duties

- 1) Members of the Committee are collectively responsible for ensuring that the Association and the Committee comply with these Rules and must become familiar with them as soon as practicable after being elected or appointed to the Committee.
- 2) Committee members must at all times act with reasonable care, diligence and in good faith in the best interests of the Association.
- 3) Committee members and former Committee members must not make improper use of their position or information acquired by virtue of their position.
- 4) Members of the committee of management must sign and adhere to the Association's Confidentiality and Privacy policy, and abide by all other policies and align themselves with the values and objectives of the Association.

45. President & Vice President

- 1) The role of the President is to:
 - a) chair Committee and general meetings;
 - b) act as official spokesperson for the Association;
 - c) co-ordinate Committee activities;
 - d) ensure that Committee members fulfil their roles
 - e) present the annual report of the Committee on the activities of the Association during the last financial year to the members at the Annual General Meeting and
 - f) perform any other task deemed by the Committee.
- 2) The role of the Vice President is to assume the role of President in the absence of the Vice President.

46. Secretary

- 1) The secretary must:
 - a) maintain the Members Register in accordance with the Rules
 - b) ensure that the common seal (if any) of the Association and all books, documents and securities are kept in a secure place determined by the committee
 - c) lodge relevant Association documents with the Registrar
 - d) perform any other duty relevant to the position, including minutes of meetings
- 2) The secretary must notify the Registrar of their appointment within 14 days of the appointment.
- 3) If a member ceases to be secretary, the Committee must appoint a new secretary and notify the Registrar within 14 days.
- 4) The Secretary must perform any duty or function required under the Act to be performed by the Secretary of the Association.

47. Treasurer

The Treasurer must:

- a) ensure that all monies paid to or received by the Association are properly receipted and accounted for and paid into the designated account of the Association within a reasonable amount of time after receipt; and
- b) make any payments authorised by the Committee; and
- c) ensure cheques are signed by at least 2 committee members; and
- d) ensure that the financial records of the Association are kept in accordance with the Act; and
- e) coordinate the preparation of appropriate financial statements for the Committee and presentation to members at an AGM; and
- f) ensure that the Association remains solvent.

Division 3 - Election of Committee members and tenure of office

48. Who is eligible to be a Committee member

- 1) Any member of the Association is eligible to be elected or appointed as a member of the Association's Committee.
- 2) No more than two immediate members of one family, sub-committee, group or business may be appointed to the Committee at any one time.

49. Term of office

- 1) A term of office for committee members is from the time of election at an AGM (or co-opt appointment) to the following AGM.
- 2) Office bearers may only be re-elected for a maximum of two consecutive terms.
- 3) Ordinary members may re-elect at the following AGM.

50. Vacation of office

- 1) The position of a member of the Committee becomes vacant if that member:
 - a) ceases to be a member of the Association; or
 - b) resigns from the Committee by written notice addressed to the Committee; or
 - c) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence or notice

51. Removal of a member of the Committee

- 1) A general meeting of the Association may, by special resolution, or a committee meeting by majority vote, remove any member of the Committee before the expiration of the member's term of office if they have consistently or knowingly failed to adhere to the Association's Rules, code of conduct or policies.
- 2) A Committee member who is removed may make representations in writing to the Secretary or President of the Association, and may request that these representations be provided to the members of the Association or read out at the meeting at which the special resolution is to be proposed.

- 3) A member who is removed may make representation in writing to the Committee and may request that their representations be provided to the members of the Association.

52. Nominations

- 1) An eligible member of the Association may –
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- 2) Nominations must be
 - (a) in writing, (on the form of nomination); and
 - (b) delivered to the Secretary of the Association prior to the date fixed for the holding of the annual general meeting.

53. Election of committee members

- 1) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected.
- 2) All vacancies that exist on the Committee may be filled up as casual vacancies and committee members so appointed shall hold office until the next AGM.
- 3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 5) If a ballot is required it shall be conducted in a systematic and proper manner, as directed by the Chairperson.
- 6) A nomination of a candidate for election under this rule is still valid if that candidate has been nominated for another office at the same election. However, that candidate is only eligible to hold one office, and must choose or be assigned to one or another of the offices, as directed by the Committee.

Division 4 – Meetings of the Committee

54. Meetings of Committee

- 1) The Committee shall meet at least 10 times per year at a place determined by the Committee.
- 2) Where it is not practical to meet in person, meetings may be conducted using available electronic methods such as phone/teleconference.
- 3) Special meetings of the Committee may be convened by the President or by any four (4) of the members of the Committee and may occur with no less than 24 hours notice if necessary.
- 4) Decisions that are the responsibility of the Committee can only be made during Committee meetings unless otherwise delegated or in cases of emergency. In these cases, the decisions must be reported to the full committee as soon as practicable.

55. Notice of committee meetings

- 1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting. Notice of each committee meeting must be given to each member of the Committee, verbally, electronically or in written form.
- 2) Notice may be given of more than one committee meeting at the same time.
- 3) The notice must state the date, time and place of the meeting.
- 4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted
- 5) A member of the Association desiring to have any business raised with the Committee may give notice in writing to the Secretary five (5) days before the scheduled meeting for inclusion on the agenda.

56. Urgent meetings

- 1) In cases of urgency, a committee meeting can be held without notice, provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- 2) Any resolution made at the urgent meeting must be passed by a majority of the Committee members present and voting.
- 3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

57. Quorum at committee meetings

- 1) No decisions can be made at a Committee meeting unless a quorum is present.
- 2) The quorum for a committee meeting is the presence of a majority of the committee members at that time, i.e. half plus one.
- 3) If a quorum is not present within 30 minutes after the notified commencement time of the committee meeting:
 - a) In the case of a special meeting – the meeting lapses
 - b) In any other case – the meeting must be adjourned to a date no later than 14 days after the adjournment and the notice of the time, date and place to provided in line with these Rules.

58. Presiding at committee meetings

- 1) The President, or in his/her absence the Vice President, shall preside; or
- 2) In the event that the President and the Vice President are absent or unable or unwilling to preside, the Chairperson of the meeting must be a committee member (or other appropriate person) elected by the other committee members present.

59. Voting

- 1) Each member present at a Committee meeting, or sub-committee is entitled to one vote.
- 2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- 3) Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee shall be determined on a show of hands, unless a member demands a poll.
- 4) If a poll is demanded, it shall be taken in a manner determined by the person presiding at the meeting.
- 5) In the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.

60. Conflict of interest

- 1) No member of the Committee shall be appointed to, or retain any paid office, of the Association while that person is a member of the Committee. This rule shall not apply in respect of a situation where the services of a relief staff member cannot be immediately obtained and a suitably qualified and working with children checked member of the Committee is appointed to that position for temporary relief purposes.
- 2) For the purposes of these Rules “temporary relief” shall mean an appointment not exceeding a maximum of six (6) consecutive sessions. Appointment of a member of the Committee beyond six (6) consecutive sessions will require that member to resign from the Committee.
- 3) No member of the Committee shall directly or indirectly supply goods or services to the Association if such goods or services can be satisfactorily obtained elsewhere locally.
- 4) Any member of the Committee who has a financial interest in any contract or arrangement made or proposed to be made with the Association shall disclose their interest to the first Committee meeting of the Committee at which the contract or arrangement is first taken into consideration.
- 5) If a member becomes interested in a contract or arrangement after it is made or entered into, the member shall disclose their interest at the first meeting after the member becomes interested.
- 6) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- 7) Any member with a conflict of interest:
 - a) must not be present while the matter is being considered at the meeting; and
 - b) must not vote on the matter.
- 8) Failure of a member to reveal a financial interest in any contract or arrangement with the Association may result in expulsion from the Committee and the Association.

- 9) This rule does not apply to a material personal interest that:
 - a) exists only because the member belongs to a class of person for whose benefit the Association is established; or
 - b) the member has in common with all, or a substantial proportion of, the members of the Association.

61. Minutes of committee meetings

- 1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- 2) The minutes must record the following –
 - a) the names of the members in attendance at the meeting; and
 - b) the business considered at the meeting; and
 - c) any resolution on which a vote is taken and the result of the vote; and
 - d) any material personal interest disclosed.

62. Leave of absence

- 1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- 2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6 – FINANCIAL MATTERS

63. Source of funds

The funds of the Association may be derived by any sources, approved by the Committee, which are lawful and compatible with the Association's purposes and values.

64. Management of funds

- 1) The Association must open an account/s with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited as soon as it is received, but no later than 5 working days after receipt.
- 2) Receipts, in the name of the Association, will be issued for all moneys paid to or received by the Association.
- 3) The committee may authorise committee members or staff and the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended. All other payments shall only be made with the authority of the Committee.
- 4) All payments must
 - a) be made by cheques, electronic funds transfer, periodic debit or other negotiable instruments; and
 - b) cheques and/or other negotiable instruments must be signed by any two of the following four (4) positions: President, Treasurer, Secretary, and Vice President all of whom will be registered with the financial institution; and
 - c) include the designation of the payee of all cheques before the cheque is signed
 - d) Electronic funds transfer must be authorised by any two people authorised by the Committee, one of whom must hold a position as set out in this Rule.

65. Financial records

- 1) The Association must keep financial records that –
 - a) Correctly record and explain all its transactions, and the financial position and performance of the Association; and
 - b) Enable true and fair financial statements to be prepared as required by the Act.
- 2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 3) A financial report must be submitted at each monthly Committee meeting.
- 4) At least one committee member other than the treasurer must have access to the accounts and financial records of the Association
- 5) The Association's financial accounts and books shall be available for inspection by members of the Association in accordance with these Rules.

66. Financial statements

- 1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met, including:
 - a) the preparation of financial statements;
 - b) approval of the financial statements by the Committee;
 - c) if required under the Act, a review and auditing of the financial statements;
 - d) the submission of the financial statements to the annual general meeting of the Association;
 - e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 – GENERAL MATTERS

67. Common seal

- 1) The Association may have a common seal.
- 2) If the Association has a common seal –
 - a) The name of the Association must appear in legible characters on the common seal; and
 - b) A document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members; and
 - c) The common seal must be kept in the custody of the Secretary.

68. Registered address

The registered address of the Association is the address determined by the Committee.

69. Notice requirements

- 1) Any notice required to be given to a member or a committee member under these Rules may be given by –
 - a) handing the notice to the member personally; or
 - b) utilising the internal notice arrangements such as ‘notice pockets or pigeon holes’
 - c) sending it by post to the member at the address recorded for the member on the register of members; or
 - d) email, text or facsimile transmission.
- 2) This Rule does not apply to urgent Committee meetings.
- 3) Any notice required to be given to the Association or the Committee may be given:
 - a) by handing the notice to a member of the committee; or
 - b) by sending the notice by post to the registered address of the Association; or
 - c) by leaving a notice at the registered address of the association; or
 - d) if the Committee determines that it is appropriate in the circumstances –
 - i) by email to the email address of the Association or the Secretary; or
 - ii) by facsimile transmission to the facsimile number of the Association.

70. Custody and inspection of books and records

- 1) The Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association.
- 2) All accounts, books, securities and any other relevant documents (including accounting & membership records and financial statements) of the Association shall be available for inspection free of charge, at the service by any member

upon request to the secretary, with the exception of confidential documents relating to staff, parents and children of the service.

- 3) Association members are able to access minutes of committee meetings upon request to the secretary and at the discretion of the committee, with the exception of Minutes of closed meetings, confidential discussions and commercially sensitive documents.
- 4) Minutes of general meetings will be freely available to all Association members.
- 5) Subject to these Rules a member may make a copy of any of the records referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 6) Copies of these rules are available to members and applicants for membership free of charge.
- 7) All documents belonging to the Association, being held by a member, must be returned to the Association within 28 days of that member ceasing to hold office or ceasing to be a member of the Association, otherwise the Secretary shall send a written request by registered mail to the person (or the person's estate). Failing this an application shall be made to the Magistrates Court regarding the matter.

71. Auditor

- 1) An Auditor shall be appointed at the AGM each year and shall hold office until the next annual general meeting. In the event of a casual vacancy in the office of Auditor the Committee may temporarily appoint another qualified auditor, who may continue in office until the next AGM.
- 2) The Auditor shall be a qualified accountant and must be registered as a company auditor, a member of the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants.
- 3) The Auditor shall have access to the books and accounts of the Association at all times and shall make such reports as he/she considers necessary direct to the Committee.
- 4) The Auditor shall prepare a report to the members for the Annual General Meeting and shall state in his/her report whether in his/her opinion:
 - a) the balance sheet (with notes thereto) and statement of income and expenditure are properly drawn up so as to give a true and fair view of the state of the Association's financial affairs at the end of the financial year (or other date appropriate to the period covered by such balance sheet and statement) and of the financial results of its services for the period ended on that date;
 - b) the accounting and other records examined by him/her have been properly maintained as required by the Act.

72. Winding up

- 1) The Association may be wound up voluntarily by special resolution in accordance with the Act.

- 2) If upon winding up or the cancellation of the Association there remains, after payment of all debts and liabilities, any surplus, assets or property whatsoever, the remaining assets shall not be paid or distributed to any member or former member of the Association.
- 3) Subject to the Act and any court order made under section 133 of the Act, these assets or properties shall be given or transferred to another organisation that:
 - a) has objectives and purposes similar to the objectives and purposes of the Association; and
 - b) which is not carried on for the profit or gain of its individual members.
- 4) Such organisation is to be decided by a special resolution of the members of the Association.

73. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

Note: An alteration of these Rules does not take effect unless or until it is approved by the Registrar of Incorporated Associations.