Hurlingham Preschool Associated Incorporated Constitution

Rules of the Association

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Hurlingham Preschool Associated Incorporated Constitution
Rules of the Association

PART 1- PRELIMINARY

01. Name

The name of the incorporated association is ***Hurlingham Preschool Association Incorporated***.

02. Purposes

The purposes of the Association are to:

1) provide an approved early childhood education program or support the provision of an early childhood education program and/or other children's services which will function in accordance with the requirements of all applicable legislations, regulations and standards;

2) join, affiliate or associate with any organisation having similar or related aims;

3) manage the funds and other assets and liabilities of the Association solely for the attainment of the above purposes

03. Financial Year

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

04. 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 Hurlingham Preschool Association Incorporated;
'Chairperson' of a general meeting or committee meeting means the person chairing the meeting as set out in Rule 30 of these rules;
'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 of the Association;
'Committee meeting' means a meeting of the Committee held in accordance with these Rules;
'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;
'Disciplinary appeal meeting' means a meeting of the members of the Association convened under Rule 18;
'Disciplinary meeting' means a meeting of the Committee convened under Rule 16;
'Disciplinary subcommittee' means the subcommittee appointed under Rule 15;
'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;
'Relevant documents' means records or other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association, including membership records, accounts, accounting records and documents relating to transactions, dealings, business or property of the Association;
'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

05. Powers of Association

1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

2) Without limiting Rule 5(1), 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.

06. 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) Rule 6(2) 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.

07. Authorisation to Trade

The Association is authorised to trade in accordance with Part 4 of the Associations Incorporation Reform Act 2012.

PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

08. Minimum Number of Members

The Association must have at least 5 members.

09. Eligibility for Membership

1) The parents/legal guardian of children currently attending the service or of children enrolled to attend the service in the following year become members of the Association automatically provided all relevant fees payable by such parents/legal guardians are fully paid. Such members need not fill in a membership application form.

2) In addition to members as defined under Rule 9(1), the following are also eligible for membership of the Association:

a) any member elected to the committee until the end of their current term of office;
b) any interested member of the community who has applied for membership:
   i. by completing the Association Membership Application form and presenting it to the Secretary; and
   ii. paid the annual membership fee of $1, which has been determined by the Committee and
   iii. has been approved for membership by the Committee of Management.

3 Renewal of membership under Rule 9(2) (b) is at the discretion of the Committee and upon payment of an annual membership fee ($1) within one month of the end of the financial year.

4 All child attendance fees and membership fees will be determined by the committee at a committee meeting.

10. General Rights and Obligations of Members

1) Voting rights:

a) Under Rule 9, membership of the Association entitles all members to one vote at general meetings, provided that all attendance fees and other applicable fees as set out under Rule 9 are paid and up-to-date.
b) A member may exercise his/her voting rights provided:
   i. The member is a member in accordance with rule 9; and
   ii. More than 5 business days have passed since he or she became a member of the Association; and
   iii. The member's membership rights are not suspended for any reason.

2) A Member of the Association who is entitled to vote has the right -

a) to receive notice of general meetings and special resolutions in the manner and time prescribed by these Rules; and
b) to submit items of business for consideration at general meetings; and
c) to attend and be heard at general meetings; and
d) to vote at a general meetings; and to have access to the minutes of general meetings and other documents of the Association as provided under Rule 13(3) and Rule 71 and in accordance with the privacy policy of the Association; and
e) to inspect the register of members.

3) Members of the Association have an obligation to support the purpose of the Association as outlined in the Statement of Purpose and must abide by the Rules and policies of the Association.

4) Members of the Association have a right to natural justice when dealing with grievances and complaints, in accordance with these Rules.

11. Rights Not Transferable

The rights of a member are not transferable and end when membership ceases.

12. Ceasing membership

1) The membership of a person ceases if -
a) The annual membership fee of a member of the Association under Rule 9.(2)(b), is more than 12 months in arrears; or
b) A member of the Association under Rule 9(1)no longer has a child/children attending the children's service or on the waiting list and who has not applied for membership under Rule 9(2)(b) or
c) The member resigns by giving one month's notice in writing to the Secretary of their intention to resign; or
d) on expulsion; or
e) death.

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 will be suspended for any members under Rule 9(1) and Rule 9. (2)(a) who have any outstanding debts (as per the fees policy of the Association) 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 -

a) For each current member -

i. the member's name;

ii. the address for notice last given by the member;
iii. the date of becoming a member;
iv. details of the membership type - e.g., parent/guardian or member of the community
v. any other information determined by the committee such as email address, police check, confidentiality agreement etc; and

b) for each former member, 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 details referred to in Rule 13(1) into the register of members.

3) Any member may, at a reasonable time and free of charge, inspect the register of members under the supervision of the Secretary of the committee or other authorised committee member.

Division 2 - Disciplinary Action

14. Grounds for Taking Disciplinary Action

1) The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member –

a) has failed to comply with these Rules; or
b) refuses to support the purposes of the Association ;or
c) has engaged in conduct prejudicial to the Association.

15. 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 members of the disciplinary subcommittee must comprise at least three members, who will conduct the proceedings in an impartial and unbiased manner.

3) Two of the three subcommittee members shall be members of the Committee.-

16. 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
   iii. setting out the member's appeal rights under Rule 18.

2) The notice must be given not earlier than 28 days, and not later than 14 days, before the disciplinary meeting is held.

17. 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) After complying with rule 17(1), the disciplinary subcommittee may recommend to the Committee to-

a) Take no further action; or
b) Subject to rule 17(3) -
   i. Reprimand the member; or
   ii. Suspend the membership rights of the member for a specified period; or
   iii. Expel the member from the Association.

3) The disciplinary subcommittee may not fine the member. The Committee must not take action under rule 17(2)(b) unless an absolute majority of the Committee vote at the disciplinary meeting in favour of taking the action.

4) The suspension of membership rights or the expulsion of a member by the Committee under this rule takes effect immediately after the vote is passed.

5) The member must be notified as soon as possible and not later than 24 hours, of the decision of the Committee.

18. Appeal Rights

1) A person whose membership rights have been suspended or who has been expelled from the Association under Rule 7(2) 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 under rule 18(2), 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.

19. 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

20. 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.

21. Grievance subcommittee

1) A Grievance subcommittee shall be established to investigate and facilitate the resolution of any disputes of the nature described above.

   The Grievance subcommittee shall comprise three (3) persons drawn from the Committee of which one will be the President. One of the three members shall be appointed as the Chair of the subcommittee.

2) The Committee may change the composition of the subcommittee at any time.

3) The role of the chairperson is to receive any grievances submitted to the Committee and to ensure the procedure described below is followed.

22. Grievance procedure

1) A member may initiate a grievance in respect of a dispute of a type described in rule 20(1) by submitting it in writing to the Committee. The Committee shall refer the grievance to the Grievance subcommittee in accordance with rule 21 forthwith.

2) Chairperson of the Grievance subcommittee must call a meeting of the Grievance subcommittee within 14 days of being referred the grievance.

3) The Grievance subcommittee must investigate the grievance including interviewing any persons who may be the subject of the grievance or have some knowledge relevant to it.

4) The Grievance subcommittee must offer the member who lodged the grievance and any member who may be the subject of the grievance, an opportunity to be heard and to submit any other matters relevant to it.

5) The Grievance subcommittee must present its recommendation to the Committee at the conclusion of the investigation, including recommending any action under the rules or otherwise that must be taken arising from the grievance.

6) At the next scheduled Committee meeting, the Committee shall make a determination of the grievance, which may include confirming or modifying the recommendations of the subcommittee.

7) All parties to the dispute including the member who lodged the grievance must be advised in writing of the Committee's decision as soon as practicable.

23. Appointment of Mediator

1) If the person who has lodged the grievance is not satisfied with the decision of the Committee then the parties must, as soon as practicable, hold a meeting in the presence of a mediator.

   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.

2) 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.

3) The parties must attempt in good faith to settle the dispute by mediation.

24. 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.

25. 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

26. Annual General Meeting

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

2) The Committee will determine the date, time and place of the annual general meeting.

3) 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
c) the annual report of the Committee on the activities and operations of the Association during the preceding financial year; and
d) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act.
e) to elect the members of the Committee;
f) to confirm or vary the amounts (if any) of the annual membership fee.

4) The annual general meeting may also conduct any other business of which notice is given in accordance with these Rules.

27. 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 under rule 29(2) may be conducted at the meeting

28. 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 in accordance with Rule 28(2) by at least 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 in accordance with Rule 28(3):
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 rule 28(3).

29. Notice of General Meetings

1) The Secretary (or in the case of a special general meeting convened under Rule 28(3), the members convening the meeting) 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) Notice of all annual general, disciplinary appeal and special general meetings of the Association shall be delivered to all members and advertised by any means deemed appropriate by the committee (including electronic and written).

4) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

5) The non-receipt of notice of the meeting does not invalidate any resolution passed at any such meeting.

6) A member desiring to bring any business before a general meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

7) Rule 29(6) does not apply to a disciplinary appeal meeting.

8) All business that is transacted at either a special general meeting or the annual general meeting, with the exception of business specifically referred to in these Rules as being the ordinary business of the annual general meeting, shall be deemed to be special business. This business shall be made known to members as such, in accordance with Rule 29(2) and Rule 28

30. 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.

31. Proxies

1) A member may appoint another member as his or her proxy to attend, speak and vote on his or her behalf at a general meeting.

2) The appointment of a proxy must be in writing and signed by the member making the appointment.

3) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

4) Notice of a general meeting given to a member under Rule 29 must -
a) state that the member may appoint another member as a proxy for the meeting; and
b) include a copy of any form that the Committee has approved for the appointment of a proxy.

5) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

6) A member must not act as proxy for more than 10 members or more than n 10% of the members (whichever is the lesser) on any one occasion.

32. Use of Technology

1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

2) For the purposes of this Part, a member participating in a general meeting as permitted under Rule 32(1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

33. 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 20% of members (whichever is the lesser) present in person or by proxy under Rule 31 or as allowed under Rule 32, being members entitled under Rule 10 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 under Rule 33(3), 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 under Rule 28.

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

c) 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.

34. 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) Without limiting Rule (1), 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.

4) Notice of the adjournment of a meeting under this rule 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 Rule 29.

35. Voting at General Meetings

1) Subject to Rule 35(7), upon any question arising at a general meeting of the Association, each member (present in person or by proxy) who 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. A poll may be demanded either before or on the declaration of the show of hands.

3) 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 under Rule 32, through the use of technology. The resolution of the poll shall be deemed to be a resolution of the meeting on that question.

4) All votes shall be given personally or by proxy or as provided for in Rule 32 and Rule 35(3).

5) Except in the case of a special resolution, the question must be decided on a majority of votes.

6) 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.

7) 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.

8) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately.

9) 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.

10) 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.

11) Rule 35 (1) to 35(9) does not apply to a vote at a disciplinary appeal meeting conducted under Rule 18.

36. Special Resolutions

1) 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.

37. Determining Whether Resolution Carried

1) Subject to Rule 35(2), 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

and 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.

38. 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 (AGM) must include

a) the financial statements submitted to the members in accordance with Rule 26 3(b)(ii) 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

39. 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, subject to these Rules, the Regulations and the Act, 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.

40. Delegation

1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than –

a) this power of delegation; or
b) a duty imposed on the Committee by the Act or any other law.

2) The delegation must be in writing and may be subject to any conditions and limitations the Committee considers appropriate.

3) The Committee may, in writing, revoke a delegation wholly or in part.

41. 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

42. Composition of Committee

1) The Committee of Management shall consist of a

a) President;
b) Vice President;
c) Treasurer;
d) Secretary; and
e) Up to twenty (20) ordinary members.

Note: The number of ordinary members can vary depending on the size of the organisation and workload requirements. The maximum number of members on the Committee should be specified in the constitution/rules.

43. General Duties

1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

3) Committee members must exercise their powers and discharge their duties

a) with reasonable care and diligence; and
b) in good faith and in the best interests of the Association; and
c) for a proper purpose.

4) Committee members and former committee members must not knowingly or recklessly make improper use of:

a) their position; or
b) information acquired by virtue of holding their position; so as to gain directly or indirectly, an advantage for themselves or any other person or to cause detriment to the Association.

5) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

44. President

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.

45. Vice President

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 perform any duty or function required under the Act to be performed by the Secretary of the Association.

2) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association. including:

a) notifying the Registrar of Incorporated Associations of:
   i. his or her appointment within 14 days after the appointment;
   ii. a change of address of the Secretary, within fourteen days of such change;
   iii. any amendments to the Rules or Statement of Purposes of the Association, within one month of the ratification of the proposed amendments by the Association in a general meeting;
   iv. the passing of a special resolution by the Association regarding the disposal of surplus assets after winding-up in accordance with the Act, within one (1) month of the passing of the resolution.

b) applying to the Registrar of Incorporated Associations for approval of any desired change of name, in accordance with the Regulations;

c) lodging with the Registrar:
   i. the documents required in respect of the annual general meeting, within one month of the date of the meeting (unless further time is granted by the Registrar);
   ii. details about any trust and a copy of any deed or other instrument creating or embodying that trust, upon the Association becoming a trustee of that trust, within fourteen days;
   iii. producing any book for the Registrar or his/her authorised officer on being required to do so, and telling the Registrar or his/her authorised officer where a book is at the time a request is made;
   iv. ensuring that the Registrar or his/her authorised officer is not hindered or obstructed in any way while that person is making an inspection of any part of the Association, in accordance with the Act.

3) The Secretary must -

a) Maintain the register of members in accordance with Rule 13;

b) Keep custody of the common seal (if any) of the association and, except for the financial records referred to in Rule 66, maintain all books, documents and securities of the Association in accordance with Rule 71.

c) Subject to the Act and these Rules, provide members (upon reasonable request) with access to the rules of the Association, the register of members (with information appropriately suppressed where validly requested by a member), the minutes of general meetings and other books and documents; and where disclosure does not breach a law;

d) organise meetings including notifying members in accordance with these rules;

e) ensure accurate minutes of the resolutions and proceedings of each general meeting

and each committee meeting are recorded and kept in books provided for that purpose;
f) record the names of persons present at committee meetings and general meetings;
g) ensure motions are dealt with as directed;
h) return all documents to the committee, when they are no longer the secretary, within 28 days.

47. Treasurer

1) The role of the Treasurer is to:

a) Ensure that the finances of the Association are controlled and managed in accordance with Rules 64, 65, 66 and 67; and
b) Oversee any other person appointed by the committee to be responsible for the management of the finances of the Association; and
c) keep in his or her custody, or under his or her control-
   i. The financial records for the current financial year; and
   ii. Any other financial records as authorised by the Committee.

Division 3 - Election of Committee Members and Tenure of Office

48. Who is Eligible to be a Committee Member

1) A member is eligible to be elected or appointed as a committee member if the member -

a) is 18 years or over; and
b) is entitled to vote at a general meeting of the Association.

49. Term of Office

1) All members of the Committee shall be elected at the Annual General Meeting.

2) To ensure that all appropriate approvals required to legally run the service have been obtained by the newly elected Committee, Committee members elected at an AGM shall take office on the first day of Term 1 each year and shall hold office for a period of 12 months.

3) No member of the Committee may serve in the same executive position for more than 6 consecutive years.

4) No member of the Committee may serve on the Committee in the same position for more than 6 consecutive years.

5) Except as provided for in Rule 49(4) and Rule 9 all members shall be eligible for re-election at the annual general meeting.

50. 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.

51. 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. All vacancies that exist on the Committee may be filled up as casual vacancies under Rule 53, and committee members so appointed shall hold office until the next AGM.

2) 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.

3) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

4) If a ballot is required it shall be conducted in a systematic and proper manner, as directed by the Chairperson.

5) 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.

52. Vacation of Office

1) For the purposes of these rules, the office 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 under Rule 63; or
d) otherwise ceases to be a committee member by operation of section 78 of the Act; and every such vacancy shall be deemed a casual vacancy.

53. Filling Casual Vacancies

1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that:

a) Has become vacant under Rule 52; or
b) Was not filled by election at the last annual general meeting.

2) If the position of Secretary becomes vacant, the Committee must appoint a member to

the position within 14 days after the vacancy arises.

3) Rule 9 applies to any committee member appointed by the Committee under Rules 53(1) or 53(2).

4) The Committee may continue to act despite any vacancy in its membership.

54. Removal of a Member of the Committee

1) A general meeting of the Association

a) may by resolution remove any member of the Committee before the expiration of the member's term of office; and
b) elect an eligible member of the Association to fill the vacant position until the following AGM.

2) A Committee member to whom a proposed resolution refers in Rule 54(1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length), and may request that these representations be provided to the members of the Association.

3) If the representations are not so provided, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

Division 4 - Meetings of the Committee

55. Meetings of Committee

1) The Committee shall meet twice per term during the school year, at a place determined by the Committee. Where it is not practical to meet in person, meetings may be conducted using available electronic methods such as phone/teleconference.

2) Special meetings of the Committee may be convened by the President or by any four (4) of the members of the Committee. If deemed necessary these meetings may occur with 24 hours' notice if a quorum is present.

56. 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

(other than that provided for in Rule 29.6, may give notice of that business in writing to the Secretary five (5) days before the scheduled meeting for inclusion on the agenda of that meeting.

57. Urgent Meetings

1) In cases of urgency, a committee meeting can be held without notice being given in accordance with Rule 56 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.

58. Quorum at Committee Meetings

1) No business may be conducted at a Committee meeting unless a quorum is present.

2) The quorum for a committee meeting is the presence (in person or as allowed under Rule 32) of a majority of the committee members holding office at that time.

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 which the meeting is adjourned must be given in accordance with Rule 56.

59. 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.

60. Voting

1) Each member present at a meeting of the Committee or of any subcommittee appointed by the Committee (including the person presiding at the meeting) 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) Rule 60(2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

4) 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.

5) If a poll is demanded, it shall be taken in a manner determined by the person presiding at the meeting.

6) In the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.

61. 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 Rule (1) "temporary relief' shall mean an appointment not exceeding a maxim um 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 Committee and in the financial statements submitted to the next annual genera l meeting. This shall be done at the first meeting of the Committee at which the contract or arrangement is first taken into consideration, if that member's interest then exists. In any other case, the member shall disclose the interest at the first meeting of the Committee after the acquisition of that member'sinterest. If the 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.

5) 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.

6) The member -

a) Must not be present while the matter is being considered at the meeting; and
b) Must not vote on the matter.

7) Failure of a member to reveal a financial interest in any contract or arrangement with the Association may result in the implementation of Rule 54 by the Committee.

8) This rule does not apply to a material personal interest:

a) That exists only because the member belongs to a class of person for whose benefit the Association is established; or
b) That the member has in common with all, or a substantial proportion of, the members of the Association.

62. 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 under Rule 61.

63. 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 is was not feasible for the committee member to seek the leave in advance.

PART 6 - FINANCIAL MATTERS

64. Source of Funds

1) The funds of the Association may be derived from any fees, endowments, grants, subscriptions, donations, voluntary contributions, fund raising efforts, interest and any other source approved by the Committee.

65. 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 during school term or after school term resumes.

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 include the designation of the payee of all cheques before the cheque is signed

5) 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 Rule 65(b).

66. 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 accounts and books referred to in Rules 66 and 67 shall be available for inspection by members of the Association in accordance with Rule 71.2

67. 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.

2) Without limiting Rule 67(2), those requirements include –

a) the preparation of financial statements;
b) if required under the Act, a review and auditing of the financial statements;
c) the submission of the financial statements to the annual general meeting of the Association;
d) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 - GENERAL MATTERS

68. 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.

69. Registered Address

1) The registered address of the Association is -

a) The address determined from time to time by resolution of the Committee; or
b) If the Committee has not determined an address to be the registered address -the postal address of the Secretary.

70. 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) Rule 70(1) does not apply to notice given under Rule 57 (urgent 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.

71. Custody and Inspection of Books and Records

1) Except as otherwise provided in these Rules, 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 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.

4) Minutes of closed meetings, confidential discussions, commercially sensitive documents will not be available to members of the Association, other than committee members.

5) Minutes of general meetings will be freely available to all Association members.

6) Subject to the exception referred to in Rule 71(2), 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. 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.
8) If such documents are not returned within 28 days, the Secretary or Statutory Manager of the Association shall send a written request, by registered mail to the person (or the person's estate).

9) If the documents are still not returned with 28 days of the request being sent, an application shall be made to the Magistrates Court regarding the matter.

10) For the purposes of this rule -

a) Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following -
   i. Its membership records
   ii. Its financial statements
   iii. Its financial records
   iv. Records and documents relating to transactions, dealings, business or property of the Association.

72. Auditor

1) Subject to the requirements under the Act, an Auditor or Auditors 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 to such office some person qualified to hold the same; and the person so appointed may continue in office until the next annual general meeting.

2) 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.

3) 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.

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.

5) The Auditor may, if he/she considered it desirable to do so, make a report direct to the members in a general meeting and to the relevant government Departments on any other matter coming within the scope of his/her duties. If the Auditor makes such a report, he/she shall at the same time submit a copy thereof to the Committee for their information.

6) The Auditor may only be removed from office in accordance with the Act.

73. 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.

74. Alteration of Rules

1) 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.