

CONSTITUTION OF THE ANNIE DENNIS CHILDREN'S CENTRE

(Amended and updated by special resolution on Monday 26th July 2010)

1. Name:

The name of the incorporated Association is Annie Dennis Children's Centre Incorporated (in these Rules called The Association).

2. Interpretation:

2.1 In these Rules, unless contrary intention appears:

'Committee' means the Committee of Management of the Association.

'Financial Year' means year ending on 30 June.

'General Meeting' means a General Meeting of members convened in accordance with Rule 47.

'Member' means a member of the Association.

'The Act' means the Associations Incorporation Act 1981.

'Regulations' means regulations under the Act.

2.2 In these Rules, a reference to the Secretary of an association is a reference:

(a) where a person holds office under these Rules as Secretary of the Association – to that person; and

(b) in any other case, to the public officer of the Association.

2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

3. Membership of the Association:

Eligibility

3.1 Membership of the Association shall be open to people who support the aims and objectives of the Association and who are:

(a) parents or guardians of children attending the Annie Dennis Children's Centre; or

- (b) parents or guardians of children on waiting lists the Annie Dennis Children's Centre; or
- (c) paid employees of the Association; or
- (d) residents of the City of Darebin; or
- (e) in the opinion of the committee, able to make a meaningful contribution to the Association in carrying out its objectives;

provided always that the number of persons in categories (b), (c), (d) and (e) does not exceed 20% of the total membership at any one time.

Application for Membership

- 3.2 Annie Dennis Children's Centre will ask and get written consent from Parents or guardians of children attending Annie Dennis Children's Centre to become members of the Association. Other eligible persons must apply in writing to the Committee for membership.
- 3.3 Membership applications shall be considered by the Committee at its next meeting where a decision will be taken on each application. As soon as practicable there after, the applicant shall be notified in writing of the decision.
- 3.4 Once an application is approved, membership details shall be recorded in the Register of Members kept by the Director.
- 3.5 Where an application for membership is rejected, the applicant must be given a written explanation for the action taken, and any membership fee paid must be refunded.

Membership

- 3.6 An eligible applicant becomes a member of the Association once:
 - (a) the membership fee has been paid; and
 - (b) the appropriate entry has been made in the Register of Members.
- 3.7 The Director shall keep a Register of members including names, addresses, qualifications for membership and dates at which each membership commenced.

Fees

- 3.8 The membership fee shall be such fee, or scale of fees, as the Committee may from time to time determine.

Cessation of membership

- 3.9 Any person who:

- (a) dies;
- (b) resigns in writing to the Committee;
- (c) withdraws their child/ren from the Centre or in any other way ceases to be a member;
- (d) is in arrears with his/her fees for a period of one month from the date upon which it falls due, and if decided by the Committee; or
- (e) has his/her membership cancelled, suspended or its renewal refused by the committee under the provision of Rule 3.10;

shall cease to be a member of the Association.

- 3.10 The Committee may suspend, cancel or refuse to renew membership of any member of the Association who makes public statements or performs acts which are detrimental to the Association, or inconsistent with its aims and objectives, subject to the provision contained in Rule 3.11.

- 3.11 In all cases of a proposal not to renew membership or to cancel or suspend membership, written notice of the proposed resolution shall be forwarded to the member not less than seven days before the meeting at which such proposal is to be discussed. The member concerned shall be provided full opportunity to be heard at that meeting.

- 3.12 (a) Any member of the Association who feels aggrieved by any decision taken by the Committee under Rule 3.11 may, by notice in writing to the committee within one month of the date of that decision, appeal to a General Meeting of the Association.
- (b) Such notice shall state the grounds for appeal and such appeal shall be heard at a General Meeting to be held not later than one month after notice is given.

- (c) The aggrieved member shall be given full opportunity to be heard on the hearing of any such appeal and the decision of the General Meeting shall be final.

4. Meetings of the Association:

Annual General Meeting

- 4.1 The Association shall in each calendar year convene an Annual General Meeting of its members.
- 4.2 The Annual General Meeting shall be held within five months of the end of the Association's financial year on such day as the Committee may determine.
- 4.3 The Annual General Meeting shall be specified as such in the notice convening it. The provisions of these Rules relating to General Meetings shall, with any necessary modifications apply to the Annual General Meeting.
- 4.4 The ordinary business of the Annual General Meeting shall be:
 - (a) to confirm the business of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the committee reports upon the transactions and operation of the Association during the last preceding financial year of the Association.
 - (c) to elect Officers of the Association and ordinary members of the Committee.
 - (d) to receive and consider the audited statement submitted by the Association in accordance with Section 30(3) of the Act; and
 - (e) to elect an auditor(s) for the ensuing year.
- 4.5 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

General Meetings

- 4.6 (a) General Meetings of all members of the Association may be called:
 - (i) by resolution of the Committee;

- (ii) at the request of the chairperson of the Association; or
 - (iii) by the written request of not less than ten members of the Association.
- (b) Such a General Meeting shall be held not less than fourteen days or more than one month after the request or resolution is made. In the case of a request by members, the members may convene the General Meeting if a meeting has not been held within the required time.

Notice of Meeting

- 4.7 Fourteen days notice in writing of every General Meeting shall be given to every member of the Association, either personally or by pre-paid post to the address appearing in the Register of Members, stating the time, place and business to be transacted.
- 4.8 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate any proceedings or resolutions at any meeting of the Association or any Committee thereof.

Proceedings of Meetings

- 4.9 The President of the Association shall chair all General Meetings. In his/her absence or unwillingness to chair the meeting, a Chairperson may be elected for that meeting by the members present.
- 4.10 All business that is transacted at a General Meeting and all business transacted at an Annual General Meeting, with the exception of that referred to in these Rules as the ordinary business of the Annual General Meeting, shall be deemed special business.
- 4.11 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 4.12 At all General Meetings fifteen members present, in person, shall constitute a quorum. If within thirty minutes from the time appointed for the meeting to commence a quorum is not present, the meeting shall:

- (a) if called by the members, be dissolved;
 - (b) if called by the Committee or the President of the Association, stand adjourned to the same day in the next week at the same time and place, and at such adjourned meeting those present shall form a quorum for all purposes.
- 4.13
- (a) Members present at any meeting of the Association may agree to adjourn the meeting, but no business shall be transacted at any adjourned meeting other than that business left unfinished at the meeting from which the adjournment took place.
 - (b) Where a meeting is so adjourned for fourteen days or more, written notice as prescribed in these Rules for General Meetings shall be given.
- 4.14
- (a) At every General Meeting, for every question for decision by the meeting, an attempt will be made to resolve the issue by consensus. If the consensus process is unsuccessful, the question shall be determined by a show of hands.
 - (b) Upon any question arising at a General Meeting of the Association, a member has one vote. Resolutions other than special resolutions shall be carried by a majority of the members present. In the case of an equality of votes, the resolution shall be lost and shall not be reconsidered at that meeting. Special resolutions shall be carried by the votes of three-quarters of the members present.
 - (c) At any General Meeting, a declaration by the chair that a resolution has been carried or not shall be sufficient evidence of members' voting intention, unless three members call for a poll. When a poll is taken, the number of votes in favour and against the resolution shall be recorded.
- 4.15 Minutes of the proceedings of every General Meeting shall be kept and shall be available at the office of the Association for inspection by members.

5. Management of the Association:

Committee of Management

- 5.1 The affairs of the Association shall be managed and controlled by a Committee of Management.
- 5.2 (a) The Committee shall, subject to these Rules, the Regulation and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by a General Meeting of the Association.
- (b) Further, the Committee shall, subject to these Rules, the Regulations and the Act, have power to perform all such acts as appear to the Committee to be essential for the proper management of the Association or necessary to implement the aims and objectives of the Association.

Composition of the Committee

- 5.3 The Committee shall consist of at least thirteen and shall be composed as such:
- (a) The President.
- (b) The Vice President
- (c) The Secretary.
- (d) The Treasurer.
- (e) The Director of Annie Dennis Children's Centre who shall have observer status only, i.e. speaking but not voting rights.
- (f) A staff representative other than the Director who shall have observer status only, i.e. speaking but not voting rights; and
- (g) A minimum of seven ordinary members, of whom at least three are parents or guardians of children attending long day care and three are parents or guardians of children attending the kindergarten.

Nomination and Elections to the Committee

- 5.4 Nomination for the Committee shall be made in writing, signed by two members of the Association and the nominee, and delivered to the Secretary of the Association prior to the commencement of the Annual General Meeting.
- 5.5 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- 5.6 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

Terms of Office and Filling of Vacancies on the Committee

- 5.7 All members of the Committee shall be elected at the Annual General Meeting and shall hold office until the next Annual General Meeting, when they shall retire.
- 5.8 Retiring Committee Members shall be eligible for re-election unless they have held office for four full consecutive years, in which case they may not stand again until a further twelve month period has elapsed.
- 5.9 If any member of the Committee:
- (a) ceases to be a member of the Association;
 - (b) resigns by notice in writing to the Secretary of the Association; or
 - (c) is absent for three consecutive meetings without apology;
- his/her office shall become vacant
- 5.10 In the event of a casual vacancy on the Committee, the Committee may appoint a member of the Association who is eligible to fill such a vacancy. Any member so appointed shall hold office until the next Annual General Meeting, provided that at any time there are no more than four members of the Committee who have been appointed to fill casual vacancies.

Proceedings of the Committee

- 5.11 The Committee shall meet monthly at such times and places determined by the Committee. Further meetings of the Committee may be convened at the request of at least three members of the Committee, provided that at least seven days written notice, stating the general nature of the business to be transacted, is given.
- 5.12 Notice of all Committee Meetings shall be displayed in a prominent position in the Annie Dennis Children's Centre at least seven days before the meeting.
- 5.13 All meetings of the Committee shall be open to members of the Association except when confidential matters are under discussion.
- 5.14 At any Committee meeting, for every question for decision by the meeting, an attempt will be made to resolve the issue by consensus. If the consensus approach is unsuccessful, questions shall be decided by a majority of votes. In the case of an equality of votes, the motion shall be lost and that question shall not be reconsidered at that meeting.
- 5.15 The quorum for any meeting of the Committee shall be seven members of the Committee with voting rights, and no business shall be transacted unless a quorum is present.
- 5.16 If at any stage the number of Committee members is reduced below the number fixed by these Rules to achieve a quorum, the committee may act only for the purposes of calling a General Meeting of the Association to elect additional members to fill vacancies on the Committee.

Sub-Committee of the Management Committee

- 5.17 The Committee may delegate any of its powers to Sub-Committees consisting of at least one Committee member and such other members of the Association as it sees fit.
- 5.18 Sub-Committees shall report to the Committee on a regular basis.

Records and Reporting of the Management Committee

- 5.19 At each meeting of the Committee, Minutes shall be kept of all major issues discussed and decisions taken. The Minutes of the previous meeting shall be read and confirmed.
- 5.20 At each meeting, reports shall be received from any existing Sub-Committee.
- 5.21 Minutes of all Committee Meetings shall be displayed in a prominent place in the Annie Dennis Children's Centre at least seven days prior to the next meeting of the Committee, provided that these Minutes contain no record of confidential that may have been discussed by the Committee.

Duties and Powers of the Committee

- 5.22 The Committee shall make all decisions necessary to implement the aims and objectives of the Association and run the Centre.
- 5.23 Duties and responsibilities will include:
- (a) To develop policies for the Centre, in consultation with the full membership of the Association and its employees.
 - (b) To appraise the programmes and activities implemented by staff, in consultation with the membership of the Association when necessary.
 - (c) To support the day to day operations of the Centre.
 - (d) To engage, appraise and dismiss employees as required.
 - (e) To plan and manage the finances of the Centre, including preparing budgets, setting fees, keeping financial records and presenting an annual audited statement.
 - (f) To keep all necessary records and make these available (except where privacy regulations would be contravened) to the membership, including minutes and records of all meetings, balance sheets, budget sheets, budgets and financial estimates.
 - (g) To keep members informed on the operations of the Centre and encourage their participation in it.
 - (h) To liaise with the neighbourhood community and encourage the development of community networks.

- (i) To keep the Rules of the Association available to members in the Centre at all times.
- (j) To liaise with the local City Council and the relevant State and Federal funding and/or registration authorities.
- (k) To account to the Council, State and Federal Governments as required.
- (l) To ensure statutory regulations pertaining to the Centre are observed.
- (m) To ensure that adequate insurance has been taken out to cover the operation of the service and the operation of the Association.
- (n) The Committee shall be responsible for the performance of all duties as are required to be performed by the Association in accordance with the Act.

5.24 The Committee shall further ensure that the Centre:

- (a) Is maintained as a Childcare Centre and as a place for the provision of services and other assistance in connection with the care and education of children and shall give access thereto to eligible children upon such terms and conditions as and upon payment of such fees (if any) as the Committee may, for time to time, determine.
- (b) Provides programmes of developmental activities and pre-school education appropriate to the age and cultural background of the children attending the Centre.
- (c) Is operated for the benefit of the community in which it is located.
- (d) Seeks the co-operation of family counselling and other local social welfare agencies.
- (e) Provides opportunities to persons resident in the community and to parents or guardians of children using the services to participate in the planning and operation of the services.
- (f) Is not conducted for the personal profit or gain of any member of the Association.
- (g) Provides support and assistance with childcare fees for families attending the Centre who are experiencing financial difficulties.

- (h) Employs appropriate Early Childhood staff as required.
- (i) Encourage its permanent staff to belong to their respective Union and make available payroll deduction facilities in respect of Union fees.
- (j) Maintains a waiting list of applicants for the Centre.
- (k) Makes accessible to potential applicants its policy in respect of priority of access to the Centre.

6. Financial Management

6.1 The finances shall be managed by the Committee, under the direct supervision of the Treasurer.

6.2 (a) The Association shall open such bank accounts as are necessary in the name of the Association and all monies received by and on behalf of the Association shall be paid into the relevant account as soon as possible following its receipt.

(a) All cheques and like commercial documents drawn on the Association's bank accounts shall be signed by two members of the Committee. All payments by the Association shall, where possible, be by cheque save such payments as the Committee may direct to be paid out of any petty cash advance.

Records, Accounts and Audit

6.3 (a) Sufficient and proper accounting and all other necessary records shall be maintained and left at the registered office of the Association.

(b) The accounts of the Association shall be kept by double entry and shall be kept in a manner which will enable the whole of the income in the financial year in which it accrues and the whole of the expenditure in the financial year in which it is incurred to be taken into account.

(c) A record shall be kept of the fixed assets of the Association and of the value of each.

(d) The accounts of the Association shall be audited annually.

Funds

- 6.4 The funds of the Association shall be derived from Government grants and subsidies, entrance fees, annual subscriptions, donations and such other sources as the Committee determines.
- 6.5 The funds of the Association shall be applied to the carrying out of its objectives.
- 6.6 (a) The Association shall apply any moneys granted to it in respect of the Centre for the purpose of meeting the cost of the project in respect of which the grant is made and for no other purpose.
- (b) The Association shall ensure that no other arrangements or commitments in relation to the Centre are entered into which are incompatible or inconsistent with the purpose of any grant.
- (c) The Association shall not at any time, without the approval of the grantor, act in a manner in relation to the provision or operation of the Centre that constitutes a material variation of or any substantial departure from the basic concept of the Centre as accepted by any person in making or approving the making of any relevant grant.
- 6.7 A dividend, bonus or rebate shall not be recommended, declare or paid by the Association.

Charges/Fines/Provision for Loss

- 6.8 The user/participants shall be charged fees on a regular basis for the services provided by the Association. The charge shall be determined by the Committee.
- 6.9 The Committee shall make provision for any loss which the Association may incur as a result of its activities.

7. Seal

- 7.1 The Common Seal of the Association shall be kept in the custody of the Secretary.

7.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the committee or of one member of the committee and the Public Officer of the Association.

8. Custody of Records:

Except as otherwise provided in these Rules, the Secretary shall keep and control all books, documents and securities of the Association. All such books, documents and securities shall be available for inspection by members of the Association upon reasonable notice to the Secretary.

9. Alteration of Rules and Statement of Purposes:

No rule of the Association or statement of purposes shall be repealed or amended and no new rule shall be made except in accordance with the Act.

10. Disputes and mediation

10.1 The grievance procedure set out in this rule applies under these Rules Between—

- (a) a member and another member ;or
- (b) a member and the Association.

10.2 The parties to the dispute must meet and discuss the matter in dispute, and ,if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

10.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within 10 days, hold a meeting in the presence of a mediator.

10.4 The mediator must be—

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a

person who is mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

- 10.5 A member of the Association can be a mediator.
- 10.6 The mediator cannot be a member who is party to the dispute.
- 10.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 10.8 The mediator, in conducting the mediation, must—
- (a) give the parties to the mediation process 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 dispute throughout the mediation process.
- 10.9 The mediator must not determine the dispute.
- 10.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11. Proxies

- 11.1 Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 11.2 The notice appointing the proxy must be—
- (a) for a meeting of the association convened under rule 7(7), in the form set out in Appendix 2; or
 - (b) in any case, in the form set out in Appendix 3.

12. Winding Up:

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be transferred to such other organization, eligible under relevant government or other funding guidelines and exempt from payroll tax, as the Association by special resolution shall determine, provided however that such disposition is in accordance with the provisions of the Act.

Appendix 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF
ASSOCIATION CONVENED UNDER RULE 7 (7)**

I.....(name)
of.....(address)
being a member of.....(name of incorporated assoc)
appoint(name of proxy holder)
of(address of proxy holder)
being a member of that Incorporated Association, as my proxy to vote for
me on my behalf at the appeal to the general meeting of the Association
convened under rule 7(7), to be held on-
..... (date of meeting)
and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of
the following resolution (insert details of resolution passed under rule 7 (1)).

Signed
Date.....

Appendix 3

FORM OF APPOINTMENT OF PROXY

I.....(name)
of.....(address)
being a member of.....(name of incorporated assoc)
appoint(name of proxy holder)
of(address of proxy holder)
being a member of that Incorporated Association, as my proxy to vote for me on
my behalf at the annual/special* general meeting of the Association to be held on
..... (date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

Signed

Date.....

* Delete if not applicable