

March 2017

CONSTITUTION

ST IVES PRE-SCHOOL KINDERGARTEN ASSOCIATION

ABN 22 000 669 787

(Previously known as St Ives Pre-School Community
Kindergarten Association)

(Incorporated under the Companies Act, 1961, on the 11th day
February 1970)

1. NAME

The name of the Association shall be "St Ives Pre-School Kindergarten Association" (hereinafter referred to as "the Association") and the headquarters shall be at 29 Garrick Road, St Ives.

2. OBJECTS

The objects of the Association are as follows:

- (a) To provide and operate a Pre-School Kindergarten at such place or places in the Municipality of Ku-ring-gai as may be determined from time to time.
- (b) To promote the care, welfare and education of pre school children in the Municipality of Ku-ring-gai and the supervision of their activities.
- (c) To appoint, employ, remove or suspend such directors, teachers, supervisors and other persons as may be necessary or convenient for the purposes of the Association.
- (d) To do all things as are incidental or conducive to the attainment of any one or more of the above objects and for those purposes to co-operate with other bodies and to raise and expend such money as may be considered desirable by the Association.

3. MEMBERSHIP

- (a) Subject to the following provisions any person who supports the objects of the Association may become a member of the Association on payment of an annual membership fee determined from time to time by the Management Committee.
- (b) Family membership shall be made by completing and signing the official enrolment application form of the Association. This enrolment form shall be lodged with the Association accompanied by the required deposit and membership fee, at the time of the registration of the child. The membership fee and term fees shall be determined from time to time by the Management Committee.
- (c) As soon as practicable after receipt of an enrolment form, consideration by the Management Committee shall decide upon the admission or rejection of the applicant. The Management Committee shall not be required to give any reason for any rejection of an applicant. If the Management Committee decides the application for enrolment should be referred to the next meeting of the Management Committee, the Management Committee shall then reconsider the application and determine whether the applicant should be admitted to membership. The decision of the Management Committee in this instance shall be final.
- (d) The family of an enrolled child becomes the member of the Association and shall continue to be a member until the enrolled child leaves the Pre School. The annual membership fee shall be an amount decided upon from time to time by the Management Committee.
- (e) A register of members shall be kept showing the name, address and date of commencement of membership of each member.

This register shall be kept at the principal place of administration of the Association and shall be open for inspection by any member of the Association during normal operating hours of the Association.

4. MANAGEMENT

- (a) The management of the Association shall consist of a Management Committee of four (4) office bearers, and at least six (6) other members of the Association elected at the annual general meeting.
- (b) No member of the Management Committee shall be appointed to any salaried office of the Association or any office of the Association paid by fees. No remuneration shall be given by the Association to any member of the Management Committee except for out-of-pocket expenses.

5. OFFICE BEARERS

- (a) The office bearers shall consist of a president, vice-president, secretary, and treasurer. The other members of the management committee will include a maintenance manager, social events / fund raising organiser, a human resources representative and such other persons as shall be elected by the members of the Association to form the Management Committee.
- (b) The office bearers and the other members of the Management Committee, shall be elected at the annual general meeting.

Members who volunteer at the Annual General Meeting for the social events / fund raising committees are appointed, not elected, and are not required to attend Management Committee meetings. Volunteer members need only attend meetings related to the committee to which they have been appointed..

- (c) Nomination for all offices of the Association shall be handed to the secretary at the annual general meeting signed by the proposer, the seconder and the person nominated.

If nominations are equal to or less than the number of positions to be filled, the nominees shall be declared elected.

In the event of insufficient nominations the vacant positions shall be filled by the Management Committee in the manner provided for casual vacancies. Any member may be nominated for one or more positions but upon election to an office his/her nomination(s) for other positions shall be disregarded.

- (d) If more than one (1) nomination is received for any position a ballot shall be taken.

A single ballot paper shall be distributed to every member present at the annual general meeting. Members will then indicate by writing on the ballot paper the name of their preferred nomination for the respective positions in the following order of priority:

- President
- Vice-President
- Secretary
- Treasurer
- Committee Members (at least six (6) members)

The members present at the annual general meeting shall appoint a returning officer and two or more scrutineers who shall count the ballot paper and advise the meeting of the result.

6. PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- (a) The Management Committee may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit. The president may at any time call a meeting of the Management Committee, as may the secretary on the requisition of any two members of the Management Committee.
- (b) Questions arising at any meeting of the Management Committee shall be decided upon by a variety of votes of those present. A decision by a majority of the members of the Management Committee present shall for all purposes be a decision of the Management Committee. In the case of an equal number of votes the chairperson of the meeting shall have a second or casting vote.
- (c) Should a vacancy or vacancies occur on the Management Committee the remaining members of the Management Committee are empowered to appoint a replacement or replacements in order to maintain the number required for a quorum in accordance with these rules or to call a general meeting of the Association but for no other purpose.
- (d) At meetings of the Management Committee a quorum shall consist of five (5) elected members. If insufficient members are present within thirty (30) minutes of the time set down for the meeting to commence a telephone hook-up may be made with the required number of Management Committee members to enable a quorum to be established. If a quorum is still unable to be established then that meeting shall be adjourned to the same time and place seven (7) days later or to a time within one (1) month of the date of the original meeting as determined by the Management Committee members present.

Notice of such time and place shall be given immediately to all members of the Management Committee. If, at such an adjourned meeting, a quorum is not present then those members of the Management Committee attending shall be deemed to be a quorum provided the number of such members is not less than three (3).

- (e) The Management Committee shall have power to make rules and by-laws for the conduct of its business and the business of the Association generally, provided that the same is not detrimental to the objects of the Association.
- (f) No alteration(s) to any rules of the Constitution of the Association or associated by-laws, shall be valid unless notice of the proposed alteration(s) has been given at one meeting of the Management Committee and such alteration(s) carried at a subsequent meeting.
- (g) Any proposed alteration(s) to the Constitution of the Association must be circulated to all members at least two weeks before the annual general meeting or a special general meeting called for that purpose. Such alteration(s) must be approved by a seventy-five percent (75%) majority vote of the members present.

7. VACATION OF OFFICE

The office of a member of the Management Committee shall become vacant:

- (a) Upon his/her death.
- (b) If he/she becomes bankrupt or makes any arrangement with his or her creditors generally.
- (c) If he/she becomes mentally ill.
- (d) If he/she resigns his/her office by notice in writing to the Association.
- (e) If he/she is absent for more than three (3) consecutive meetings without leave of the committee.
- (f) If he/she ceases to be a member of the Association.
- (g) Upon resolution being passed by a seventy-five percent (75%) majority of members present at a properly constituted special general meeting called for the purpose to remove him/her from office.
- (h) If he/she holds any office of profit under the Association.
- (i) If he/she is directly or indirectly interested in any contract or proposed contract with the Association.

8. FINANCIAL YEAR

The financial year of the Association shall conclude on the thirty-first (31st) day of December each year.

9. ANNUAL GENERAL MEETING

The annual general meeting shall be held in each year not earlier than the twenty-eighth (28th) day of February and not later than the thirty-first (31st) day of March when the annual report and audited financial statements shall be presented.

10. SPECIAL GENERAL MEETINGS

Any three (3) members of the Management Committee may at any time convene a special general meeting of the Association. Special general meetings can also be convened by the secretary upon the written request of not less than eight (8) members of the Association and shall be held within a period of one (1) month from the date of receipt of the request. Such request must state the general nature of the business for which the meeting is to be called.

11. QUORUM FOR MEETINGS OF MEMBERS

At meetings of members a quorum shall consist of ten (10) members. Should within thirty (30) minutes of the time set down for a meeting to commence a quorum is not present then the meeting shall be adjourned to the same time and place seven (7) days later or to a time and place within one (1) month of the date of the adjourned meeting to be determined thereat. Notice of such time and place shall be given to all members of the Association. If at such adjourned meeting a quorum is not present then those members attending shall be deemed a quorum provided the number of such members is not less than five (5).

12. PROCEEDINGS AT GENERAL MEETINGS

- (a) The president shall preside as chairperson at every general meeting of the Association. If he/she is not present within fifteen (15) minutes of the time appointed for the commencement of the meeting or is unwilling to act then the members present shall appoint one of their members to be chairperson of the meeting, a simple majority being sufficient.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting if such meeting is held within thirty (30) days of the original meeting.
- (c) At any general meeting a resolution put to the vote of a meeting shall be decided upon on a show of hands, unless a ballot before or on the declaration of the result of the show of hands is demanded by the chairperson or by at least three (3) members present. Unless a ballot is demanded, a declaration by the chairperson that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, an entry to that effect in the minute book containing the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a ballot may be withdrawn.
- (d) If a ballot is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the ballot shall be the resolution of the meeting at which the ballot was demanded. A ballot demanded on the election of a chairperson or on a question of adjournment shall be taken immediately.
- (e) In the case of an equal number of votes, whether on a show of hands or on a ballot, the chairperson of the meeting at which the show of hands takes place or at which a ballot is demanded shall be entitled to a second or casting vote.

- (f) Subject to the following paragraph (g) each member present and voting at a general meeting of the Association shall have one (1) vote.
- (g) No member of the Association shall be entitled to vote at the adjourned or any following general meeting unless at the time of such meeting that member shall have been a member of the Association for at least one (1) month.

13. NOTICE OF MEETINGS

- (a) The secretary shall give at least fourteen (14) days notice in writing of all general meetings to the members of the Association specifying the place, the day and the time of the meeting and the general nature of the business to be dealt with at the meeting.
- (b) A notice may be given to any member either personally, by email or by sending it by post to him/her at his/her address registered with the Association or if he/she has no registered address to the place of abode of the member last known to the Management Committee.

Where a notice is sent by post, service of the notice shall be deemed to have been carried out by properly addressing, pre-paying and posting a letter or an envelope containing the notice or a letter. Service shall also be deemed to have been effected in the case of a notice of a meeting, on the third day after the date of its posting and in any other case the time in which the letter would have been delivered in the ordinary course of post.

14.1 FUNDS - OPERATING

- (a) The funds of the Association shall be derived from the fees of members, donations, grants and such other sources as the Management Committee determines.
- (b) All monies received by the Association shall be deposited intact at the earliest possible date to the credit of the bank account of the Association. Receipts for monies received shall also be issued promptly.
- (c) All payments in excess of 100 dollars (\$100) paid by the Association shall be paid by cheque, signed by any two (2) of the designated signatories.
- (d) The treasurer and administrator shall keep a full and correct account of all monies received and expended by the Association in accordance with the authority of the Management Committee. The treasurer shall produce such accounts at every meeting of the Management Committee.

14.2 FUNDS – BUILDING FUND

Subject to obtaining any necessary approvals, where consistent with achieving the Association's objectives and performing the Association's functions and subject to resolution passed by a majority of members at a duly constituted meeting may establish, maintain and operate a school building fund in accordance with the following rules:

- (a) The Association may apply for endorsement as a deductible gift recipient from the Australia Tax Office for operation of a building fund.
- (b) The public may be invited to contribute gifts of money or property to the fund.
- (c) The Association must maintain a separate bank account for the fund.
- (d) The Association must credit monetary gifts and proceeds of sale of gifted property to the fund. For example interest earned on the building fund bank account must be credited back to the account.
- (e) The Association must not credit to the fund money or property that is not intended for the fund.
- (f) The fund must be administered by the Management Committee or a nominated subcommittee of the Association.
- (g) The Association must use the fund solely for the acquisition, construction or maintenance of a building used, or to be used, as part of the Pre-School.
- (h) The Association may use the money in the fund to pay for:
 - i. Construction or purchase expenses and associated financing costs.
 - ii. Painting and general maintenance of Pre-School buildings, and building insurance.
 - iii. Expenditure on carpets that are fixed to the floor of the Pre-School building.
 - iv. Administration costs of the fund, including bank fees, accounting costs and fundraising expenses.
 - v. Reasonable costs of managing the fund. Example of costs include bank fees and charges, stationery costs, accounting and audit fees relating directly to the fund.
- (i) The Association must not distribute directly or indirectly any portion of the fund to its members.
- (j) If the Association issues a receipt for a gift to the fund the Association must ensure that the receipt states:
 - i. the name of the fund;
 - ii the Australian Business Number of the Association;
 - iii. the fact that the receipt is for a gift;
 - iv. amount of the gifts of money;
 - v. a description of any gifts of property; and
 - vi. the date of the gift.

- (k) The Australian Taxation Office must be notified of any changes made to this constitution related to the building fund that affects the funds rules or dissolution or winding up provisions.
- (l) The Australian Taxation Office must be notified at the first occurrence of:
 - I. the winding up of the fund; or
 - II the dissolution of the Association.
- (m) On the winding up of the fund, or the dissolution of the Association, any surplus assets of the fund must be transferred to another fund, authority or institution. This fund should have similar objects to the Pre-School building fund and should be a registered deductible gift recipient under the Income Tax Act.

15. PAYMENT OF ACCOUNTS

All paid and unpaid accounts shall be presented at a Management Committee meeting and full details of all payments shall be entered in the minute book.

16. AUDIT

- (a) The auditor or auditors shall be appointed at the annual general meeting. They shall examine all accounts, vouchers, receipts, books, etc and provide a report thereon to the members at the annual general meeting. Audits shall be conducted at regular intervals of not more than twelve (12) months.

Subject to paragraph (c) below notice of the intention to appoint an auditor to replace the current auditor shall be given to the secretary at least twenty-one (21) days before the annual general meeting. The secretary shall send a copy of the nomination to the current auditor at least seven (7) days before the annual general meeting. The current auditor shall be entitled to attend the annual general meeting and if he/she so wishes to be heard at such annual general meeting.

- (c) Where the current auditor submits his/her resignation, or notifies the secretary of his/her intention not to seek reappointment as auditor, paragraph (b) above shall not apply.

17. MINUTES

The Management Committee shall keep minutes:

- (a) Of all appointments of office bearers and members of the Management Committee.

- (b) Of the names of members of the Association present at all meetings of the Association and of the Management Committee present at all meetings of the Association and of the Management Committee.
- (c) Of all proceedings of all meetings of the Association and of the Management Committee. Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next meeting provided that person was in attendance at the previous meeting.

18. EXPULSION OF MEMBERS

A member may be expelled from membership of the Association by the Management Committee if, in the opinion of the Management Committee, after giving such member an opportunity of offering the Management Committee an explanation of his/her conduct either verbally or in writing, the Management Committee decides the conduct of the member is seen as to be detrimental to the best interests of the Association provided that:

- (a) Such expulsion shall not be effective unless it is confirmed by a majority of members present at a special general meeting of members convened to consider the expulsion.
- (b) Such a special general meeting is held within a period of one (1) month from the date of the decision of the Management Committee to expel the member.
- (c) At such a special general meeting the member whose expulsion is under consideration shall be allowed to offer an explanation to his/her conduct verbally or in writing at the option of such member.
- (d) The voting at such a special general meeting shall be by ballot if not less than five (5) members present at that meeting shall so demand.
- (e) It shall be in the power of the Management Committee to exclude such member from participation in the affairs of the Association until such a special general meeting is held.

19. INSPECTION OF BOOKS AND RECORDS

Records and accounts of monies received and expended by the Association shall be held in the custody of the administrator at the principal place of administration of the Association and made available for inspection by any member during normal operating hours of the Association.

The minute book, correspondence files and other records of the Association and the Management Committee shall be kept and retained by the administrator at the principal place of administration of the Association and made available for inspection by any member during normal operating hours of the Association.

20. DISSOLUTION

- (a) The Association shall be dissolved in the event of membership being less than ten (10) persons or upon a vote of a seventy-five percent (75%) majority of members present at a special general meeting convened to consider such question.
- (b) Upon a resolution being passed in accordance with paragraph (a) above all assets and funds of the Association on hand shall after payment of all expenses and liabilities be handed over to Ku-ring-gai Council for distribution to such registered or exempted charity or charities as may be determined.

21. AMENDMENT OF RULES

Subject to the specific approval of the Ku-ring-gai Council being obtained to any clause affecting the interest of the Council these rules and objects of the Association may be amended by resolution passed by a seventy-five percent (75%) majority of members present at any annual general meeting at which not less than twenty-one (21) days notice of the proposed amendment shall have been given to the secretary or at a special general meeting convened for such purpose.

If the Association obtains registration or exemption under the Charitable Collections Act, 1934, as amended, any such amendment/s shall not be effective unless the Minister of the Crown for the time being administering such Act shall have been duly notified of the amendment/s and shall have signified his/her approval to such amendment/s being made.

22. INSURANCES

The Management Committee will at all times ensure that the Association and the members thereof are adequately protected by way of insurance cover for all such risks as may be deemed appropriate in relation to the activities of the Association and as required under the Associations Incorporation Act.

23. INDEMNITY

- (a) The members of the Association and Management Committee shall be indemnified out of the funds of the Association against all such charges, damages and expenses as they shall respectively incur or to be put on account of any act, deed, matter or thing which shall be made, done, entered into or executed by them respectively on behalf of the Association. They shall be reimbursed by the Association for all reasonable expenses incurred by them in or about the execution of their respective offices except such costs, losses or expenses as shall happen through their respective wilful, neglect or default.

- (b) The members of the Association and Management Committee shall be chargeable only for so much money as he/she shall actually receive and shall not be answerable for the acts, receipts, neglects, or defaults of any other member but each of them for his/her own acts, receipts, neglects or defaults only. Neither shall they respectively be answerable for any collector or other person into whose hands any property or money of the Association may come, nor for any loss or damage which may happen in the exercise of their respective offices unless the same shall happen through their own respective wilful, neglect or default.

24. KU-RING-GAI COUNCIL

- (a) The minute books, accounts, financial statements and all such other papers and documents of the Association shall at all times be available for inspection by a representative or duly authorised agent of the Ku-ring-gai Council.
- (b) As soon as the audited financial statements have been prepared, a complete and correct copy thereof shall immediately be made available to the Ku-ring-gai Council.

25. PUBLIC OFFICER

- (a) The Management Committee shall ensure that a person is appointed as a public officer.
- (b) That person must have attained the age of eighteen (18) years and be a resident of New South Wales.
- (c) The Management Committee may at any time remove the public officer and appoint a new public officer.
- (d) The public officer may be an officer bearer, committee member or any other outside person regarded by the Management Committee as suitable for the position.
- (e) The public officer will assist the administrator when required.
- (f) The public officer shall be deemed to have vacated the office if the public officer:
 - i. Dies.
 - ii. Designs.
 - iii. Is removed from office by way of resolution passed at a special general meeting of the Association.
 - iv. Becomes bankrupt.

- v. Becomes mentally ill.
 - vi. Ceases to be a resident of New South Wales.
- (g) When a vacancy occurs in the position of public officer the Management Committee shall appoint a replacement.
- (h) The public officer is required to lodge with the Australian Securities & Investments Commission (ASIC) on the prescribed forms:
- i. Any alteration of the name of the Association (within fourteen (14) days).
 - ii. Any alteration to the constitution of the Association (within fourteen (14) days).
 - iii. The names of any retiring members of the Management Committee (directors) (within the prescribed time).
 - iv. The names and addresses of the newly appointed members of the Management Committee (directors) (within the prescribed time).
 - v. Send an audited copy of the current financial statement of the Association (within the prescribed time after the annual general meeting).
 - vi. Any other matters deemed necessary under the Corporations Act, 2001.

26. COMMON SEAL

The common seal of the Association shall be kept by the administrator at the principal place of the Association and shall only be affixed to a document with the approval of the Management Committee. The stamping of the common seal shall be witnessed by the signatures of two (2) members of the Management Committee.
