

Queanbeyan & District Preschool Association Inc

Constitution

Under the *Associations Incorporation Act 2009*

About this constitution:

The Queanbeyan & District Preschool Association Inc has adopted a modified version of the model constitution provided by NSW Fair Trading to fit the purposes of the Association's functions and roles.

This constitution was approved by Special General Meeting of the members of the Association on 1 May 2018.

Objectives of the Association

To operate and manage community-based not-for-profit preschool(s) to provide a program of experience which will promote the total development and wellbeing of the community's young children.

To undertake additional fundraising activities for the purpose of providing funds for additions and/or replacement of equipment, including the operation of a Gift Fund for the purposes of acquisition, construction and maintenance of preschool buildings.

To encourage parent and community involvement as an essential part of the operation of the preschool(s) so that through frequent and active participation both family and community will work together to achieve the basic aims of the preschool(s).

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Part 1 - Preliminary

1. Definitions

(1) In this constitution:

Association is the Queanbeyan & District Preschool Association Inc.

enrolled Preschool student is a child approved to commence, or is currently participating, in the Association's Preschool programs.

chairperson of the Association's Management Committee shall, after being elected as chairperson, also act as the public spokesperson for the Association.

Managing Director of the Association is a person employed by the Management Committee to undertake the management function and oversight of all Preschools in the Association.

Member is a member of the Queanbeyan & District Preschool Association Inc.

ordinary committee member means a member of the Management Committee who is not an office-bearer of the Association.

public officer of the Association is a person who has responsibilities under the Act for submitting forms and documents to NSW Fair Trading, and is the primary public contact person for the Association. The public officer may, but does not need to, be part of the committee. The public officer is, by virtue of being appointed to that office, an authorised signatory for the Association. For practical reasons the Managing Director may assume this role in accordance with the Act.

secretary means:

- (a) the person holding office under this constitution as secretary of the Association, or
- (b) if no such person holds that office - the public officer of the Association.

special general meeting means a general meeting of the Association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 - Membership

2. Membership generally

- (1) A person is eligible to be a member of the Association if:
 - (a) the person is a natural person and is:
 - (i) a parent or guardian of an enrolled Preschool student, or
 - (ii) a currently employed staff member, or
 - (iii) a person committed to upholding the objectives of the Association and has been nominated and approved for membership of the Association in accordance with clause 3(3).

3. Nomination for membership

- (1) A nomination for membership of the Association, for a parent or guardian of a student due to commence at Preschool, must:
 - (a) be made in writing (including by email or other electronic means) in a form contained in the enrolment pack, and
 - (b) be accepted once a place for the student is confirmed, and
 - (c) incur a membership levy to be paid in the first payment to the Association for the child/children's enrolment.
- (2) A nomination for membership of the Association, for currently employed staff members, must:
 - (a) be made in writing (including by email or other electronic means) in the form set out in Appendix 1 to this constitution, and
 - (b) be lodged with the Managing Director of the Association, and
 - (c) take effect on payment set out in clause 8.
- (3) Any other nomination for membership of the Association, must:
 - (a) be made in writing (including by email or other electronic means) in the form set out in Appendix 2 to this constitution, and
 - (b) be supported by two current members of the Association, and
 - (c) be lodged with the secretary of the Association.
- (4) As soon as practicable after receiving a nomination for membership under subclause 3(3), the secretary must refer the nomination to the Management Committee, or in its absence the Managing Director of the Association, which is to determine whether to approve or to reject the nomination.
- (5) As soon as practicable, after the determination of an application received is made in accordance with subclause 3(4), the secretary must:
 - (a) notify the nominee, in writing (including by email or other electronic means), that the Management Committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the nomination is approved, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable set out in clause 8.
- (6) The secretary must, on payment by the nominee of the amounts referred to in subclause (5)(b) within the period referred to in that provision, enter or

cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

4. Cessation of membership

A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or
- (d) is no longer a parent or guardian of an enrolled student, or
- (e) is no longer a staff member, or
- (f) fails to pay the annual membership fee under clause 8 within 3 months after the fee is due.

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

- (1) A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least one month (or any other period as the Management Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

- (1) The secretary must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Association, or
 - (b) if the Association has no premises, at the Association's official address.
- (3) On application to the Management Committee stating in writing the reasons for the request and requiring formal approval of the Management Committee before access can be granted (including compliance with subclause (4)), the register of members must:
 - (a) be open for inspection, free of charge, by any member of the Association at any reasonable hour, and

- (b) be available for a member of the Association to obtain a copy of any part of the register on payment of a fee of not more than \$1 for each member's details being copied.
- (4) If a member requests that any information contained on the register about themselves (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (6) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8. Membership fees and terms

- (1) A member of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the Management Committee, that other amount.
- (2) Membership for parents or guardians of enrolled Preschool students is taken to be from the acceptance of the placement until the annual general meeting held in the year following the cessation of the placement.
- (3) Where Preschool students attend for two or more consecutive years, membership for parents or guardians of those children is also to be paid in the first payment for the subsequent year(s) and is in place until the annual general meeting held in the year following the cessation of the placement.
- (4) Membership for staff is taken to be from the acceptance of their application for membership until the next annual general meeting.
- (5) Membership approved, following nomination set out in clause 3(3), is taken to be from the acceptance of their application for membership until the next annual general meeting.

9. Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 8.

10. Resolution of disputes

- (1) If a dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association is unable to be resolved by following the Association's policies and procedures, it is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.

- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11. Disciplining of members

- (1) A complaint may be made to the Management Committee by any person that a member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Management Committee decides to deal with the complaint, the Management Committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Management Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Management Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12,whichever is the later.

12. Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the Management Committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the Management Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Management Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 3 - The Management Committee

13. Powers of the Management Committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Management Committee:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all the acts and do all things that appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Association, and
- (d) may delegate any of these functions to a staff member of the Association to effect their implementation.

14. Composition and membership of the Management Committee

(1) The Management Committee is to consist of:

- (a) the office-bearers of the Association, and
- (b) at least 3 ordinary committee members,

each of whom is to be elected at the annual general meeting of the Association under clause 15.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- (2) The total number of Management Committee members is to be a minimum of 7 and a maximum of 12.
- (3) Should the number of Management Committee members drop below the minimum number required to form a committee, the Managing Director of the Association may seek to fill vacancies in accordance with clause 18.
- (4) The office-bearers of the Association are as follows:
 - (a) the chairperson,
 - (b) the vice-chairperson,
 - (c) the treasurer,
 - (d) the secretary.
- (5) A Management Committee member may hold up to 2 offices (other than both the offices of chairperson and vice-chairperson).
- (6) There is no maximum number of consecutive terms for which a committee member may hold office.

Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

- (7) Each member of the Management Committee is, subject to this constitution, to hold office until immediately before the election of Management Committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

- (8) A Management Committee member is expected to remain a member for two consecutive years.

15. Election of Management Committee members

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary Management Committee members:
- (a) must be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the Management Committee is to be conducted at the annual general meeting in any usual and proper manner that the Management Committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Association must be a member of the Association.

16. Secretary

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
- (a) all appointments of office-bearers and members of the Management Committee, and
 - (b) the names of members of the Management Committee present at a Management Committee meeting or a general meeting, and
 - (c) all proceedings at Management Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be approved at the next succeeding meeting by members that attended the meeting and signed by the chairperson.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

17. Treasurer

It is the duty of the treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

18. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee, or in its absence the Managing Director, may seek nominations from the members of the Association and appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Management Committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Management Committee from three consecutive meetings of the Management Committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19. Removal of Management Committee members

- (1) The Association in general meeting may by resolution remove any member of the Management Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Management Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the chairperson may send a copy of the representations to each member of the Association or, if the representations are not so sent, the

member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Management committee meetings and quorum

- (1) The Management Committee must meet at least four times in each period of 12 months at the place and time that the Management Committee may determine.
- (2) Additional meetings of the Management Committee may be convened by the chairperson or by any member of the Management Committee.
- (3) Oral or written notice of a meeting of the Management Committee must be given by the secretary to each member of the Management Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Management Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any four members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- (6) No business is to be transacted by the Management Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Management Committee:
 - (a) the chairperson or, in the chairperson's absence, the vice-chairperson to preside, or
 - (b) if the chairperson and the vice-chairperson are absent or unwilling to act, one of the remaining members of the Management Committee chosen by the members present at the meeting is to preside.

21. Appointment of association members as Management Committee members to constitute quorum

- (1) If at any time the number of Management Committee members is less than the number required to constitute a quorum for a Management Committee meeting, the existing Management Committee members, or in its absence the Managing Director of the Association, may appoint a sufficient number of members of the Association as Management Committee members to enable the quorum to be constituted.
- (2) A member of the Management Committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

22. Use of technology at Management Committee meetings

- (1) A Management Committee meeting may be held at two or more venues using any technology approved by the Management Committee that gives each of the Management Committee's members a reasonable opportunity to participate.
- (2) A Management Committee member who participates in a Management Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23. Delegation by Management Committee to sub-committee

- (1) The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Association that the Management Committee thinks fit) the exercise of any of the functions of the Management Committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Management Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Management Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- (6) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

24. Voting and decisions

- (1) Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a majority of the votes of members of the Management Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) All members of the Management Committee or sub-committee must declare to the meeting any situation constituting a conflict of interest, or one that could give rise to a conflict of interest.

- (4) Subject to clause 20(5), the Management Committee may act despite any vacancy on the Management Committee.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

Part 4 - General meetings

25. Annual general meetings - holding of

- (1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Association must hold its annual general meetings:
 - (a) within six months after the close of the Association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37(2)(b) of the Act.

26. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the Management Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Management Committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27. Special general meetings - calling of

- (1) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Management Committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Management Committee fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the

members who made the requisition may convene a special general meeting to be held not later than three months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

30. Presiding member

- (1) The chairperson or, in the chairperson's absence, the vice-chairperson, is to preside as chairperson at each general meeting of the Association.
- (2) If the chairperson and the vice-chairperson are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands, or if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if five or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

Note. Employees of the Association who are also members of the Association are not eligible to vote as specified in clause 34(4).

- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1)(a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33. Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

34. Voting

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) Employees of the Association who are also an Association member are excluded from voting on all matters relating to the function of the Association due to perceived and real conflicts of interest.
- (5) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.
- (6) All members must declare to the meeting any situation constituting a conflict of interest, or one that could give rise to a conflict of interest.

35. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the Association are entitled to vote by proxy at general meetings.

36. Postal or electronic ballots

- (1) The Association may hold a postal ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37. Use of technology at general meetings

- (1) A general meeting may be held at two or more venues using any technology approved by the committee that gives each of the Association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 - Miscellaneous

38. Insurance

The Association will effect and maintain appropriate levels of insurance.

Note. Insurance includes: general public liability insurance; workers compensation insurance; volunteers insurance; indemnity of Management Committee members; asset insurance, and other insurances necessary for the operation of the business.

39. Funds - source

- (1) The funds of the Association are to be derived from enrolment fees for students, annual membership of members, government funding, donations and, subject to any resolution passed by the Association in general meeting, any other sources as the Management Committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, if required or requested issue an appropriate receipt.

40. Funds - management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the Management Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Management Committee or employees of the Association, being members or employees authorised to do so by the Management Committee.

41. Association is non-profit

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

42. Distribution of property on winding up of association

- (1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

43. Change of name, objects and constitution

An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Management Committee member.

44. Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:

- (a) at the main premises of the Association, in the custody of the public officer or a member of the Association (as the committee determines), or
- (b) if the Association has no premises, at the Association's official address, in the custody of the public officer.

45. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour on application to the Management Committee stating the reasons for the request and approval of the Management Committee:
 - (a) records, books and other financial documents of the Association,
 - (b) this constitution,
 - (c) minutes of all Management Committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the Management Committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

46. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the

machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

47. Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 31 December, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 January and ending on the following 31 December.

Notes.

- 1. Schedule 1 to the Act provides that an association's constitution is to address the Association's financial year.
- 2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.

48. Amending the Constitution

The constitution may be amended by resolution at a special general meeting called in accordance with clauses 27(1) and 28(2) providing:

- (a) the draft amended constitution is available to each member for comment for a period of 14 days, and
- (b) the resolution passes if 75% of the members attending the special general meeting vote in favour of the amendment(s).

Appendix 1 - Application referred to in clause 3(2)(a)

**Nomination for membership of the
Queanbeyan & District Preschool Association Inc.
for currently employed staff members
(non-voting member)**

I,
[full name of applicant]

of
[name of Preschool]

apply to become a member of the Queanbeyan & District Preschool Association Inc.
On acceptance, I agree to be bound by the constitution of the Association for the time
being in force and I am aware that staff are not eligible to vote on any matter.

I have been employed by the Association since:

I can be contacted by email at:

or by phone(s) on:

.....
Signature of applicant Date

I,
[full name]

the Managing Director of the Association, accept the applicant for membership of the
Association.

.....
Signature of Managing Director of the Association Date

Amount paid: \$.....

Appendix 2 - Application referred to in clause 3(3)(a)

**Nomination for membership of the
Queanbeyan & District Preschool Association Inc.**

I,
[full name of applicant]

of
[address]

apply to become a member of the Queanbeyan & District Preschool Association Inc.
In the event of my admission as a member, I agree to be bound by the constitution of
the Association for the time being in force.

I can be contacted by email at:

or by phone(s) on:

My occupation is:

.....
Signature of applicant Date

I,
[full name]

a member of the Association, nominate the applicant for membership of the
Association.

.....
Signature of proposer Date

I,
[full name]

a member of the Association, second the nomination of the applicant for membership
of the Association.

.....
Signature of seconder Date

*The nomination form is to be lodged with the Association's Secretary through
Harris Park Preschool administration staff.*

Approval by the Management Committee Yes / No Date.....

Amount paid: \$..... Date.....