

**Statement of  
Purposes and  
Rules of:**

**Emma Mclean  
Kindergarten and  
Daycare  
Incorporated**

# Statement of Purposes

- 1. The name of the Incorporated Association is: *Emma McLean Kindergarten and Daycare Incorporated***
  
- 2. The purposes for which the Incorporated Association is established are:**
  - (i) To provide a preschool program and/or other children's services which will function in accordance with the guidelines and requirements of the Department of Education and Early Childhood Development or such other government authority or department as from time to time carries out those functions.
  
  - (ii) To manage the funds and other assets and liabilities of the Association known as the Emma McLean Kindergarten and Daycare solely for the intention of carrying out the above-mentioned purposes and not otherwise.
  
  - (iii) To employ such staff as may be necessary or desirable to achieve purpose 2(i)
  
  - (iv) The predominant purpose of this Association is charitable. No individual member of the Association will take personal profit merely from membership of the Association.

# Rules of the Association

## 1. Name

The name of the Association is: Emma McLean Kindergarten and Daycare Incorporated

## 2. Interpretation

2.1 In these rules unless the contrary intention appears:

- **'Association'** means Emma McLean Kindergarten and Daycare Incorporated.
- **'Department'** means the Department of Education and Early Childhood Development or such other government department or agency as from time to time monitors the provision of appropriate and quality children's services.
- **'Committee'** means the Committee of Management of the Association elected in accordance with these Rules.
- **'Fee'** means any monies payable by members of the Association, including child attendance fees and annual or joining subscriptions.
- **'Financial year'** means the year ending on *31<sup>st</sup> December*
- **'General Meeting'** means a general meeting of all Association members convened in accordance with these Rules.
- **'Member'** means a member of the Association.
- **'The Act'** means the *Associations Incorporation Act 1981* and the *Associations Incorporation Amendment Act 2009*
- **'The Regulations'** means the Regulations under the Act
- **'Relevant documents'** means records or other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association, including membership records, accounts, accounting records and documents relating to transactions, dealings, business or property of the Association.

2.2 The Public Officer shall be the Secretary of the Association elected in accordance with these Rules.

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

3.1 Members of the Association include:

- (a) the parents or legal guardians of the children attending the children's service managed by the Association and who do not have any outstanding debts to the Association.
- (b) the parents or legal guardians of the children on the waiting list to attend the service in the following year
- (c) any interested citizen who has applied for membership:
  - by completing the Association Membership Application form and
  - has been approved by the Committee of Management
- (d) life members who have been so elected at an annual general meeting.

3.2 Renewal of membership under rule **3.1(c)** is at the discretion of the Committee and upon payment of an annual subscription within one month of the end of the financial year.

3.3 All fees will be determined by the committee at a committee meeting

## 4. Members rights and obligations

4.1 Voting rights:

- (a) Membership under rule **3.1(a)** and rule **3.1(b)** entitles each family to one vote at General and Committee meetings.
- (b) Membership under rule **3.1(c)** entitles each successful applicant to one vote.

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

4.3 Membership of the Association entitles members to access information about the Association in accordance with these *Rules* and the Privacy policy of the organisation

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

## **5. Register of Members**

The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member.

At the request of a member a list of member names shall be available for inspection from the Secretary however, further details shall only be made available at the discretion of the Committee and in accordance with the Privacy policy of the Association

## **6. Finance**

Finance shall be obtained from any fees, endowments, grants, public subscriptions, voluntary contributions, and fund-raising efforts.

## **7. Authorisation to Trade**

The Association is authorised to trade in accordance with section 51(4) of the *Associations Incorporation Act 1981*.

## **8. Resignation of a Member**

8.1 A member of the Association who has paid all fees or other monies due and payable by that person to the Association may resign from the Association by giving one month's notice in writing to the Secretary of the member's intention to resign. Upon the expiration of that period of notice, the member shall cease to be a member.

8.2 Upon the expiration of a notice given under rule **8.1**, the Secretary shall make in the register of members an entry recording the date on which the member, by whom the notice was given, ceased to be a member.

8.3 A member of the Association under rule **3(a)**, **3(b)** who no longer has a child/children attending the children's service or on the waiting list and who has not applied for membership under rule **3(c)** shall be deemed to have resigned and the Secretary shall make in the register of members an entry recording the date in which the member has ceased to be a member.

8.4 Membership of the Association will be suspended for any members under rule **3(a)** and rule **3(b)** who have any outstanding debts to the Association. Such members will not have any entitlement to vote at either General or Committee meetings.

8.5 A member of the Association under rule **3(c)** who has not paid the annual subscription within one month following the end of the financial year shall be deemed to have resigned and the Secretary shall make in the register of members an entry recording the date on which the member has ceased to be a member.

## **9. Expulsion of a Member**

9.1 Subject to these Rules, the Committee may by resolution:

- (a) expel a member from the Association;
- (b) suspend a member from membership of the Association for a specified period; or
- (c) fine a member in accordance with the regulations not more than twenty dollars,

if the Committee is of the opinion that the member has refused or neglected to comply with these Rules or has been guilty of conduct that is unbecoming of a member or prejudicial to the interests of the Association.

9.2 Upon the passing of a resolution by the Committee under rule **9.1**, the Secretary shall, as soon as is practicable, ensure that the member is served with a notice in writing:

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that the member may address the Committee at a meeting to be held not earlier than fourteen and not later than twenty-eight days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that they may do one or more of the following:
  - (i) attend that meeting
  - (ii) give the Committee before the date of that meeting a written statement seeking the revocation of the resolution
  - (iii) not later than twenty-four hours before the date of the meeting, lodge with the Secretary a notice to the effect that the member wishes to appeal to the Association in a general meeting against the resolution.

- 9.3 A resolution of the Committee under rule **9.1** does not take effect unless:
- (a) the Committee, at a meeting held not earlier than fourteen and not later than twenty-eight days after the service on the member of a notice under rule **9.2**, confirms the resolution in accordance with rule **9.4**; or
  - (b) the Association confirms the resolution in accordance with rule **9.6** and rule **9.7** in cases in which the member exercises a right of appeal to the Association under rule **9.2(d)(iii)**,
- 9.4 At a meeting of the Committee held in accordance with rule **9.3**, the Committee shall:
- (a) give to the member an opportunity to be heard;
  - (b) give consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- 9.5 Upon receipt by the Secretary of a member's notice under rule **9.2(d)(iii)**, the Secretary shall notify the Committee. The Committee shall convene a general meeting of the Association to be held within twenty-eight days after the date on which the Secretary receives the notice.
- 9.6 At a general meeting of the Association convened under rule **9.5**:
- (a) no business other than the question of the appeal shall be transacted
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 9.7 If at the general meeting:
- (a) a minimum of two-thirds of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.

## **10 Grievance Procedure**

- 10.1 Objective:  
The objective of the Grievance Procedure is to resolve any disputes under the rules between:
- (a) a member and another member, or
  - (b) a member and the incorporated association.
  - (c) To allow for natural justice to be provided
- 10.2 Grievance Subcommittee:  
A Grievance Subcommittee will be established to investigate and facilitate the resolution of any disputes of the nature described above. The Grievance Subcommittee shall comprise three (3) persons drawn from the Committee of which one will be the President. The Committee may change the composition of the Subcommittee at any time provided the Subcommittee remains constituted by Committee members.
- 10.3 A Grievance Officer will be appointed from the Grievance Subcommittee. The role of the Grievance Officer is to receive any grievances submitted to the Committee and to ensure the procedure described below is carried out.
- 10.4 Procedure:
- 10.4.1 A member may initiate a grievance in respect of a dispute of a type described in rule **10.1(a)** and **10.1(b)** by reducing the grievance to writing and lodging it with the Grievance Officer.
- 10.4.2 Upon receipt of the grievance, the Grievance Officer must call a meeting of the Grievance Subcommittee within 14 days.
- 10.4.3 The Grievance subcommittee must investigate the grievance including interviewing any persons who may be the subject of the grievance or have some knowledge relevant to it.
- 10.4.4 The Grievance Subcommittee must offer the member who lodged the grievance and any member who may be the subject of the grievance, an opportunity to be heard and to submit any other matters relevant to it.
- 10.4.5 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 the parties.
- 10.4.6 If the parties are unable to resolve the dispute at the meeting, or if the party fails to attend that meeting, then the parties must, as soon as practical, hold a meeting in the presence of a mediator. The mediator must be a person chosen by agreement between the parties.
- 10.4.7 The Grievance Subcommittee must decide whether any action under the rules or otherwise should be taken arising from the grievance and advise the Committee of such action.

- 10.4.8 The Committee at the next scheduled meeting, may confirm, modify, or reject the decision of the Grievance Subcommittee. The decision of the Committee will be final.
- 10.4.9 All parties to the dispute including the member who lodged the grievance must be advised in writing of the Committee's decision.
- 10.5 Proviso:  
This Procedure is not intended to alter a member's right arising out of any other rules under the Constitution.

## **11. General Meeting**

All general meetings other than the annual general meeting shall be called special general meetings.

## **12. Annual General Meeting**

- 12.1 The Association shall in each calendar year convene an annual general meeting of its members at a date and time determined by the committee.
- 12.2 The annual general meeting shall be held within five (5) months following the end of the financial year.
- 12.3 The annual general meeting shall be specified as such in the notice convening it.
- 12.4 The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Committee written reports upon the activities and operations of the Association during the last preceding financial year;
  - (c) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act. This statement contains particulars of the Association's income and expenditure; assets and liabilities; mortgages, charges, and securities; and trusts. The statement must give a true and fair view of the financial position of the incorporated association during and at the end of its last financial year, and be accompanied by the auditor's report referred to in rule **31.5**.
  - (d) to elect members of the Committee;
  - (e) to appoint an auditor and
  - (f) to elect life member/s(if any)
- 12.5 The annual general meeting may transact special business of which notice is given in accordance with rule **14**.
- 12.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- 12.7 Seven (7) members personally present, being members entitled to vote at a general meeting as defined by rule **17.7**, constitute a quorum for the transaction of business at the annual general meeting.

## **13. Special General Meeting**

- 13.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 13.2 The Committee shall, on the requisition in writing of seven (7) members, convene a special general meeting of the Association.
- 13.3 The request for a special general meeting must:
- (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- 13.4 If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- 13.5 A special general meeting convened by members in accordance with rule **12.4** shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee. The Association shall refund all reasonable expenses incurred in convening the meeting to the persons incurring the expenses.

#### **14. Notice of General Meetings**

- 14.1 Notice of all annual general and special general meetings of the Association shall be delivered to all members and advertised by any means deemed appropriate (including electronic and written) at least twenty-one days before the date fixed for holding such meeting. The secretary shall ensure that the notice states the place, date, and time of the meeting and the nature of the business to be transacted at the meeting.
- 14.2 Where there is an intention to propose a resolution, the notice shall state the resolution in full and that the resolution is to be considered a special resolution.
- 14.3 No business other than that set out in the advertisement/notice convening the meeting shall be transacted at the meeting.
- 14.4 The non-receipt of notice of the meeting does not invalidate any resolution passed at any such meeting
- 14.5 A member desiring to bring any business before a general meeting may give notice of that business in writing to the Secretary, who shall include that business in the advertisement/notice calling the next general meeting after the receipt of the notice.

#### **15. Proceedings at General Meetings**

- 15.1 All business that is transacted at either a special general meeting or the annual general meeting, with the exception of business specifically referred to in these Rules as being the ordinary business of the annual general meeting, shall be deemed to be special business. This business shall be made known to members as such, in accordance with rule **14**.
- 15.2 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 when the meeting is considering that item.
- 15.3 Seven (7) members personally present, being members entitled under rule **17.7** to vote at a general meeting, constitute a quorum for the transaction of the business of a general meeting.
- 15.4 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting will not continue at that date, time and place. If the meeting was convened upon the requisition of members, it shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment, or by written notice to members given before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than five (5) shall constitute a quorum.
- 15.5 The President, or in their absence, the Vice President, shall preside as Chairperson at each general meeting of the Association.
- 15.6 If the President and the Vice President are absent from a general meeting or unable to preside, the members present shall elect one of their number to preside as Chairperson at the meeting.
- 15.7 The Chairperson of the general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15.8 In the case of rules **15.4** and **15.7**, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting. However, if the meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

#### **16. Voting at General Meetings**

- 16.1 A question arising at a general meeting of the Association shall be determined on a show of hands unless a poll is demanded. A poll may be demanded either before or on the declaration of the show of hands. A declaration by the Chairperson that a resolution has, on a show of hands, been:
- (a) carried by a particular majority;
  - (b) carried unanimously; or
  - (c) lost,
- and an entry made to that effect in the Minute Book of the Association, is evidence of the resolution. Proof of the number or proportion of the votes recorded in favour or against the resolution is not needed.
- 16.2 Upon any question arising at a general meeting of the Association, each member has one vote only.

- 16.3 All votes shall be given personally. There shall be no votes cast by proxy at any general meeting of the Association.
- 16.4 In the case of equality in the voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 16.5 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct. The resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 16.6 A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
- 16.7 A member is not entitled to vote at any general meeting unless all monies due and payable by that person to the Association have been paid.

## **17. Committee of Management**

- 17.1 A Committee of Management elected in accordance with these Rules shall manage the affairs of the Association.
- 17.2 The Committee:
- (a) shall control and manage the business and affairs of the Association;
  - (b) shall ensure the Association acts within the scope of the Statement of Purpose
  - (c) may, subject to these Rules, the Regulations and the Act, exercise all the powers and functions available to the Association with the exception of those powers and functions that are required by these Rules to be exercised by general meetings of members of the Association;
  - (d) has power, subject to these Rules, the Regulations and the Act, to perform all such acts and things that appear to the Committee to be essential for the proper management of the business and affairs of the Association;
  - (e) shall prepare an annual report containing an account of the activities and operations of the Association during the financial year. This report shall be submitted in writing to the annual general meeting.
  - (f) shall be responsible for the management of the business and affairs for the Emma McLean Kindergarten and Daycare Incorporated from the close of the Annual General Meeting at which they are elected to the close of the next meeting succeeding the Annual General Meeting but shall be eligible for re-election.
  - (g) shall hold a Handover meeting with the newly elected committee within two weeks of the Annual General Meeting
  - (h) shall continue to support the new committee *as required*.
- 17.3 The Committee of Management shall consist of the executive members of the association:
- (a) a President;
  - (b) a Vice President;
  - (c) a Treasurer;
  - (d) a Secretary/ Public Officer; and up to Fifteen (15) general members
- Within the elected general members the following roles need to be fulfilled.
- Assistant secretary
  - Assistant Treasurer
  - Fundraising
  - Parent Liaison
  - Staff Liaison
  - OH&S
  - Maintenance
  - Social

In the event that too few members are elected to meet the number of available positions, the committee members will take on additional roles.

- 17.4 A member or former member of the Committee of an Incorporated Association must not knowingly or recklessly make improper use of:
- (a) his or her position in the Incorporated Association; or
  - (b) information acquired by virtue of his or her position; to gain, directly or indirectly, any financial benefit or material advantage for himself or herself or for any other person, or to cause a detriment to the Incorporated Association.

- 17.5 No member of the Committee shall be appointed to or retain any paid office of the Association while that person is a member of the Committee. This rule shall not apply in respect of a situation where the services of a relief staff member cannot be immediately obtained and a suitably qualified and police/working with children checked member of the Committee is appointed to that position for temporary relief purposes.
- 17.6 For the purposes of rule **17(5)** "temporary relief" shall mean an appointment not exceeding a maximum of six (6) consecutive sessions at a time. Appointment of a member of the Committee beyond six (6) consecutive sessions will require that member to resign from the Committee.
- 17.7 No member of the Committee shall directly or indirectly supply goods or services to the Association in the case of such goods or services being satisfactorily obtained elsewhere locally.
- 17.8.1 Any member of the Committee who has a financial interest in any contract or arrangement made or proposed to be made with the Association shall disclose their interest to the Committee and in the financial statements submitted to the next annual general meeting. This shall be done at the first meeting of the Committee at which the contract or arrangement is first taken into consideration, if that member's interest then exists. In any other case, the member shall disclose the interest at the first meeting of the Committee after the acquisition of that member's interest. If the member becomes interested in a contract or arrangement after it is made or entered into, the member shall disclose their interest at the first meeting after the member becomes interested.
- 17.8.2 Failure of a member to reveal a financial interest in any contract or arrangement with the Association may result in the implementation of rule **20** by the Committee. No member of the Committee shall vote on any contract or arrangement in which they are interested. If the member does so vote that person's vote shall not be counted.

## **18. Election of Committee of Management**

- 18.1 All members of the Committee shall be elected at the annual general meeting.
- All positions shall be elected for a period of one year
  - No officer of the committee may serve in the same position for more than three (3) consecutive years
  - No member of the committee may serve on the committee for more than five (5) consecutive years, after which they must take a break of one (1) year before being eligible for re-election.
  - Except as provided for in rule **18.1(b)** and rule **18.1(c)** all members shall be eligible for re-election at the Annual General Meeting
- 18.2.1 Nominations of candidates for election as members of the Committee shall 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 nomination); and
  - delivered to the Secretary of the Association prior to or on the date fixed for the holding of the annual general meeting.
- 18.2.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 18.2.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 18.2.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 18.2.5 The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in a systematic and proper manner, as directed by the Committee.
- 18.2.6 A nomination of a candidate for election under this rule is still valid if that candidate has been nominated for another office at the same election. However, that candidate is only eligible to hold one office, and must choose or be assigned to one or another of the offices, as directed by the Committee.
- 18.3 For the purposes of these rules, the office of a member of the Committee becomes vacant if that member:
- ceases to be a member of the Association;
  - becomes an insolvent under administration within the meaning of the Corporations Law;
  - resigns their office by giving 4 weeks notice in writing to the Secretary; or
  - is absent for three consecutive meetings without acceptable reason or leave of absence; and every such vacancy shall be deemed a casual vacancy.
- 18.4 In the event of a casual vacancy occurring during the year, the Committee shall have the power to appoint a new member from the members of the Association, as per the nomination and ballot process as stated in (18.2.1 & 18.2.5). Any person so appointed shall hold office until the next annual general meeting only, but shall be eligible for election to that office at that time.

## **19. Removal of a Member of the Committee**

- 19.1 The Association in general meeting may by resolution remove any member of the Committee before the expiration of the member's term of office. In this situation, the Association may appoint another member in that person's stead, to hold office until the expiration of the term of the first-mentioned member.
- 19.2 A Committee member to whom a proposed resolution refers in rule **20.1** may choose to make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that these representations be brought to the attention of the members of the Association. In this case, the Secretary or the President shall send a copy of the representations to each member of the Association. If the representations are not so sent, the member may require that they be read out at the meeting.

## **20. Proceedings of Committee Meetings**

- 20.1 The Committee shall meet at least once each month except the month of January, at a place determined by the Committee. Where it is not practical to meet in person, meetings may be conducted using available electronic methods such as phone/teleconference.
- 20.2 Special meetings of the Committee may be convened by the President or by any four (4) of the members of the Committee. If deemed necessary these meetings may occur with 24 hours' notice if a quorum (5) members, is present.
- 20.3 Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted. No other business shall be transacted at the special meeting.
- 20.4 A member of the Association desiring to have any business raised with the Committee may give notice of that business in writing to the Secretary five (5) days before the scheduled meeting for inclusion on the agenda of that meeting.
- 20.5 Any five (5) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee. Subject to this, the Committee may act regardless of any vacancy on the Committee.
- 20.6 No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for the monthly Committee meeting a quorum is not present, the meeting shall be adjourned to the same place and at the same hour of the same day in the following week, or as specified at the time of adjournment and as determined by the chairperson. However, in the case of a special meeting lacking sufficient members to form a quorum, the meeting lapses.
- 20.7 At meetings of the Committee:  
(a) the President, or in their absence the Vice President, shall preside; or  
(b) if the President and the Vice President are absent or unable to preside, one of the remaining members of the Committee shall preside. The members present at the meeting shall choose the presiding member.
- 20.8 Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee shall be determined on a show of hands unless a member demands a poll.  
If a poll is demanded, it shall be taken in a manner determined by the person presiding at the meeting.
- 20.9 Each member present at a meeting of the Committee or of any subcommittee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 20.10 Notice of each Committee meeting shall be given to each member of the Committee, verbally, electronically or in written form, at least two days before the date of the meeting.

## **21. Subcommittees**

- 21.1 The Committee may appoint subcommittees, whose membership shall be drawn from members of the Committee, members of the Association or other interested persons. Subcommittees may be appointed for staff selection, fund raising, social and other similar purposes. Members of such subcommittees shall have voting rights only within the subcommittees to which they have been appointed or elected.
- 21.2 The quorum for meetings of a subcommittee shall be one-third of its members, but no less than two (2). The Committee will determine the Chairperson and powers of delegation of each subcommittee.
- 21.3 The committee shall determine a Terms of reference for each subcommittee which outlines the purpose, authority and constitution of that subcommittee.

## **22 Role of Office Bearers**

### **22.1 Secretary**

22.1.1 The Secretary of the Association shall ensure that:

- (a) accurate minutes of the resolutions and proceedings of each general meeting and each committee meeting are recorded kept in books provided for that purpose;
- (b) the names of persons present at Committee meetings are recorded;
- (c) motions are dealt with as directed;
- (d) members are notified of meetings.
- (e) correspondence in and out is recorded.

22.1.2 Fulfil all the responsibilities of the Public Officer under the Act and the Regulations including:

- (a) notifying the Registrar of Incorporated Associations of:
  - (i) their appointment to the position of Public Officer/Secretary, within fourteen days of the appointment;
  - (ii) a change of address of the Public Officer/Secretary, within fourteen days;
  - (iii) any amendments to the Rules or Statement of Purposes of the Association, within one month of the ratification of the proposed amendments by the Association in a general meeting;
  - (iv) the passing of a special resolution by the Association regarding the disposal of surplus assets after winding-up in accordance with the Act, within one (1) month of the passing of the resolution.
- (b) applying to the Registrar of Incorporated Associations for approval of any desired change of name, in accordance with the Regulations;
- (c) lodging with the Registrar:
  - (i) the documents required in respect of the annual general meeting, within one month of the date of the meeting (unless further time is granted by the Registrar);
  - (ii) details about any trust and a copy of any deed or other instrument creating or embodying that trust, upon the Association becoming a trustee of that trust, within fourteen days;
- (d) producing any book for the Registrar or his/her authorised officer on being required to do so, and telling the Registrar or his/her authorised officer where a book is at the time a request is made;
- (e) ensuring that the Registrar or his/her authorised officer is not hindered or obstructed in any way while that person is making an inspection of any part of the Association, in accordance with the Act.

### **22.2 President**

The role of the President is to:

- (a) chair Committee and general meetings
- (b) act as official spokesperson for the Association
- (c) co-ordinate Committee activities
- (d) ensure that Committee members fulfil their roles
- (e) ensure that there is effective communication between Committee members, members of the Association and staff; and
- (f) Any other task deemed by the Committee.

### **22.3 Vice President**

The role of the Vice President is to assume the role of President in the absence of the President

### **22.4 Treasurer**

22.4.1 The Treasurer of the Association shall be responsible for:

- (a) overseeing the collection and receipt of all monies due to the Association and the issue of official receipts;
- (b) the deposit, within two (2) working days, of all monies collected and received, to the credit of the Association in a financial institution determined from time to time by the Committee;
- (c) the payment of all accounts which have been authorised for payment by the Committee;
- (d) a proper record of all receipts and payments; and
- (e) the submission of a financial report to each monthly Committee meeting.

22.4.2 The Treasurer shall keep correct accounts and books showing the financial affairs of the Association, with full details of all receipts and expenditure connected with the activities of the Association.

22.4.3 The accounts and books referred to in rule **22.4.2** shall be available for inspection by members.

22.4.4 An audit is required once per calendar year and must audit from the last period of audit.

## **23. Payments**

- 23.1 All payments must be made by cheque, electronic funds transfer, or periodic debit and payment shall only be made with the authority of the Committee.
- 23.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the following five (5) positions: President, Treasurer, Secretary, Payroll Officer, and Vice President, three (3) of which will be registered with the financial institution. The payee of all cheques shall be designated before the cheque is signed.

## **24. Distribution of Assets**

- 24.1 The assets and income of the Association shall be used solely for the objectives and purposes of the Association. No portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association as agreed by the Committee.
- 24.2 The Association shall charge in favour of the Secretary to the Department all assets it acquires using funds provided by the Department and, where there is provision, shall register that charge as provided by law.

## **25. Association Registration Number**

- 25.1 The name of an Incorporated Association must appear in legible characters on its common seal; in all notices, advertisements and official publications of the association; and in all its business documents.
- 25.2 The registration number of an Incorporated Association specified in its Certificate of Incorporation must appear in legible characters in all notices, advertisements and official publications of the Association and in all its business documents.

## **26. Alteration of Rules and Statement of Purpose**

- 26.1 Any alterations to these Rules and the Statement of Purpose shall be made in accordance with the Act.
- 26.2 The Committee shall decide upon any proposed alteration to these Rules and the Statement of Purpose of the Association. Following this, the proposed alterations shall be ratified by the Association in a general meeting and shall be submitted to the Registrar of Incorporated Associations for approval and processing.
- 26.3 No alteration shall be made to rule **6** or **28** without the consent of the Minister.

## **27. Winding Up**

- 27.1 The Association may be wound up voluntarily in accordance with the Act, with the consent of three-fourths of those present at a special general meeting of members called specifically for that purpose.
- 27.2 If upon winding up or dissolution of the Association there remains, after payment of all debts and liabilities, any assets or property whatsoever, the remaining assets shall not be paid or distributed to any member of the Association. These assets or properties shall be given or transferred to some other tax exempt organisation that:
- (a) has objectives and purposes similar to the objectives and purposes of the Association; and
  - (b) shall prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Association under these Rules.
- Such organisation is to be determined by the members of the Association.
- 27.3 On completion of these actions, a copy of the liquidator's account showing the final distribution of assets and a nil balance is to be forwarded to the Department.

## **28. Annual Returns**

Within one month following the annual general meeting each year, the Association shall give:

- (a) a copy of the annual report received under rules **12.4 (b)** and **(c)** and a list of the names and addresses of the members of the Committee elected under rule **12.4(d)** to the regional Children's Services Adviser, as a representative of the Department; and
- (b) a copy of the statement received under rule **12.4 (c)** to the Registrar of Incorporated Associations in accordance with the Act.

## **29. Custody of Records**

- 29.1 Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association.
- 29.2 All accounts, books, securities and any other relevant documents (including accounting records and financial statements) of the Association shall be available for inspection free of charge, at the service by any member upon request to the secretary, with the exception of confidential documents relating to staff, parents and children of the service.
- 29.3 Association members are able to access minutes of committee meetings upon request to the secretary and at the discretion of the committee. Minutes of closed meetings or confidential discussions will not be available to members of the Association, other than committee members.
- 29.4.1 All documents belonging to the Association must be returned to the Association within 28 days of that person ceasing to hold office or ceasing to be a member of the Association
- 29.4.2 If such documents are not returned within 28 days, the Secretary or Statutory Manager of the Association shall send a written request, by registered mail to the person (or the person's estate).
- 29.4.3 If the documents are still not returned with 28 days of the request being sent, an application shall be made to the Magistrates Court regarding the matter.

## **30. Auditor**

- 30.1 An Auditor or Auditors shall be appointed by the Committee each year and shall hold office until the next annual general meeting. In the event of a casual vacancy in the office of Auditor the Committee may temporarily appoint to such office some person qualified to hold the same; and the person so appointed may continue in office until the next annual general meeting.
- 30.2 The Committee shall determine the fees and expenses of the Auditor.
- 30.3 The Auditor shall have access to the books and accounts of the Association at all times and shall make such reports as he/she considers necessary direct to the Committee.
- 30.4 The Auditor shall be a qualified accountant and must be registered as a company auditor, a member of the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants.
- 30.5 The Auditor shall prepare a report to the members for the Annual General and shall state in his/her report whether in his/her opinion:
- (a) the balance sheet (with notes thereto) and statement of income and expenditure are properly drawn up so as to give a true and fair view of the state of the Association's financial affairs at the end of the financial year (or other date appropriate to the period covered by such balance sheet and statement) and of the financial results of its services for the period ended on that date;
  - (b) the accounting and other records examined by him/her have been properly maintained as required by the Act
- 30.6 The Auditor may, if he/she considered it desirable to do so, make a report direct to the members in general meeting and to the relevant government Departments on any other matter coming within the scope of his/her duties. If the Auditor makes such a report, he/she shall at the same time submit a copy thereof to the Committee for their information.
- 30.7 The Auditor may only be removed from office in accordance with Rule 30(c) of the Act