



Panorama Heights Preschool Incorporated Constitution

Panorama Heights Preschool Incorporated

Constitution

Rules of the Association

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Part 1 – Preliminary

1. Name

- 1) The name of the Association is Panorama Heights Preschool Incorporated.

2. Statement of purpose

- 1) The purposes of the incorporated Association are to:
 - a) provide an approved early childhood education program or support the provision of an early childhood education program and/or other children's services which will function in accordance with the requirements of all applicable legislations, regulations and standards;
 - b) meet the requirements of the local government Department;
 - c) manage the funds and other assets and liabilities of the Association solely for the attainment of the above purposes;
 - d) take over the funds and other assets and liabilities of the present Association(s) known as Panorama Heights Preschool solely for the intention of carrying out the above mentioned purposes and not otherwise.
 - e) borrow funds for any of the above objectives and to invest the surplus funds from time to time to cater for long service leave, and any other employment entitlements.
- 2) The predominant purpose of this Association is not for profit. No individual Member of the Association will take personal profit merely from membership of the Association.

3. Financial year

- 1) The financial year of the Association is each period of 12 months ending on 30th September.

4. Definitions

- 1) In these rules unless the contrary intention appears:
 - a. **'Association'** means Panorama Heights Preschool Incorporated;
 - b. **'Association Secretary'** is the Secretary to the Association (formerly known as the public officer)
 - c. **'Committee'** means the committee of management of the Association elected in accordance with the rules;
 - d. **'Committee Meeting'** means a meeting of the Committee held in accordance with these rules;
 - e. **'Committee Member'** means a member of the Committee elected or appointed under "Part 5 – Committee", "Division 1 – Powers of Committee" of these rules;
 - f. **'Committee Secretary'** is the administrative assistant of the Committee
 - g. **'Department'** means the Department of Education and Training or such other government department or agency as from time to time monitors the provision of appropriate and quality children's services;
 - h. **'Fees'** means any monies payable by Members of the Association including child attendance Fees and annual or joining subscriptions;
 - i. **'General Meeting'** means a general meeting of the Members of the Association and includes a Committee Meeting, an annual general meeting, a special general meeting and a disciplinary appeal meeting;
 - j. **'Member'** means a member of the Association;
 - k. **'Preschool'** means the Association named in section 1 above;

- l. **'The Act'** means the Associations Incorporation Reform Act 2012 and includes any regulations made under that act;
 - m. **'The Regulations'** means The Regulations under The Education and Care Act 2010
- 2) The Association Secretary shall be the Vice President of the Committee of the Association elected in accordance with these rules or such other person as appointed by the Committee at the annual General Meeting.
- 3) Terms and expressions contained in these rules are to be interpreted to meet the requirements as outlined in the relevant legislation of the time.

Part 2 – Powers of Association

5. Powers of Association

- 1) The Committee:
 - a. shall control and manage the business of the Association;
 - b. 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 Meeting of the Members of the Association;
 - c. has the power, subject to these rules, The Regulations, and The Act, to perform all acts that appear to the Committee to be essential for the proper management of the business and affairs of the Association; and
 - d. 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 to the annual General Meeting.

6. Not for profit organisation

- 1) The assets and income of the Association shall be used solely for the objectives and purposes of the Association.
- 2) The Association must not distribute any surplus, income or assets directly or indirectly to its Members.
- 3) Rule 6 2) does not prevent the Association from paying a Member:
 - a. reimbursement for expenses properly incurred by the Member on its behalf; or
 - b. for goods or services provided by the Member to the Association, if this is done in good faith on terms no more favourable than if the Member was not a Member.

7. Authorisation to trade

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

Part 3 – Members, disciplinary procedures and grievances

Division 1 – Membership

8. Register of Members

- 1) The Association Secretary shall keep and maintain a register of Members in which shall be entered:
 - a. for each current Member:

- i. the full name;
 - ii. address for notice last given by the Member;
 - iii. date of entry of the name of each Member;
 - iv. details of the membership type - e.g. parent/guardian, extended family or person from the local community, and
 - b. for each former member, the date of ceasing to be a member.
- 2) The Association Secretary must, as soon as practicable following the eligibility or approval for membership, enter the details referred to in rule 8 1) into the register of members.
 - 3) Any Member may, at a reasonable time and free of charge, inspect the register of members under the supervision of the Association Secretary of the Committee or other authorised Committee Member.
 - 4) Under section 59 of The Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of The Act provides that it is an offence to make improper use of information about a person obtained from the register of members.

9. Association Members

- 1) The membership of the Association shall comprise any of the following persons with no malicious intent to bring the Preschool into disrepute or dysfunction:
 - a. the parents/legal guardian of children currently attending the service or of children enrolled to attend the service in the following year become members of the Association automatically, provided all relevant Fees payable by such parents/legal guardians are fully paid. Such members need not fill in a membership application form.
 - b. any Member elected to the committee until the end of their current term of office;
 - c. any interested Member of the community who has applied for membership:
 - i. by completing the Association Membership Application form and presenting it to the Committee Secretary; and
 - ii. paid the annual membership fee, which has been determined by the Committee; and
 - iii. has been approved for membership by the Committee of Management.

10. Annual fee for Association membership

- 1) Each year the Association will determine the amount of the annual fee and date of payment for the following year.
- 2) The Association may determine that any new Association Member that joins after the start of our financial year must for that financial year pay a fee equal to a pro rata annual fee based on the remaining part of the financial year.

11. Committee Members

- 1) General rights of Committee Members include the right:
 - a. to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these rules; and
 - b. to submit items of business for consideration at a General Meeting; and
 - c. to attend and be heard at General Meetings; and
 - d. to vote at a General Meeting; and
 - e. to have access to the minutes of General Meetings and other documents of the Association provided under rule 31; and

- f. to inspect the register of Association Members

12. Voting rights

- 1) Under rule 9 membership of the Association entitles all members to one vote at General Meetings, provided that all attendance Fees and other applicable Fees as set out under rule 9 are paid and up-to-date.
- 2) A Committee Member is entitled to vote if:
 - a. they are an elected Member of the Committee of Management;
 - b. more than 10 business days have passed since he or she became a Member of the Association; and
 - c. the member's membership rights have not been suspended for any reason.
- 3) Members of the Association have an obligation to support the purpose of the Association as outlined in the statement of purpose and must abide by the rules and policies of the Association.
- 4) Members of the Association have a right to natural justice when dealing with grievances and complaints, in accordance with these rules.

13. Rights not transferable

- 1) The rights of a Member are not transferable and end when a membership ceases.

14. Resignation or cessation of a Committee Member

- 1) A Member of the Committee who has paid all Fees or other monies due and payable by that person to the Association may resign from the Committee by giving one month's intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.
- 2) Upon the expiration of a notice given under rule 14 1), the Committee Secretary shall mark in the register of members of the Committee, an entry recording the date on which the member, by whom the notice was given, ceased to be a Member of the Committee.
- 3) A Member of the Committee who no longer has a child/children attending the Preschool service or on the waiting list and who has not paid the annual subscription within one month following the annual General Meeting, shall be deemed to have resigned and the Committee Secretary shall make in the register of members an entry recording the date in which the Member has ceased to be a Member of the Committee.
- 4) The membership of a person ceases on resignation, expulsion or death.

Division 2 – Disciplinary action

15. Expulsion/ suspension of a membership

- 1) Subject to these rules, the Committee may by resolution:
 - a. expel a Member from the Committee;
 - b. suspend a Member from membership of the Committee for a specified period in order to conduct a fair investigation or enquiry relevant to the suspension.
- 2) The relevant Member must be informed of the grounds for the disciplinary action the Association proposes to take against him or her, and must also be given an opportunity to be heard in relation to the matter.
- 3) The outcome of the disciplinary procedure must be determined by an unbiased decision maker, and

- 4) The disciplinary procedure must be completed as soon as reasonably practicable to the extent that this is compatible with the above requirements.
- 5) See "Appendix 1 – Disciplinary action"

Division 3 – Grievance procedure

16. Disputes and mediation

- 1) The grievance procedure set out in this rule applies to disputes under these rules between:
 - a) a Member and another member; or
 - b) a Member and the Association.
- 2) A Member may appoint any person to act on their behalf in the grievance procedure. When The Association applies its grievance procedure, it must ensure that:
 - a) each party involved in the dispute has had an opportunity to be heard on the matter, and
 - b) an unbiased decision-maker determines the outcome of the dispute.
- 3) See "Appendix 2 – Grievance procedure"

Part 4 – General Meetings of the Association

Division 1 – Types of meetings

17. General Meeting

- 1) All Committee Meetings other than the annual General Meeting and any special General Meetings shall be called General Meeting .

18. Annual General Meeting

- 1) The Association will in each calendar year convene an annual General Meeting of its members.
- 2) The annual General Meeting would be deemed appropriate to be held in November. The hand-over meeting from the existing Committee to the new Committee is to be held after the annual General Meeting but before the end of the Preschool year.
- 3) The annual General Meeting shall be specified as such in the notice convening it.
- 4) The ordinary business of the annual General Meeting will 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 and consider 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 Part 7 of The Act; and
 - d) to elect members of the Committee in place of those retiring.
- 5) The annual General Meeting may transact special business of which notice is given in accordance with rule 20.
- 6) The annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
- 7) Five members personally present, being members entitled to vote at a General Meeting as defined by sub-rule 25 6), constitute a quorum for the transaction of business at the annual General Meeting.

19. Special General Meeting

- 1) Any General Meeting of the Association, other than an annual General Meeting or a disciplinary appeal meeting, is a special General Meeting.
- 2) The Committee may, whenever it thinks fit, convene a special General Meeting of the Association.
- 3) The Committee must also, on the requisition in writing of ten members, convene a special general meeting of the Association.
- 4) The Requisition for a special meeting by members must state the objectives of the meeting and be signed by the members making the requisition and sent to the address of the Committee Secretary. The requisition may consist of several copies of a pro forma document, each signed by one or more of the members.
- 5) If the Committee does not arrange for a special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Committee Secretary, the members making the requisition, or any of the members, may convene a special General Meeting to be held no later than three months after that date.
- 6) A special General Meeting convened by members in accordance with rule 19 3), must 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 meeting to the persons incurring the expenses.

20. Notice of General Meetings

- 1) All annual general and special General Meetings of the Association must be advertised by the Committee Secretary (or, in the case of a special General Meeting convened under rule 19 5), the members convening the meeting):
 - a) at least twenty-one days' notice of an annual General Meeting or of a General Meeting if a special resolution is to be proposed at the meeting;
 - b) at least 14 days' notice of a General Meeting in any other case.
- 2) The notice for annual General Meetings must be published in social media, email, on the Association web site and by any other appropriate means.
- 3) The notice of all meetings must state the place, date, and time of the meeting and the nature of the business to be transacted at the meeting.
- 4) No business other than that set out in the advertisement or notice convening the meeting shall be transacted at the meeting.
- 5) A Member desiring to bring any business before a meeting may give notification of that business in writing to the Committee Secretary, who must include the business in the notice advertisement calling the next General Meeting after the receipt of the notification.

Division 2 – Proceedings at General Meetings

21. Classification of business

- 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, will be deemed to be special business. This business must be made known to members as such, in accordance with rule 20.

22. Presiding over a General Meeting

- 1) The President, or in their absence, the Vice President, shall preside as Chairperson at each General Meeting of the Association.
- 2) If the President and the Vice President are absent from a General Meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

23. Quorum at General Meetings

- 1) No item of business may be transacted at a General Meeting unless a quorum of voting members is present.
- 2) The quorum for a General Meeting is five Members present, being members entitled under sub-rule 25 6), to vote at a General Meeting.
- 3) A Member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- 4) A Member participating in a General Meeting as permitted under sub-rule 23 3) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.
- 5) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present -
 - a) the meeting must be adjourned to the same day in the next week at the same time (unless another place is specified by the Chairperson at the adjournment or by written notice to members given before the day to which the meeting is adjourned).
 - b) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the members present (being no less than four) shall constitute a quorum.
 - c) If the meeting was convened upon the requisition of members, it shall be dissolved. Note that if a meeting convened by, or at the request of members, is dissolved under this sub-rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members make a new request under rule 19.

24. Adjournment of General Meeting

- 1) 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.
- 2) Without limiting sub-rule 24 1), a meeting may be adjourned:
 - a) if there is insufficient time to deal with business at hand; or
 - b) to give the members time to consider at item of business.
- 3) No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 4) In the case of sub-rules 24 1) and 24 2), 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.

25. Voting at General Meetings

- 1) A question arising at a General Meeting of the Association shall be determined on a show of hands, unless a poll (written vote) is demanded.

- 2) Proof of the number or proportion of the votes recorded in favour or against the resolution is not needed.
- 3) Upon any questions arising at a General Meeting of the Association, each Member has one vote only.
- 4) All votes shall be given personally. There shall be no votes cast by proxy at any General Meeting of the Association.
- 5) 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.
- 6) 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, other than the amount of the annual subscription payable in respect of the current financial year.

26. Special resolution

- 1) A Special resolution is passed if not less than three quarters of the members voting at a General Meeting vote in favour of the resolution.
- 2) In addition to certain matters specified in The Act, a special resolution is required:
 - a) to remove a Committee Member from office;
 - b) to alter these rules, including changing the name or any of the purposes of the Association.

27. Determining whether resolution carried

- 1) Subject sub-rule 27 2), the Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:
 - a) carried; or
 - b) carried by a particular majority; or
 - c) carried unanimously; or
 - d) lost,
 - e) and an entry made to that effect in the Minute book of the Association, is evidence of the resolution.
- 2) If a poll (where votes are cast in writing) is demanded by a Committee Member, it must be taken at that meeting in the manner determined by the Chairperson. The resolution of the poll will be a resolution of the meeting on that question.
- 3) A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- 4) A poll that is demanded on any other questions must be taken before the close of the meeting as the Chairperson may direct.

28. Removal of a Member of the Committee

- 1) The Association in a 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.
- 2) A Committee Member to whom a proposed resolution refers in rule 28 1), may choose to make representations in writing to the Committee Secretary or President of the Association (not exceeding a reasonable length being a typed A4 standard page), and may request that these representations be brought to the attention of the members of the Association. In this case, the Committee 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.

Part 5 – Committee

Division 1 – Powers of Committee

29. Committee of management

- 1) The affairs of the Association shall be managed by a Committee of Management elected in accordance with these rules.

Division 2 – Composition of Committee and duties of members

- 1) The Committee of Management shall consist of:
 - a) a President;
 - b) a Vice President;
 - c) a Treasurer;
 - d) a Committee Secretary, and
 - e) up to (a maximum) of 15 ordinary members of the Committee, with a minimum of 6 members.
- 2) 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 teacher cannot be immediately obtained and a suitable qualified Member of the Committee is appointed to that position for temporary relief purposes.
- 3) For the purposes of rule 23.3 “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 consecutive sessions will require that Member to resign from the Committee.
- 4) No Member of the Committee shall gain financially directly or indirectly by supplying goods or services to the Association in the case of such goods or services being satisfactorily obtained elsewhere and/or holds a monopoly on the provision of these goods or services.
- 5) Any Member of the Committee who has a financial and / or conflict of interest in any contract or arrangement made, or proposed to be made with the Association will disclose their interest to the Committee. 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.
- 6) Failure of a Member to reveal a financial interest in any contract or arrangement with the Association may result in the implementation of rule 22.1 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 and their contract would be therefore deemed ineligible in the tender process.
- 7) Committee Members and former Committee Members must not make improper use of:
 - a) their position; or

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

30. Association Secretary

- 1) The Association Secretary is responsible under the Regulations for notifying the registrar of Incorporated Associations of:
 - a) their appointment to the position of Association Secretary, within fourteen days of the appointment. (Although notification is not required as a result of an unincorporated association becoming incorporated);
 - b) a change of address of the Association Secretary, within fourteen days;
 - c) 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 on a General Meeting;
 - d) 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.
- 2) The Association Secretary is responsible under the Regulations for applying to the Registrar of Incorporated Associations for approval of any desired change of name, in accordance with the regulation
- 3) The Association Secretary is responsible under the Regulations for lodging with the registrar:
 - a) the document 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);
 - b) 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;
 - c) 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;
 - d) 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.
- 4) The procedure for the appointment and removal of the Association Secretary is the same as for any other Committee Member.

31. Association Treasurer

- 1) The Committee shall decide annually whether an accountant and/or suitable employee is required to fulfil certain aspects of the treasury -
 - a) If an Accountant is required, the Committee will appoint a duly qualified Accountant.
 - b) The Committee and the accountant will agree on a contract.
 - c) The Committee will appoint an auditor in consultation with the Accountant.
 - d) If a suitable employee is required, the Committee will appoint a duly qualified and/or experienced employee who will remain accountable to the Committee.
- 2) The Treasurer of the Association is ultimately responsible for ensuring:
 - a) The collection and receipt of all monies due to the Association and the issue of official receipts.

- b) The deposit without delay, 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 that 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 Committee Meeting.
- 3) The Treasurer or their delegate will 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.
 - 4) The accounts and books will be prepared in accordance with requirements of the law, including taxation legislation.
 - 5) The accounts and books referred to in sub-rule 31 3) must be available for inspection by members.
 - 6) An audit is required once a calendar year and must audit from the last period of audit.
 - 7) A suitable employee of the Committee, or if no employee is present the Treasurer, is responsible for the collection, receipt and prompt deposit of monies by the way of term Fees and or enrolments.

32. Cheques

- 1) All payable accounts should be paid by cheque, or online banking payment, and payment will only be made with the authority of the Committee for specified amounts as determined by that current Committee.
- 2) All cheques, online banking payments, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by two elected responsible persons in executive positions of the Committee.

Division 3 – Election of Committee Members and tenure of office

33. Election of Committee of management

- 1) All members of the Committee shall be elected at the annual General Meeting. They will be elected for a period of one year and shall retire at the annual General Meeting next following.
- 2) Members shall be eligible for re-election and for no longer than two consecutive years in the same position, unless a quorum of the Committee endorse renomination for a further consecutive year in same position
- 3) Nominations of candidates for election as members of the Committee will be:
 - a) made in writing, and
 - b) delivered to the Association Secretary not less than 2 business days before the date fixed for the holding of the annual General Meeting, or,
 - c) declared at the annual General Meeting following announcement of nominations received in writing.
- 4) 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.
- 5) If the number of nominations on the night of the annual General Meeting exceeds the number of vacancies, a vote shall be held and additional information on the relevant skills and experience of the nominating members may be sought.

- 6) If the number of nominations on the night of the annual General Meeting is less than the number of vacancies, nominations will continue to be sought from members out of session until such time as the vacancy is filled.
- 7) A nomination of a candidate for election under this rule is still valid if the candidate has been nominated for another office at the same election. However, that candidate is only eligible to hold one office for no more than two consecutive years, with exception to clause 33.2, and must choose or be assigned to one or another of the offices, as directed by the Committee.
- 8) For the purposes of these rules, the office of a Member of the Committee becomes vacant if that Association:
 - a) ceases to be a Member of the Association;
 - b) becomes an insolvent under administration within the meaning of the Corporations Law;
 - c) resigns their office by notice in writing given to the Association Secretary; or
 - d) is absent for three consecutive meetings without acceptable reason or leave of absence; and every such vacancy shall be deemed a casual vacancy.
- 9) In the event of a vacancy occurring during the year, the Committee will have the power to appoint a new Member from the members Association. Any person so appointed will hold office until the next annual General Meeting only, but shall hold office election to that office at that time.

Division 4 – Meetings of committee

34. Proceeding of Committee Meetings

- 1) The Committee shall meet as deemed necessary – preferably monthly, except in the month of January at a place and time to be determined by the Committee.
- 2) The Committee Secretary of the Association will ensure that:
 - a) minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting are 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; and
 - d) members are notified of meetings.
- 3) Sub-committees, may be convened by the President or by any four members of the Committee.
- 4) 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.
- 5) Five members personally present, being members entitled under rule 19.6 and 28.11 to vote at a General Meeting, constitute a quorum for the transaction of the business of a General Meeting.
- 6) No business will 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. However, in the case of a special meeting lacking sufficient members to form a quorum, the meeting lapses.
- 7) At meeting of the Committee:
 - a) The President, or in their absence, the Vice President will preside; or

- b) in the event that the President and the Vice President are absent, one of the remaining members of the Committee shall preside. The presiding Member will be chosen by the members present at the meeting.
- 8) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands, unless a vote in a manner determined by the person presiding at the meeting.
- 9) Each Committee Member present at a meeting of the Committee or of any sub-committee 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.
- 10) Notice of each Committee meeting must be given to each Member of the Committee, verbally or in written form, at least one weeks [7 days] before the date of the meeting. This is in accordance with rule 20.
- 11) A Member is not entitled to vote at any Committee Meeting unless the Panorama Heights Preschool Incorporation Constitution has been read and the corresponding declaration has been signed and returned to the Committee Secretary.

35. Sub-committees

- 1) The Committee may appoint sub-committees, whose membership will be drawn from members of the Committee, members of the Association or other interested persons. Sub-committees may be appointed for staff selection, fund-raising, social and other similar purposes.
- 2) Members of such sub-committees shall have voting rights only within the sub-committees to which they have been appointed or elected.
- 3) The quorum for meeting of a sub-committee must be two-thirds of its Association members. Only members of the Association are able to vote at sub-committee meetings. At the first meeting of a sub-committee the members will appoint a Chairperson from amongst themselves.

Part 6 – Financial matters

36. Finance

- 1) Finance shall be obtained from any Fees, endowments, grants, public subscriptions, voluntary contributions, and fund raising efforts. The financial year shall be from the 1st October to the 30th September of each calendar year.
- 2) For each financial year, the Committee must ensure that the requirements under The Act relating to the financial statements of the Association are met.
- 3) Without limiting sub-rule 36 3), those requirements include:
 - a) the preparation of financial statements;
 - b) if required under The Act, a review and auditing of the financial statements;
 - c) the submission of the financial statements to the annual General Meeting of the Association;
 - d) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

Part 7 – General matters

37. Seal with Australian Business Number (ABN)

- 1) The Common Seal with the ABN of the Association must be kept within the secure premises of the Preschool.
- 2) The Common Seal with the ABN must not be affixed to any document or instrument except by the authority of the Committee. The affixing of the Common Seal with the ABN must be attested to be the signatures of one Committee Member, and the Association Secretary

38. Communications

- 1) With the exception of the provisions of sub-rules 20 1) to 20 3), and including the distribution of information about the Preschool policies, all notices shall be served by or on behalf of the Association upon any Member at their postal or email address as shown in the register of members.
- 2) In the case of a document being properly addressed, pre-paid (in the case of email, dated) and posted to a person as a letter, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

39. Custody and inspection of books and records

- 1) Except as otherwise provided in these rules, the Committee Secretary must keep secure all books, documents and securities of the Association.
- 2) Members may on request inspect free of charge:
 - a) the register of members;
 - b) the minutes of General Meetings;
 - c) subject to rule 39 3), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee Meetings. See sub-rule 8 4) for details of access to the register of members.
- 3) The Committee may refuse to permit a Member to inspect 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.
- 4) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 5) Subject to sub-rule 39 3), a Member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 6) For purposes of this rule, relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
 - a) its membership records;
 - b) its financial statements;
 - c) its financial records.

40. Winding up

- 1) The Association may be wound up voluntarily with The Act, with the consent of three-fourths of those present at a special General Meeting of members called specifically for that purpose.

- 2) If upon winding up of dissolution of the Association there remains, after payment of all debts and liabilities, any assets or property whatsoever, the remaining assets must not be paid or distributed to any Member of the Association. These assets or properties shall given or transformed to some organisation which:
 - 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 be the members of the Association.
- 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.

4.1. Annual returns

- 1) Within one month following the annual meeting each year, the Association must give:
 - a) a copy of the annual report received under sub-rule 18 4) b), and;
 - b) a list of the names and addressed of the members of the Committee elected under sub-rule 18 4) d), to the regional children services advisor, as a representative, and;
 - c) a copy of the statement received under sub-rule 18 4) c), to the Registrar of Incorporated Associations in accordance with The Act.

4.2. Alteration of rules and statement of purpose

- 1) Any alterations must be made in accordance with The Act.
- 2) Any proposed alteration to these rules and the Statement of purpose of the Association must be decided upon by the Committee. The Committee must notify existing Preschool members of any proposed alterations. Following this, the proposed alterations shall be ratified by the Association in a Special General Meeting and if there are any significant changes or amendments made to any delegated authority role within the Preschool Committee, a copy of such will be sent to the relevant local and State Government authority for their records.
- 3) A copy of the approved amended rules and/or Statement of purpose of the Association shall be sent to the regional office of the Department, for inclusion on centre records.
- 4) No alteration can be made to rule 40 without the consent of the Minister.

Appendix 1 – Disciplinary action

1. Grounds for taking disciplinary action

- 1) The Association may take disciplinary action against a Member in accordance with this division if it is determined that the member:
 - a) has failed to comply with these rules; or
 - b) refuses to support the purposes of the Association; or
 - c) has engaged in conduct prejudicial to the Association.

2. Disciplinary sub-committee

- 1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the member.
- 2) The members of the disciplinary sub-committee:
 - a) may be Committee Members, members of the Association or anyone else; but

- b) must not be biased against, or in favour of, the Member concerned.

3. Notice to member

- 1) Before disciplinary action is taken against a member, the Association Secretary must give written notice to the member:
 - a) stating that the Association proposes to take disciplinary action against the member; and
 - b) stating the grounds for the proposed disciplinary action; and
 - c) specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (the disciplinary meeting); and
 - d) advising the Member that he or she may do one or both of the following:
 - i. attend the disciplinary meeting and address the disciplinary sub-committee at that meeting;
 - ii. give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting; and
 - e) setting out the member's appeal rights under rule 5
- 2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

4. Decision of sub-committee

- 1) At the disciplinary meeting, the disciplinary sub-committee must:
 - a. give the Member an opportunity to be heard; and
 - b. consider any written statement submitted by the member.
- 2) After complying with sub-rule 4 1), the disciplinary sub-committee may:
 - a. take no further action against the member; or
 - b. subject to sub-rule 4 3):
 - i. reprimand the member; or
 - ii. suspend the membership rights of the Member for a specified period; or
 - iii. expel the Member from the Association.
- 3) The disciplinary sub-committee may not fine the member.
- 4) The suspension of membership rights or the expulsion of a Member by the disciplinary sub-committee under this rule takes effect immediately after the vote is passed.

5. Appeal rights

- 1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 4 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 2) The notice must be in writing and given:
 - a) to the disciplinary sub-committee immediately after the vote to suspend or expel the person is taken; or
 - b) to the Association Secretary not later than 48 hours after the vote.
- 3) If a person has given notice under sub-rule 5 2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 4) Notice of the disciplinary appeal meeting must be given to each Member of the Association who is entitled to vote as soon as practicable and must"
 - a) specify the date, time and place of the meeting; and

- b) state:
 - i. the name of the person against whom the disciplinary action has been taken; and
 - ii. the grounds for taking that action; and
 - iii. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

6. Conduct of disciplinary appeal meeting

- 1) At a disciplinary appeal meeting:
 - a) no business other than the question of the appeal may be conducted; and
 - b) the Committee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 2) After complying with sub-rule 6 1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 3) A Member may not vote by proxy at the meeting.
- 4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Appendix 2 – Grievance procedure

1. Application

- 1) The grievance procedure set out in this Division applies to disputes under these rules between:
 - a) a Member and another member;
 - b) a Member and the Committee;
 - c) a Member and the Association.
- 2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

2. Parties must attempt to resolve the dispute

- 1) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

3. Appointment of mediator

- 1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 2, the parties must within 10 days:
 - a) notify the Committee of the dispute; and
 - b) agree to or request the appointment of a mediator; and
 - c) attempt in good faith to settle the dispute by mediation.
- 2) The mediator must be:
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement:
 - i. if the dispute is between a Member and another member, a person appointed by the Committee; or

- ii. if the dispute is between a Member and the Committee or the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 3) A mediator appointed by the Committee may be a Member or former Member of the Association but in any case must not be a person who:
 - a) has a personal interest in the dispute; or
 - b) is biased in favour of or against any party.

4. Mediation process

- 1) The mediator to the dispute, in conducting the mediation, must:
 - a) give each party every opportunity to be heard; and
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties throughout the mediation process.
- 2) The mediator must not determine the dispute.

5. Failure to resolve dispute by mediation

- 1) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with The Act or otherwise at law.