

**CONSTITUTION  
OF  
INDRA PRE SCHOOL  
ASSOCIATION INCORPORATED**

A.C.N. A0008491P

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**1. NAME**

The name of the Incorporated Association is Indra Pre School, herein referred to as I.P.S.A.I.

**2. INTERPRETATION**

2.1 In these rules, unless the contrary appears:

- "Association" means Indra Pre School Incorporated.
- "Department" means the Department of Human Services or the appropriate government body monitoring the provision of 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 the members of the Association, including child attendance fees and annual joining subscriptions.
- "Financial year" means the year ending on 30<sup>th</sup> June.
- "General meeting" means a general meeting of members convened in accordance with these rules.
- "Member" means a member of the Association.
- "The Act" means the *Associations Incorporation Act 1981*.
- "The Regulations" means the Regulations under the Act.

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**

The membership of the Association shall comprise:

- (a) the parents of the children attending the children's service managed by the Association or on the waiting list; and
- (b) any interested party who pays an annual subscription of not less than one dollar.

**4. 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. The register shall be available for inspection by members at the address of the Public Officer. The members may make a copy of entries in the register.

**5. FINANCE**

Finance shall be obtained from any fees, endowments, grants, public subscriptions, voluntary contributions and fundraising efforts. The financial year shall commence 1<sup>st</sup> July and end 30<sup>th</sup> June.

**6. AUTHORIZATION TO TRADE**

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

**7. RESIGNATION OF A MEMBER**

- 7.1 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.
- 7.2 Upon the expiration of a notice given under rule 7.1, 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.
- 7.3 A member of the Association under rule 3(a) who no longer has a child/children attending the pre school, 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 Secretary shall make, in the register of members, an entry recording the date on which the member has ceased to be a member.
- 7.4 A member of the Association under rule 3(b) who has not paid the annual subscription within two months of the beginning of the school 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 ceased to be a member.

**8. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

- 8.1 Subject to these rules, the Committee may pass a resolution to:
- (a) Expel a member from the Association.
  - (b) Suspend a member from membership of the Association for a specified period 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 which is unbecoming if a member or prejudicial to the interests of the Association.
- 8.2 Upon the passing of a resolution by the Committee under rule 8.1, the Secretary shall, as soon as practicable, ensure that the member is served with a notice in writing:
- (a) Stating 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 days and no later than twenty-eight days after the notice has been served.
  - (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 the meeting,
    - (ii) give the Committee, before the date of that meeting, a written statement seeking the revocation of the resolution,
    - (iii) lodge with the Secretary, not later than twenty-four hours prior to the meeting, a notice to the effect that the member wishes to appeal to the Association in a general meeting against the resolution.
- 8.3 A resolution of the Committee under rule 8.1 does not take effect unless:
- (a) The Committee, at a meeting held not earlier than fourteen days and not later than twenty-eight days after the service on the member of a notice under rule 8.2, confirming the resolution in accordance with this clause; and
  - (b) The Association confirms the resolution in accordance with this clause, in cases in which the member exercises the right to appeal to the Association under this clause.

- 8.4 At a meeting of the Committee held in accordance with rule 8.3, the Committee shall:
- (a) give to the member or his/her representative an opportunity to be heard;
  - (b) give consideration to any written statement submitted by the member or his/her representative, and determine by resolution whether to confirm or to revoke the resolution.
- 8.5 Upon receipt by the Secretary of a member's notice under rule 8.2(d)(iii), the Secretary shall notify the Committee. The Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary receives the notice.
- 8.6 At a general meeting of the Association convened under rule 8.5:
- (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 passing of the resolution;
  - (c) the member or his/her representative shall be given an opportunity to be heard;
  - (d) the members shall vote by secret ballot, either in person or by proxy, on the question of whether the resolution should be confirmed or revoked.
- 8.7 If at the general meeting
- (a) a minimum of two thirds of the members vote in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.
- 8.8 If the resolution is confirmed, the Association may appoint another member in that persons stead to hold office until the expiration of the first-mentioned member.

**9. DISPUTE RESOLUTION**

- 9.1 The grievance procedure set out in this rule applies to disputes under these Rules between –
- (a) a member and another member
  - (b) a member and the Association
- 9.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 9.3 If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 9.4 The mediator must be –
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement –
    - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or
    - (j) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

- 9.5 A member of the Association can be a mediator
- 9.6 The mediator cannot be a member who is party to the dispute.
- 9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.8 The mediator, in conducting the mediation, must –
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9.9 The mediator must not determine the dispute.
- 9.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act, or otherwise at law.

**10. GENERAL MEETINGS**

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

**11. ANNUAL GENERAL MEETINGS**

- 11.1 The Association shall in each calendar year convene an annual general meeting of its members. All annual general meetings of the Association shall be advertised by the Secretary at least twenty-one days before the date fixed for holding such meeting. Advertisement shall be in a newspaper circulation generally in the district and by any other appropriate means. The advertisement shall state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 11.2 The annual general meeting shall be held within five months following the end of the financial year.
- 11.3 The annual general meeting shall be specified as such in the notice convening it.
- 11.4 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(4) of the Act; and
  - (d) to elect members of the Committee in place of those retiring.
- 11.5 The annual general meeting may conduct any special business of which notice has been given in accordance to these rules.
- 11.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

- 11.7 Seven members personally present, being members entitled to vote at a general meeting as defined by rule 16.7, constitute a quorum for the transaction of business at the annual general meeting.

**12. SPECIAL GENERAL MEETINGS**

- 12.1 The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 12.2 The Committee shall, on the requisition in writing of five members, convene a special general meeting of the Association.
- 12.3 The requisition for a special general meeting shall state the objectives of the meeting, which shall be signed by the members making the requisition, and sent to the address of the Secretary. The requisition may consist of several copies of a pro forma document, each signed by one or more of the members.
- 12.4 If the Committee does not arrange for a special general meeting to be held 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 the members, may convene a special general meeting to be held no later than three months after that date.
- 12.5 All reasonable expenses incurred by the members in convening the special general meeting, shall be refunded by the Association.

**13. NOTICE OF GENERAL MEETINGS**

- 13.1 The Secretary of the Association, at least fourteen days, or if a special resolution has been proposed, at least twenty-one days, before the date fixed for holding a general meeting of the Association, must advertise a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 13.2 No business other than that set out in the agenda convening the meeting may be conducted at the meeting.
- 13.3 A member desiring to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

**14. NOTICES**

With the exception of the annual general notice, all notices will be served by the Secretary, on behalf of the Association.

**15. PROCEEDINGS AT A GENERAL MEETING**

- 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.
- 15.2 No item of business shall be transacted at a general meeting unless a quorum of members is present.

- 15.3 A quorum for a general Committee meeting must consist of a minimum of three Office Bearers as defined in 17.3, then the transaction can take place.
- 15.4 If within half an hour of the commencement of the general meeting a quorum is not present, the meeting will not continue at that date, time and place. The meeting will stand adjourned to a future time, date and place specified by the chairperson.
- 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, 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 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 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 motion 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 motion arising at a general meeting of the Association is determined by –
- (a) a declaration by the Chairperson that a resolution has been –
    - (i) carried; or
    - (ii) carried, unanimously; or
    - (iii) carried by a particular majority; or
    - (iv) lost; and
  - (b) an entry to that effect in the minute book of the Association –
- is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 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 or by proxy. If by proxy:
- (a) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.
- 16.4 In the case of equality in the voting in a motion, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 16.5 If at a meeting, a poll on any motion is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chairperson may direct.

The resolution of the poll shall be deemed to be a resolution of the meeting on that motion.

- 16.6 A poll that is demanded on the election of a Chairperson or on a motion of an adjournment shall be taken forthwith and a poll that is demanded on any other motion 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, other than the amount of the annual subscription payable in respect of the current financial year.

**17. COMMITTEE OF MANAGEMENT**

- 17.1 The affairs of the Association shall be managed by a Committee of Management elected in accordance with these rules.
- 17.2 The Committee:
- (a) shall control and manage the business and affairs 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 meetings of members of the Association;
  - (c) has 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.
- 17.3 Office bearers will consist of those people nominated as the representatives who are lodged with the Department of Human Services (President, Vice President, Treasurer and Secretary.)
- 17.4 The Committee of Management shall consist of:
- (a) President
  - (b) Vice President/s
  - (c) Treasurer (Expenditure)
  - (d) Treasurer (Income)
  - (e) Secretary
  - (f) Maintenance Officer
  - (g) Enrolment Officer
  - (h) WPSA Representative
  - (i) Fundraising Co-Ordinator
  - (j) Minimum of six ordinary members of the Committee.
- 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.
- 17.6 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.
- 17.6.1 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. 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.

17.6.2 Failure of a member to reveal a financial interest in any contract or arrangement with the Association may result in the implementation of rule 8.1 by the Committee.

17.7 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**

All members of the Committee shall be elected at the annual general meeting to be held in November. They shall be elected for a period of one year after which they will commence a two month handing over period for the incoming members elected from the annual general meeting held the following November. The incoming Committee is to have taken over prior to the commencement of the start of Term 1. However, members shall be eligible for re-election.

18.1.1 Nominations of candidates for election as members of the Committee shall be

- (a) 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
- (b) delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting.

18.1.2 Where one nomination is received for a position that person is automatically elected with no further nominations taken from the floor. If sufficient nominations are received to fill all vacancies on the committee, all candidates nominated shall be deemed elected.

18.1.3 Where more than one nomination for a position is received a vote is taken (this may be by a show of hands or secret ballot)

18.1.4 Where no nominations have been received for a position, nominations may be received from the floor and either of the above followed.

18.1.5 All committee positions must be filled at the AGM in order for the pre school program to commence the following year.

18.1.6 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.

18.2 For the purpose of these Rules, the office of a member of the Committee becomes vacant if that member:

- (a) ceases to be a member of the Association
- (b) becomes an insolvent

- (c) resigns their office
  - (d) is absent
- and every such vacancy shall be deemed a casual vacancy.

18.3 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. 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. SUB-COMMITTEES**

19.1 The Committee may appoint sub-committees, whose membership shall be drawn from members of the Committee, members of the Association or other interested persons. Sub-committees may be appointed for staff selection, fundraising, social and other similar purposes. Members of such sub-committees shall have voting rights only within the sub-committees to which they have been appointed or elected.

19.2 The quorum for meetings of a sub-committee shall be one-third of its members. At the first meeting of a sub-committee the members shall appoint a Chairperson from amongst themselves.

## **20. SECRETARY**

The Secretary of the Association shall 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 and apologies for those absent at Committee meetings are recorded;
- (c) motions are dealt with as directed; and
- (d) members are notified of meetings.

## **21. PUBLIC OFFICER**

The Public Officer of the Association is responsible under the Regulations for the following:

- (a) notifying the Registrar of Incorporated Associations of:
  - (i) Their appointment to the position of Public Officer, within fourteen days of the appointment (although notification is not required as a result of an unincorporated association becoming incorporated).
  - (ii) A change of address of the Public Officer, within fourteen days;
  - (iii) Any amendments to the Rules of 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 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 authorized officer on being required to do so, and telling the Registrar or his/her authorized officer where a book is at the time a request is made.
- (e) ensuring that the Registrar or his/her authorized 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. TREASURERS (Expenditure/Income)**

- 22.1 The Treasurers (Expenditure/Income) of the Association, shall be responsible for
- (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 which have been authorized 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.
- 22.2 The Treasurers (Expenditure/Income) 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.
- 22.3 The accounts and books referred to in rule 21.2 shall be available for inspection by members.

**23. PAYMENTS**

- 23.1 All accounts must be paid by cheque, electronic funds or money order and payments 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 office bearers of the Committee (refer to rule 17.3).
- 23.3 Cash payments for fees will not be accepted.

**24. SEAL**

- 24.1 The Common Seal of the Association shall be kept in the custody of the Secretary.
- 24.2 The Common Seal shall not be affixed to any document or instrument except by the authority of the Committee. The affixing of the Common Seal shall be attested to by the signatures of either two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

**25. WINDING UP**

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

**26. 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 10.4(b) and (c) and a list of names and addresses of the members of the Committee elected under rule 10.4(d) to the Regional Children's Services Officer, as a representative of the Department; and
- (b) A copy of the statement received under rule 10.4(c) to the Registrar of Incorporated Associations in accordance with the Act.

**27. ALTERATIONS OF RULES AND STATEMENT OF PURPOSE**

- 27.1 Any alteration shall be made in accordance with the Act and the Department.
- 27.2 Any proposed alteration to these Rules, and the Statement of Purpose of the Association, shall be decided upon by the Committee. 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.
- 27.3 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.
- 27.4 No alteration shall be made to rule 6 or rule 25 without the consent of the Minister.

**28. CUSTODY OF RECORDS**

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.