

**CONSTITUTION
OF
PYMBLE/TURRAMURRA PRESCHOOL INC.**

(Association Number: Y1185430)

**Consolidated with all amendments
as at 10 February 2014**

**Signature
President**

**Signature
Secretary**

**Signature
Treasurer**

TABLE OF CONTENTS

PART I PRELIMINARY.....	1
Interpretation	1
PART II MEMBERSHIP.....	2
Membership Qualifications.....	2
Application For Membership	2
Cessation Of Membership	3
Membership Entitlements Not Transferable	3
Resignation Of Membership.....	3
Register Of Members.....	4
Fees, Subscriptions, Etc	4
Members' Liabilities	4
Resolution of Disputes.....	5
Disciplining Of Members	5
Right Of Appeal Of Disciplined Member.....	5
PART III THE COMMITTEE	6
Powers, Etc, Of Committee.....	6
Constitution And Membership.....	6
Election Of Members	7
Secretary	7
Treasurer.....	8
Casual Vacancies	8
Removal Of Member.....	8
Meetings And Quorum.....	9
Delegation By Committee To Sub-Committee.....	10
Voting And Decisions.....	10
PART IV GENERAL MEETINGS.....	10
Annual General Meetings – Holding Of.....	10
Annual General Meetings – Calling Of And Business At	11
Special General Meetings – Calling Of	11
Notice	12
Procedure.....	12
Presiding Member.....	12
Adjournment	13

Making Of Decisions	13
Special Resolution	13
Voting	14
Appointment Of Proxies	14
Postal Ballots	14
PART V MISCELLANEOUS	14
Insurance	14
Funds – Source	14
Gift Fund	15
Funds – Management	15
Alteration Of Objects And Constitution	15
Custody Of Books, Etc	15
Inspection Of Books, Etc	15
Service Of Notices	15
PART VI ADDITIONAL CLAUSES APPLICABLE TO CHARITIES	16
Application Of Part	16
Payment, Etc, Of Office Bearers And Members	16
Vacancy Of Office	16
Dissolution	16
Non-Profit	16
Compliance With The Charitable Fundraising Act 1991	17
General Matters	17

PART I PRELIMINARY

Interpretation

1. (1) In this Constitution, except in so far as the context or subject-matter otherwise indicates or requires –
 - “financial year” means the calendar year commencing 1st January and ending 31st December in each and every year;
 - “member” means and includes Ordinary Members and Continuing Members as hereinafter defined;
 - “ordinary member” means a member of the committee who is not an office-bearer of the association, as referred to in clause 14(3);
 - “pre-school” means the Pymble/Turramurra Preschool, 21 Handley Avenue, Turramurra;
 - “secretary” means –
 - (a) the person holding office under this Constitution as secretary of the association; or
 - (b) where no such person holds that office – the public officer of the association;
 - “special general meeting” means a general meeting of the association other than annual general meeting;
 - “the Act” means the Associations Incorporation Act, 2009;
 - “the Regulation” means the Associations Incorporation Regulation, 2010;
 - "Director General" means the Director-General of the Department of Services, Technology and Administration;
 - "Office of Fair Trading" means the formal Government Office administering the Act;
 - "Object" is for Pymble/Turramurra Preschool to provide a safe, nurturing, caring, social, stimulating learning environment for children and families of members through a learning process of investigation, exploration and practice, developed in collaboration with families and staff.
- (2) In this Constitution –
 - (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act, 1987, apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.
- (4) Any reference to legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them.

PART II MEMBERSHIP

Membership Qualifications

2. A person is qualified to be a member of the association if, but only if –
 - (1) the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made; or
 - (2)
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
 - (3) the person is a natural person who –
 - (i) has applied for membership of the association as provided by clause 3; and
 - (ii) has been approved for membership of the association by the committee of association.
- 2A. Membership of the association shall be divided into categories. These categories shall be known as –
 - (1) Ordinary Members
Being the parent or guardian of a child or children enrolled to attend the pre-school during the then current financial year, provided that no more than one parent or guardian is eligible, at any given time, to become an Ordinary Member for each child enrolled.
 - (2) Continuing Members
Being a member –
 - (a) who was an Ordinary Member within the last two years; and
 - (b) whose application to become a Continuing Member has been accepted by the committee in accordance with clause 4(4).

Application For Membership

3.
 - (1) An application of a person for membership of the association –
 - (a) shall be made in writing in the form set out in Appendix 1 to this Constitution; and
 - (b) shall be lodged with the secretary of the association.
 - (2) As soon as practicable after receiving an application for membership, the secretary

shall refer the application to the committee which shall determine whether to approve or to reject the application.

- (3) Where the committee determines to approve an application for membership, the secretary shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification the sum payable under this Constitution by a member as entrance fee and annual subscription.
- (4) The secretary shall, on payment by the applicant of the amounts referred to in subclause (3) within the period referred to in that subclause, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the association.
- (5) Notwithstanding anything contained herein to the contrary, the committee may waive or reduce for one or more members payment of the sum(s) payable by a member as entrance fee and annual subscription.

Cessation Of Membership

4. A person ceases to be a member of the association if the person –
 - (1) dies;
 - (2) resigns that membership;
 - (3) is expelled from the association;
 - (4) subject to clause 14(4), removes his/her/their child from regular attendance at the pre-school, such child's right of attendance is revoked by the committee or such child's enrolment has been terminated by effluxion of time or otherwise, unless:
 - (a) that person is eligible, in accordance with clause 2A(2), to become a Continuing Member; and
 - (b) makes an application to the committee to become a Continuing Member; and
 - (c) that application is accepted by the committee.
 - (5) subject to clause 3(5), fails to pay the annual membership fee under clause 8(2) within 3 months after the fee is due.

Membership Entitlements Not Transferable

5. A right, privilege or obligation which a person has by reason of being a member of the association –
 - (1) is not capable of being transferred or transmitted to another person; and
 - (2) terminates upon cessation of the person's membership.

Resignation Of Membership

6. (1) A member of the association is not entitled to resign that membership except in accordance with this clause.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than one month or not less than such other period as the committee may determine) in writing to the

secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

- (3) Where a member of the association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

Register Of Members

7. (1) The public officer of the association shall establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (3) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (4) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purpose of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

Fees, Subscriptions, Etc

8. (1) A member of the association shall, upon admission to membership, pay to the association a fee of \$3 or, where some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the association shall pay to the association an annual membership fee of \$3 or, where some other amount is determined by the committee, that other amount –
 - (a) except as provided by paragraph (b), before 1st January in each calendar year; or
 - (b) where the member becomes a member on or after 1st January in any calendar year – upon becoming a member and before 1st July in each succeeding calendar year.

Members' Liabilities

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

Resolution of Disputes

10. (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

Disciplining Of Members

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

Right Of Appeal Of Disciplined Member

12. (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under clause 11(4), within 7 days after notice of

the resolution is served on the member by lodging with the secretary a notice to that effect.

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

PART III THE COMMITTEE

Powers, Etc, Of Committee

13. The committee shall be called the committee of management of the association and, subject to the Act, the Regulation and this Constitution and to any resolution passed by the association in general meeting –
 - (1) shall control and manage the affairs of the association;
 - (2) may exercise all such functions as may be exercised by the association other than those functions that are required by this Constitution to be exercised by a general meeting of members of the association; and
 - (3) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

Constitution And Membership

14. (1) The committee is to consist of: –
 - (a) the office-bearers of the association; and
 - (b) 3 ordinary members.

each of whom shall be elected at the annual general meeting of the association pursuant to clause 15 PROVIDED HOWEVER that no paid employee of the association shall be eligible to be a member of the committee.
- (2) The total number of committee members is to be ten.
- (3) The office-bearers of the association shall be –
 - (a) the president;
 - (b) the vice-president;

- (c) the treasurer;
 - (d) the secretary;
 - (e) the enrolment secretary;
 - (f) the chairman, works committee; and
 - (g) the chairman, social committee.
- (4) Each member of the committee shall, subject to this Constitution, hold office until the conclusion of the annual general meeting following the date of the member's election, notwithstanding any change in the category of membership but is, subject to clause 14(1), eligible for re-election.

Election Of Members

15. (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee –
- (a) shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the secretary of the association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (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 received exceed the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.
- (8) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

Secretary

16. (1) The secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of –
- (a) all appointments of office-bearers and members of the committee;
 - (b) the names of members of the committee present at a committee meeting or a

- general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

Treasurer

17. It is the duty of the treasurer of the association to ensure that –
- (1) all money due to the association is collected and received and that all payments authorised by the association are made; and
 - (2) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.

Casual Vacancies

18. (1) For the purposes of this Constitution, a casual vacancy in the office of a member of the committee occurs if the member –
- (a) dies;
 - (b) ceases to be a member of the association;
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth;
 - (d) resigns office by notice in writing given to the secretary;
 - (e) is removed from office under clause 19;
 - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.
- (2) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

Removal Of Member

19. (1) The association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the committee to whom a proposed resolution referred to in

subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Meetings And Quorum

20. (1) The committee shall meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (2A) Notwithstanding clause 20(6) the committee, or a sub-committee, may make resolutions outside a meeting of the committee where:
- (a) all office-bearers and ordinary members of the committee, or sub-committee, are informed in writing, by either: facsimile, email or any other means as the committee may from time to time determine; of the proposed resolution, and
 - (b) not less than 7 days notice is given before a vote is taken on the resolution, and
 - (c) a quorum of the committee, or sub-committee, vote in writing by either: facsimile, email or any other means as the committee may from time to time determine; on the proposed resolution;

and where that resolution is made or fails, the secretary shall cause the minutes of the following committee meeting to reflect that resolution.

- (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the committee –
 - (a) the president or, in the president's absence, the vice-president shall preside; or
 - (b) if the president and the vice-president are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the

members present at the meeting shall preside.

Delegation By Committee To Sub-Committee

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

Voting And Decisions

22. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each 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 but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20(5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART IV GENERAL MEETINGS

Annual General Meetings – Holding Of

23. (1) With the exception of the first annual general meeting of the association, the

association shall, at least once in each calendar year and within the period of 3 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

- (2) The association shall hold its first annual general meeting –
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 2 months after the expiration of the first financial year of the association.
- (3) Subclauses (1) and (2) have effect subject to any extension or permission granted by the Office of Fair Trading under the Act.

Annual General Meetings – Calling Of And Business At

24. (1) The annual general meeting of the association shall, subject to the Act and to Clause 23, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be –
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the committee reports upon the activities of the association during the last preceding financial year;
 - (c) to elect office-bearers of the association and ordinary members of the committee; and
 - (d) to receive and consider the statement which is required to be submitted to members under the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

Special General Meetings – Calling Of

25. (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting –
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents of a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

Notice

26. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the members address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subclause (1) specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 24(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

Procedure

27. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day on which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the recommencement of the meeting, the members present (being not less than 6) shall constitute a quorum.

Presiding Member

28. (1) The president or, in the president's 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 or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

Adjournment

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

Making Of Decisions

30. (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- (3) Notwithstanding anything contained herein, at a general meeting of the association, a secret poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting. In the event of a secret poll, each members vote must be cast in writing and otherwise upon such terms and conditions as the chairperson shall deem appropriate in the circumstances for the conducting of such secret poll.
- (4) Where a poll is demanded at a general meeting, the poll shall be taken –
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

Special Resolution

31. A resolution of the association is a special resolution if –
 - (1) it is passed by a majority which comprises not less than three quarters of such members of the association as, being entitled under this Constitution so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written

notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or

- (2) where it is made to appear to the Office of Fair Trading that it is not possible or practicable for that resolution to be passed in the manner specified in paragraph (1) – the resolution is passed in a manner specified by the Office of Fair Trading.

Voting

32. (1) Upon any question arising at a general meeting of the association a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies, excepting the Chairperson of the meeting
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- (5) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

Appointment Of Proxies

33. (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2 to this Constitution.

Postal Ballots

- 34 (1) The association may hold a postal ballot to determine an issue or proposal (other than an appeal under Clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 of the Regulation.

PART V MISCELLANEOUS

Insurance

35. The association may effect and maintain insurance.

Funds – Source

36. (1) The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association shall, as soon as practicable after receiving any money, issue an

appropriate receipt.

Gift Fund

- 36A. (1) The funds of the association which are derived from income tax deductible gifts shall be used for the purpose of making capital improvements to the Preschool. Such funds shall be known as the Building Fund.
- (2) Any additional funds derived as a result of the Building Fund, such as interest paid; or costs incurred in the reasonable course of maintaining the Building Fund, such as bank charges; shall form part of the Building Fund and must be dealt with in accordance with this clause.
- (3) The Building Fund is to be maintained in accordance with the requirements of the Income Tax Assessment Act 1999 as amended from time to time.
- (4) If the Building Fund is wound up or if the endorsement of the organisation as a deductible gift recipient is revoked, any surplus assets of the Building Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution with similar objectives, to which income tax deductible gifts can be made.

Funds – Management

37. (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

Alteration Of Objects And Constitution

38. (1) The statement of objects and this Constitution may be altered rescinded or added to only by a special resolution of the association.
- (2) An application to the Director-General for registration of a change in the association's name, objects or Constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

Custody Of Books, Etc

39. Except as otherwise provided by these Constitution, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

Inspection Of Books, Etc

40. The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

Service Of Notices

41. (1) For the purpose of this Constitution, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members, or by sending it

by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is provided, be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post. In the case of a notice sent by facsimile transmission or some other form of electronic transmission, a notice is taken to be given or served on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

PART VI ADDITIONAL CLAUSES APPLICABLE TO CHARITIES

Application Of Part

42. This Part applies where the association is registered under or is exempted from registration by or under the Charitable Fundraising Act 1991.

Payment, Etc, Of Office Bearers And Members

43. A member of the committee shall not be appointed to any salaried office of the association or any office of the association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the committee except –
 - (1) repayment of out-of-pocket expenses;
 - (2) interest at a rate not exceeding interest at the rate of the time being which is or would be charged by the association's bankers for money lent to the association; and
 - (3) reasonable and proper rent for premises let to the association.

Vacancy Of Office

44. Without limiting the operation of clause 18, the office of a member of the committee shall become vacant if –
 - (1) the member holds an office of profit in the association;
 - (2) the member is directly or indirectly interested in any contract or proposed contract with the association.

Dissolution

45. In the event of the association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

Non-Profit

46. The assets and income of the association shall be applied solely in furtherance of its Object and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred

on behalf of the association.

Compliance With The Charitable Fundraising Act 1991

47. The association shall comply with such of the provisions of the Charitable Fundraising Act 1991, and the regulations there under as are applicable to it.

General Matters

48. Notwithstanding the generality of the foregoing the committee shall have the power to appoint, pay and dismiss the Preschool director and other such employees as they think fit and to fix their salaries and wages as laid down in the relevant industrial award. In the appointment or dismissal of professional staff, the advice and guidance of a suitable representative of the appropriate Government Department can be sought. All professional staff shall hold a qualification of an approved College of Advanced Education.
49. If at any time the association shall pass a resolution authorising the committee to borrow money, the committee shall thereupon be empowered to borrow for the purposes of the association such amount at such interest rate and upon such terms as shall be specified in the resolution. All members of the association whether voting on such resolution or not and all persons becoming members of the association after the passing of such resolution shall be deemed to have assented to the same.
50. The accounts of the association shall as soon as possible after the end of each financial year be audited by a practicing accountant.
52. The association shall not be liable for any work done, goods supplied or services rendered without the authority of the committee.
53. In addition to the objects otherwise stated, the association shall render services to the community of an appropriate nature in order to qualify for the receipt of Government subsidies.

The Constitution of Pymble/Turramurra Preschool Inc. contained herein are in accordance with the Association Incorporation Act, 2009.

APPENDIX 1
(Clause 3(1))
APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Pymble/Turramurra Preschool Incorporated
(incorporated under the Associations Incorporation Act, 2009)

I,

(full name of applicant)

of

(address)

..... hereby apply to become a

(occupation)

member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the Constitution of the association for the time being in force.

.....

Signature of applicant

Date

**APPENDIX 2
(Clause 32(2))
FORM OF APPOINTMENT OF PROXY**

I,

(full name)

of

(address)

being a member of **Pymble/Turramurra Preschool Incorporated**
(name of incorporated association)

hereby appoint

(full name of proxy)

of

(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

..... day of 19 and
at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution.

[insert details]

* To be inserted if desired.

.....
Signature of member
appointing proxy

Date

NOTE: A proxy vote may not be given to a person who is not a member of the association.