

RULES OF ASSOCIATION



Statement of Purposes

1. The name of the Incorporated Association is:

The Beechworth Montessori Children's Group Incorporated

2. The business names owned and utilised by the Association include:

- (a) Beechworth Montessori;
- (b) Beechworth Montessori School.

3. The purposes for which the Incorporated Association is established are:

- (a) To provide pre-school and school-age children with an experience in education that honours and affirms each child's emotional, mental, physical and spiritual development through the Montessori method of teaching.
- (b) To provide a pre-school program and/or other children's services which will function in accordance with the guidelines and requirements of the Department of Human Services, the Department of Education and Training, or such other government authority or department as from time to time carries out those functions.
- (c) To provide pre-school and school environments that will:
 - (i) provide a flexible, comprehensive, developmentally based program following Montessori principles of the absorbent mind, sensitive periods and freedom of choice, to guide teaching and learning;
 - children are born with the absorbent mind to teach themselves;
 - certain skills and concepts are most easily learnt during "sensitive periods";
 - freedom of choice allows each child to learn at their own pace following their interests.
 - (ii) provide a mixed age group allowing social diversity, promoting tolerance and caring and effective peer teaching.
 - (iii) Individually negotiate teaching and learning pathways based on mutual respect between teacher and child.
 - (iv) Assist each student to discover and develop their unique talents and possibilities.
 - (v) Undertake teaching and learning through activity using prepared didactic materials where mistakes are seen as positive learning opportunities.
 - (vi) Allow children to learn self-discipline through actively participating in life, observing and reflecting on the natural consequences of their behaviour.
 - (vii) Assist each child in building a habit of concentration, develop sensory motor skills and foster inner security and a sense of order.
- (d) To strive for cooperation between teacher, educators, parents and children and to provide social opportunities for close relationships to be formed between teachers, pupils and parents and to involve parents in the day-to-day work of the school.
- (e) To stimulate public interest in Montessori approaches to learning.
- (f) To undertake any activities which further these objectives.
- (g) The predominant purpose of this Association is charitable. No individual member of the Association will take personal profit merely from membership of the Association.

Rules

1. Name

The name of the Association is the Beechworth Montessori Children's Group Incorporated.

2. The business names owned and utilised by the Association include:

- (a) Beechworth Montessori;
- (b) Beechworth Montessori School.

3. Interpretation

3.1. In these rules unless the contrary intention appears:

'Association' means the Beechworth Montessori Children's Group Incorporated and the business names owned and used by the Beechworth Montessori Childrens' Group Incorporated.

'Department' means the Department of Human Services or such other government department or agency as from time to time monitors the provision of appropriate and quality children's services.

'Committee' means the Committee of Management of the Association elected in accordance with these Rules.

'Fee' means any monies payable by members of the Association, including child attendance fees and annual or joining subscriptions.

'Financial year' means the year ending on 31 December.

'General Meeting' means a general meeting of members convened in accordance with these Rules.

'Member' means a member of the Association.

'Principal' means the person appointed as Principal of the Beechworth Montessori Children's group Inc from time to time.

'The Act' means the *Association Incorporations Reform Act 2012*.

'The Regulations' means the Regulations under the Act.

'Relevant documents' means records or other documents, however compiled, recorded or stored, that relate to the incorporation and management of an incorporated association, including membership records, accounts, accounting records and documents relating to transactions, dealings, business or property of the Association.

3.2. 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.

4. Membership

4.1 Category of members.

The members of the Association shall comprise:

- (a) the parents, legal guardians or primary carers of the children attending Beechworth Montessori who are entered in the Register of Members in accordance with Rule 4.3. (and where more than one parent, legal guardian or primary carer of a child is registered as a member their membership will be a joint membership)
- (b) any interested citizens over the age of eighteen years who applies for and has been granted membership by the Committee for a period of not more than two consecutive years and who is entered in the Register of Members in accordance with Rule 4.3.

4.2 Rights of members.

- (a) each member has the right to attend, debate and vote at general meetings.

(b) each member (whether or not the member has more than one child attending Beechworth Montessori) will be entitled to one vote on a show of hands or by a poll, at a general meeting of the school or by postal ballot.

4.3 Membership process

(a) parents will be entered in the Register of Members when their child's enrolment period commences in a school or other program operated by Beechworth Montessori for which an annual tuition fee is set and which is invoiced by the school and is payable by the parents/guardians or primary carers on an annual, semester or term basis.

(b) the parents/guardians or primary carers will be removed from the Register of Members when their child's enrolment period concludes at the school or other program operated by Beechworth Montessori, or the date to which fees have been paid, whichever is the earlier date.

(c) an interested citizen over the age of eighteen years who has been granted membership by the Committee shall be entered in the Register of Members for a two year period at the end of which period they must reapply to the Committee to renew their membership.

5. Register of Members

The Principal shall keep and maintain a register of members in which shall be entered the full name, address, email address (where available) and date of entry of the name of each member. At the request of a member a list of member names shall be available for inspection from the Principal. However, further details shall only be made available at the discretion of the Committee.

6 Effective Membership

Members acknowledge and agree that:

- (a) these Rules constitute a contract between each of them and Beechworth Montessori and that they are bound by the rules.
- (b) they will comply with and observe the rules and any determination, resolution or policy which may have been passed by the Committee of Management or any duly authorised committee of Beechworth Montessori.
- (c) by submitting to these rules they are subject to the jurisdiction of Beechworth Montessori.
- (d) these rules are necessary and reasonable for promoting the objects of Beechworth Montessori; and
- (e) they are entitled to all benefits, advantages, privileges and services of Beechworth Montessori membership.

7. Discontinuance of Membership

7.1 Termination of membership.

A persons membership of Beechworth Montessori ceases if:

- (a) a parent/legal guardian or primary carer no longer has a child enrolled in the school or other program operated by Beechworth Montessori.
- (b) money due and payable to Beechworth Montessori (including but not limited to tuition fees) remains unpaid for two calendar months and no agreement has been reached with Beechworth Montessori as to how those fees and/or monies will be paid, in which case a Notice of Default may be served by Beechworth Montessori on the member and the member removed from the Register of Members. The Principal may reinstate the member and restore the name to the register on payment of all arrears if the Principal thinks it is appropriate to do so .
- (c) A member who is not a parent/legal guardian or primary carer but has applied for and been granted a two year membership by the Committee can have their membership revoked at any time and/or can elect to terminate their membership at any time.

7.2 The Register is to be amended upon the member ceasing to be a member under rule 6.1 and an entry, recording the date on which the member ceased to be a member, will be recorded in the register.

7.3 Forfeiture of rights.

Except with the express permission of the Principal, a member who ceases to be a member, for whatever reason, must forfeit all rights in and claims upon Beechworth Montessori and its property (including intellectual property). Any Beechworth Montessori documents, records or other property in the possession, custody or control of that member must be returned to Beechworth Montessori immediately.

7.4 Membership may be reinstated.

Membership which has ceased, been withdrawn or terminated under these rules may be reinstated at the discretion of the Committee of Management on application in accordance with these rules or otherwise on such conditions as the Committee of Management sees fit.

8. **Discipline of Members**

Where the Committee of Management is advised or considers that a member has allegedly:

- (a) breached, failed, refused or neglected to comply with the provisions of these rules or any resolution or determination of the Committee of Management or any duly authorised Committee; or
- (b) acted in a manner unbecoming of a member or prejudicial to the objects and interests of Beechworth Montessori; or
- (c) brought Beechworth Montessori into disrepute;

the Committee of Management may commence or cause to be commenced disciplinary proceedings against the member and that member will be subject to and submits unreservedly to the jurisdiction procedures, penalties and appeal mechanisms (if any) of Beechworth Montessori.

9. Finance

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

9.2 The Association may further raise or borrow money upon such terms and in such manner as it thinks fit and may secure the repayment of moneys so raised or borrowed or the payment of debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the property of the Association.

9.3 The Association may do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association.

9.4 Subscriptions, registration fees, term fees and bonds shall be determined from time to time by the Committee and all such information shall be recorded in the Association's Policy documents.

9.5 Fees and bonds should be paid in advance by dates specified by the Committee, excepting that the Committee may waive this requirement in special circumstances.

10. Grievance Procedure

10.1 (a) The grievance procedure set out in this rule applies to disputes under these Rules between:

- (i) a member and another member;
- (ii) a member and the Committee;
- (iii) a member and the Association.

(b) 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.

10.2 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.

10.3 (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 10.2, the parties must within 10 days:

- (i) notify the Committee of the dispute; and
- (ii) agree to or request the appointment of a mediator; and
- (iii) attempt in good faith to settle the dispute by mediation.

(b) The mediator must be:

- (i) a person chosen by agreement between the parties; or
- (ii) in the absence of agreement:
 - (A) if the dispute is between a member and another member – a person appointed by the Committee; or
 - (B) 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.

(c) 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:

- (i) has a personal interest in the dispute; or
- (ii) is biased in favour of or against any party.

- 10.4 (a) The mediator to the dispute, in conducting the mediation, must:
- (i) give each party every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (b) The mediator must not determine the dispute.
- 10.5 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.

11. General Meeting

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

12. Annual General Meeting

12.1 The Association shall in each calendar year convene an annual general meeting of its members at a date and time determined by the committee.

12.2 The annual general meeting shall be held within five months of the end of the financial year.

12.3 The annual general meeting shall be specified as such in the notice convening it.

12.4 The ordinary business of the annual general meeting shall be:

- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- (b) to receive from the Committee written reports upon the activities and operations of the Association during the last preceding financial year;
- (c) to receive and consider the Annual Report of the Committee and the activities of the Association in the preceding financial year;
- (d) to elect members of the Committee; and
- (e) to appoint an auditor.

12.5 The annual general meeting may transact special business of which notice is given in accordance with rule 15.

12.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

12.7 Ten members or 10% of the members (whichever is the lesser) personally present, being members entitled to vote at a general meeting as defined by rule 17.7, constitute a quorum for the transaction of business at the annual general meeting.

13. Special General Meeting

13.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association.

13.2 The Committee shall, on the requisition in writing of five members, convene a special general meeting of the Association.

13.3 The request for a special general meeting must:

- (a) state the objective(s) of the meeting; and
- (b) be signed by the members requesting the meeting; and
- (c) be sent to the Secretary at the address of the Association.

13.4 If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.

13.5 A special general meeting convened by members in accordance with rule 13.4 shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee.

14. Notice of General Meetings

14.1 The Secretary of the Association shall, at least 14 days (or at least 21 days when a special resolution is to be proposed at the meeting) before the date fixed for holding a general meeting of the Association, cause to be delivered to each member of the Association appearing in the register of members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

14.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

14.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

15. Notices

15.1 With the exception of the provisions of rule 14.1 and rule 21.9, all notices shall be served by or on behalf of the Association upon any member either personally or by sending it by post or email to the member at their address or email address as shown in the register of Members.

15.2 In the case of a document being properly addressed, pre-paid and posted (or emailed) to a person as a letter, the document shall, 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.

16 Proceedings at General Meetings

16.1 All business that is transacted at either a special general meeting or the annual general meeting, with the exception of business specifically referred to in these Rules as being the ordinary business of the annual general meeting, shall be deemed to be special business. This business shall be made known to members as such, in accordance with rule 14.

16.2 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

16.3 Five members personally present, being members entitled under rule 17.7 to vote at a general meeting, constitute a quorum for the transaction of the business of a general meeting.

16.4 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting will not continue at that date, time and place. If the meeting was convened upon the requisition of members, it shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment, or by written notice to members given before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than four) shall constitute a quorum.

16.5 The President, or in their absence, the Vice President, shall preside as Chairperson at each general meeting of the Association.

16.6 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.

16.7 The Chairperson of the general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

16.8 In the case of rules 16.4 and 16.7, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting. However, if the meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

16.9 A member not physically present at the 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.

16.10 For the purposes of this rule, a member participating in a general meeting is permitted under rule 16.9, is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

17. Voting at General Meetings

17.1. A question arising at a general meeting of the Association shall be determined on a show of hands, unless a poll is demanded. A poll may be demanded either before or on the declaration of the show of hands. A declaration by the Chairperson that a resolution has, on a show of hands, been:

- (a) carried by a particular majority;
- (b) carried unanimously; or
- (c) lost,

and an entry made to that effect in the Minute book/file of the Association, is evidence of the resolution. Proof of the number or proportion of the votes recorded in favour or against the resolution is not needed.

17.2. Upon any question arising at a general meeting of the Association, each member has one vote only.

17.3. (a) A member may appoint another member as his or her proxy to vote and speak on his or her at a general meeting other than at a disciplinary meeting.

- (b) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (c) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (d) Unless the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (e) Notice of a general meeting given to a member under rule 15 must:
 - (i) state that the member may appoint another member as a proxy for the meeting; and
 - (ii) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (g) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

17.4. In the case of equality in the voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

17.5. If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct. The resolution of the poll shall be deemed to be a resolution of the meeting on that question.

17.6. A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

17.7. A member is not entitled to vote at any general meeting unless all moneys 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.

18. Committee of Management

18.1. A Committee of Management elected in accordance with these Rules shall manage the affairs of the Association.

18.2. The Committee:

- (a) shall control and manage the business and affairs of the Association;
- (b) determine and direct the policy of the Association;
- (c) appoint/remove a principal to lead and manage the day to day running of the Association;
- (d) appoint Auditors as necessary;
- (e) establish sub-committees as required, and invest them with appropriate authority as provided in Rule 23;

- (f) has power, subject to these Rules, the Regulations and the Act to perform all such acts and things that appear to the Committee to be essential for the proper management of the business and affairs of the Association;
- (g) 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; and
- (h) shall prepare an annual report containing an account of the activities and operations of the Association during the financial year. This report shall be submitted in writing to the annual general meeting.

Composition of the Committee of Management

18.3.

18.3.1. The Committee of Management Comprises:-

- (a) six elected representatives elected by the members in accordance with rule 19
- (b) up to three appointed representatives appointed in accordance with rule 20, at least one of whom is not a parent/legal guardian or primary carer member

18.3.2. Appointment of President, Vice President, Treasurer and Secretary

The Committee of Management will appoint amongst its representatives a President, Vice President, Treasurer and Secretary.

- (a) the appointments will be made as soon as practicable after the annual general meeting.
- (b) appointments will be made by a simple majority of the Committee of Management.
- (c) any vacancy occurring from time to time in the position of President, Vice President, Treasurer or Secretary will be filled by the Committee of Management from amongst its representatives.
- (d) no person may hold more than one of the positions of President, Vice President, Treasurer or Secretary on the Committee of Management at any one time.

18.5. At the discretion of the Committee, the responsibilities attached to the above-named officers may be shared by other Committee members.

18.6. A member or former member of the Committee must not knowingly or recklessly make improper use of:

- (a) his or her position in the Incorporated Association; or
 - (b) information acquired by virtue of his or her position,
- to gain, directly or indirectly, any financial benefit or material advantage for himself or herself or for any other person, or to cause a detriment to the Incorporated Association.

18.7. No member of the Committee shall be appointed to or retain any paid office of the Association while that person is a member of the Committee. This rule shall not apply in respect of a situation where the services of a relief staff member cannot be immediately obtained and a suitably qualified/police checked member of the Committee is appointed to that position for temporary relief purposes.

18.8. For the purposes of Rule 18.6 '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.

18.9. 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.

18.10. Any member of the Committee who has a financial interest in any contract or arrangement made or proposed to be made with the Association shall disclose their interest to the Committee and in the financial statements submitted to the next annual general meeting. This shall be done at the first meeting of the Committee at which the contract or arrangement is first taken into consideration, if that member's interest then exists. In any other case, the member shall disclose the interest at the first meeting of the Committee after the acquisition of that member's interest. If the member becomes interested in a contract or arrangement after it is made or entered into, the member shall disclose their interest at the first meeting after the member becomes interested.

18.11. Failure of a member to reveal a financial interest in any contract or arrangements with the Association may result in the implementation of rule 10.1 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.

19. Election of Committee of Management

19.1 All members of the Committee shall be elected at the annual general meeting and shall hold office for three years until the third annual general meeting after the date of his or her election but is eligible for re-election. At the first annual general meeting after the amendment of this rule there will be available:

- (a) three committee positions with a term of three years;
- (b) three committee positions with a term of two years; and
- (c) three committee positions with a term of one year.

At each annual general meeting thereafter as the terms of committee positions expire, there will be three committee positions available for election, each being for a term of three years.

19.2 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 prior to or on the date fixed for the holding of the annual general meeting.

19.3 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.

19.4 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.

19.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

19.6 The ballot for the election of representatives to serve on the Committee shall be conducted at the annual general meeting in a systematic and proper manner, as directed by the Committee.

19.7 For the purposes 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 under administration within the meaning of the Corporations Law;
- (c) resigns their office by notice in writing given to the Public Officer or 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.

19.8 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.

20. Appointment of appointed representatives

20.1 The Committee of Management may appoint up to three appointed representatives.

20.2 The appointed representatives may have specific skills in education, commerce, finance, marketing, law or business generally, or such other skills which compliment the Committee's composition, but need not have experience in or exposure to operations of Beechworth Montessori. An appointed representative may be a member of Beechworth Montessori but does not need to be a member of Beechworth Montessori.

20.3 Term of Appointment.

Appointed representatives will be appointed in accordance with these rules for a term of three years, which commences at the conclusion of the annual general meeting or on any other date after the annual general meeting as determined by the Committee of Management. The Committee of Management in its absolute discretion may re-appoint an appointed representative at the conclusion of his or her term.

21 Removal of a Member of the Committee of Management

21.1 The Association in general meeting may by resolution remove any member of the Committee (whether an elected parent, legal guardian or primary carer member or an appointed member) 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.

21.2 A Committee member to whom a proposed resolution refers in rule 21.1 may choose to make representations in writing to the Secretary of the Association (not exceeding a reasonable length), and may request that these representations be brought to the attention of the members of the Association. In this case, the Secretary 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.

22. Proceedings of Committee Meetings

22.1 The Committee shall meet at least once each month except for the month of January, at a place and time to be determined by the Committee annually following the annual general meeting and published in the school's events calendar.

22.2 Special meetings of the Committee may be convened by the President or by any four of the members of the Committee. If deemed necessary these meetings may occur with 48 hours' notice if a quorum is present.

22.3 Notice shall be given to members of the Committee of any special meeting, specifying the general nature of the business to be transacted. No other business shall be transacted at the special meeting.

22.4 The Committee of Management may adjourn and subject to these rules, otherwise regulate its meetings as it thinks fit. All committee meetings will be conducted in camera. The Committee of Management may invite members or guests to attend all or part of the Committee of Management meetings.

22.5 The quorum of the Committee for the transaction of the business of a meeting of the Committee will be constituted by the number being 50% of the Committee at that time plus one. Subject to this, the Committee may act regardless of any vacancy on the Committee.

22.6 No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for the monthly committee meeting a quorum is not present, the meeting shall be adjourned to the same place and at the same hour of the same day in the following week. However, in the case of a special meeting lacking sufficient members to form a quorum, the meeting lapses.

22.7 At the meetings of the Committee:

- (a) the President, or in their absence the Vice President, shall 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 members present at the meeting shall choose the presiding member.

22.8 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 member demands a poll. If a poll is demanded, it shall be taken in a manner determined by the person presiding at the meeting.

22.9 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. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

22.10 Notice of each Committee meeting shall be given to each member of the Committee, verbally or in written form, at least two days before the date of the meeting. Notice of any change to a Committee meeting date should be given to each member of the Committee orally or in written form, not less than two days before the date of the scheduled meeting.

23. Sub-Committee

23.1 The Committee may appoint such Management Sub-Committees, consisting of members of the Committee as it requires. Members of the Association or other interested persons may be co-opted in an advisory capacity, but shall have no voting rights save as provided for in rule 23.2.

23.2 The Committee may also appoint Sub-Committees not concerned with the direct management of the Pre-School or School whose membership shall be drawn from member of the Committee, members of the Association or other interested persons, for

equipment, maintenance, fund-raising, 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.

23.3 The quorum for meetings of a sub-Committee will be constituted by the number being 50% of the Committee at that time plus one. At the first meeting of a Sub-Committee the members shall appoint a Chair from amongst themselves. The Chair should be responsible for liaising with the Committee as required.

24. Role of Officer Bearers

24.1 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 a dedicated school owned device or computer files provided for that purpose;
- (b) the names of persons present at Committee meetings are recorded;
- (c) motions are dealt with as directed;
- (d) members are notified of meetings;
- (e) correspondence in and out is recorded; and
- (f) perform any other duty or function imposed on a Secretary by these Rules of the Act.

24.2 President

The role of the president is to:

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

24.3 The Treasurer

The role of the Treasurer is to:

- (a) ensure that correct accounts and books are kept showing the financial affairs of the Association, with full details of all receipts and expenditure connected with the activities of the Association;
- (b) ensure financial reports are submitted to monthly committee meetings;
- (c) coordinate the affairs of the finance sub-committee;
- (d) chair the finance sub-committee.

24.4 The accounts and books referred to in rule 24.3 shall be available for inspection by members.

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

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25. Payments

25.1 All payments must be made by cash, cheque, electronic funds transfer, or periodic debit and payment shall only be made with the authority of the Committee with the exception of those items included in the Association's budget, which are thereby considered to have the Committee's authorisation.

25.2 All payments shall be approved by any two of the following office holders/ employees:

- (a) the Principal;
- (b) a staff member appointed by the Committee of Management upon the recommendation of the Principal;
- (c) the President; and
- (d) the Treasurer;

Each such person is to be registered with the Association's financial institution. The payee of all cheques shall be designated before the cheque is presented for signature.

26. Distribution of Assets

The assets and income of the Association shall be used solely for the objectives and purposes of the Association. No portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

27. Seal and Association Registration Number

27.1 The Common Seal of the Association shall be kept in the custody of the Principal at the address of the Association.

27.2 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 two members of the Committee.

27.3 The name of the Association must appear in legible characters on its common seal; in all notices, advertisements and official publications of the Association, and in all its business documents.

27.4 The registration number of the Association specified in its Certificate of Incorporation must appear in legible characters in all notices, advertisements, official publications of the Association and in all its business documents.

28. Alteration to Rules and Statement of Purpose

28.1 Any alterations to these Rules and the Statement of Purpose shall be made in accordance with the Act.

28.2 The Committee shall decide upon any proposed alteration to these Rules and the Statement of Purpose of the Association. Following this, the proposed alterations shall be ratified by the Association in a general meeting and shall be submitted to the Registrar of Incorporated Associations for approval and processing.

28.3 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.

28.4 No alteration shall be made to rule 29 without the consent of the Minister.

29. Winding Up

29.1 The Association may be wound up voluntarily in accordance with the Act, with the consent of three-fourths of those present at a special general meeting of members where 21 days notice has been given to members called specifically for that purpose.

29.2 If upon winding up or dissolution of the Association there remains, after payment of all debts and liabilities, any assets or property whatsoever, the remaining assets shall not

be paid or distributed to any member of the Association. These assets or properties shall be given or transferred to some other tax exempt organisation that:

- (a) has objectives and purposes similar to the objectives and purposes of the Association; and
- (b) shall prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Association under these Rules.

Such organisation is to be determined by the members of the Association.

29.3 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.

30 Annual Returns

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

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

31. Custody of Records

Except as otherwise provided in these Rules, the Principal shall keep all records, documents and securities of the Association either electronically on the computer owned by and provided by the Association for this purpose and/or in a hard copy kept at the premises occupied by the Association.

All accounts, books, securities and any other relevant documents of the Association shall be available for inspection free of charge, at the service by any member upon request, with the exception of confidential documents relating to staff, parents and children of the service.

32. Auditor

An Auditor or Auditors shall be appointed by the Committee each year and shall hold office until the next annual general meeting. In the event of a casual vacancy in the office of Auditor the Committee may temporarily appoint to such office some person qualified to hold the same; and the person so appointed may continue in office until the next annual general meeting.

The Committee shall determine the fees and expenses of the Auditor.

The Auditor shall have access to the books and accounts of the Association at all times and shall make such reports as he/she considers necessary direct to the Committee.

The Auditor shall be a qualified accountant and must be registered as a company auditor, a member of the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants.

The Auditor shall prepare a report to the members for the Annual General Meeting and shall state in his/her report whether in his/her opinion:

- (a) the balance sheet (with notes thereto) and statement of income and expenditure are properly drawn up so as to give a true and fair view of the state of the Association's financial affairs at the end of the financial year (or other date appropriate to the period covered by such balance sheet and statement) and of the financial results of its services for the period ended on that date;

- (b) the accounting and other records examined by him/her have been properly maintained as required by the Act.