

## The Heritage Constitution (Rules of Incorporation)

### **1 Name**

The name of the Association shall be Heritage Early Childhood Centre Incorporated (in these Rules, 'the Association').

### **2 Objects**

The objects of the Association shall be to:

- (a) Ensure the Heritage Early Childhood Centre (in these Rules, 'the Centre') consistently provides high quality early childhood education and care to children from 6 weeks of age to primary school age.
- (b) Work together to build a safe, respectful and nurturing environment focused on maximising each child's sense of wellbeing and acquisition of skills for life and learning.
- (c) Give priority of access to the children of ANU employees and students.
- (d) Operate the Centre on a not-for-profit basis.
- (e) Maintain the financial viability of the Centre.
- (f) Foster an understanding of the importance of quality early childhood education and care amongst Association members and the wider community.

### **3 Association's Office**

The office of the Association shall be at Lennox House, Lennox Crossing, Acton ACT, or at such place as the Committee may, from time to time, determine.

### **4 Membership**

The parents/guardians (as indicated on the Enrolment Form) of any child or children enrolled at the Centre, shall be deemed to be members of the Association.

### **5 Members' Liabilities**

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount of any unpaid fees or other monies owed by the member to the Association.

### **6 Committee**

- (a) The affairs of the Association shall be managed by a Committee (in these Rules, 'the Committee').
- (b) The Committee shall consist of at least 5 members elected at the Annual General Meeting and 2 staff members (not being the Director) elected by staff.
- (c) All members of the Committee shall hold office until the next Annual General Meeting of the Association following their election or appointment.
- (d) The Committee shall have power to fill casual vacancies arising because a person ceases to be a member of the Committee and any such person appointed shall hold office until the next Annual General Meeting.
- (e) A vacancy occurring in the office of auditor during the year shall be filled by an appointment by the Committee.
- (f) When desired, an expert may be invited to join the Committee as an 'ex-officio' member.
- (g) The office bearers of the Association shall be the:
  - (i) Chairperson;
  - (ii) Treasurer; and
  - (iii) Secretary.



- (h) A person ceases to be a member of the Committee if the person:
  - (i) Ceases to have a child/ren enrolled at the Centre.
  - (ii) Resigns from the Committee.
  - (iii) Is removed from the Committee following disciplinary procedures.
  - (iii) Dies.

### **7 Committee Meetings**

- (a) The Committee shall meet monthly or as deemed necessary.
- (b) Oral or written notice of a meeting of the Committee must be given to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (c) A quorum at any Committee meeting shall be at least 4 members (not including staff representatives). If a quorum has not formed within 30 minutes of the time appointed, then the person presiding must close the meeting.

### **8 Voting at Committee Meetings**

- (a) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are decided by a majority of the votes of members of the Committee or sub-Committee present at the meeting.
- (b) Each Committee member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- (c) A Committee member is not entitled to vote by proxy.
- (d) Committee members may vote on an issue by email between meetings. Such an issue will be decided by the vote of at least a majority of those eligible to vote. However, if the total number of those eligible to vote is even, they have all voted and the votes are equal, the Chairperson is entitled to exercise a second or casting vote.

### **9 Committee's Functions, Powers and Responsibilities**

The Committee shall have the following functions, powers and responsibilities:

- (a) Determine policy with regard to and to operate and manage such facilities as are owned or operated by the Association.
- (b) Manage the affairs of the Association.
- (c) Deal with correspondence of the Association.
- (d) Open and conduct bank accounts.
- (e) Purchase, take or lease or in exchange, hire or otherwise acquire and hold any real or personal property including any rights or privileges for the sole benefit of the Association.
- (f) Sell, exchange, lease, let, mortgage, pledge, hire, dispose of within terms and agreement with the funding body, turn to account or otherwise deal with all or any part of the real and personal property of the Association for the sole benefit of the Association.
- (g) Raise or borrow money for the sole purposes of the Association upon such terms and in such manner as the Committee thinks fit, and to secure the repayment of money so raised or borrowed or the payment of a debt or liability of the Association, by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association.
- (h) Conduct appeals for funds and to accept donations whether of real or personal estate, devices and bequests.
- (i) Have authority over the installation and removal of equipment and furnishings of the Association.
- (j) Appoint and employ staff of the Association and to dismiss or suspend the same.



- (k) Cause statements of account and books to be kept showing the financial affairs of the Association and to present the statement of accounts and the reports that are required to be submitted to the Annual General Meeting of members of the Association under the Associations Incorporation Act 1991.
- (l) Subject to these Rules, make additional rules for the proper management of the Association which shall be binding on the Committee, staff, servants and members of the Association.
- (m) Determine the charges payable for the use and hire of the facilities of the Association.
- (n) Determine (subject to ratification by an Annual General Meeting or a Special General Meeting) the level of fees, although the Committee shall have the power to vary such fees in exceptional circumstances, such as to maintain the financial viability of the service.
- (o) Affiliate with or grant affiliation to or collaborate with any Association or body (not being an Association or body formed for the purpose of securing pecuniary profits to its members from its transactions) the objects of which are concordant with those of the Association; and
- (p) Do all other things necessary for the good order and management of the Association.

## **10 Finances and Property**

- (a) The income, property and funds of the Association shall be used and applied solely towards the promotion of the objects of the Association, and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, ex gratia payments or otherwise by way of pecuniary benefit to the members or relatives of members. However, this shall not prevent the payment in good faith for or reasonable remuneration to any officer or servant of the Association or to any member of the Association or their relatives in return for any goods received by or services rendered to the Association, or reasonable and proper rental for premises let by any member of the Association or their relatives.
- (b) The financial year of the Association shall be from the first day of January to the thirty-first day of December.
- (c) The funds of the Association shall be derived from the fees, donations, and such grants or subsidies to which the Association or its members may from time to time be entitled.
- (d) All Association cheques must be signed by 2 persons nominated by the Committee, except no beneficiary or relative of a beneficiary shall be signatory to a cheque.
- (e) It is the responsibility of the Director/Book-keeper to provide the Treasurer with current financial transaction records at least 48 hours before the time appointed for the holding of each Committee meeting.

## **11 Public Officer**

A person shall be elected by the Committee as Public Officer within the meaning of the Associations Incorporation Act 1991 and shall attend to the filing of all necessary documents under that Act.

## **12 Annual General Meetings**

- (a) The Annual General Meeting of the Association shall be held within 5 months of the end of each financial year and shall:
  - (i) Receive and consider the statement of accounts and the reports that are required to be submitted to members under the Associations Incorporation Act 1991;
  - (ii) Elect the Committee according to the provisions in clause 7(b) of these Rules;
  - (iii) Ratify the current fees payable for the use of the facilities of the Association by the children of members;
  - (iv) Appoint an independent auditor or auditors; and



- (v) Conduct such other business as may be specified in the notice of meeting and any other business brought forward from the floor at the meeting.
- (b) Written notice of an Annual General Meeting shall be given to all members of the Association (either by placing in the member's pigeonhole at the Centre or by emailing to an email address supplied to the Centre for the member) not less than 14 days before the Annual General Meeting and shall be posted on the front door of the Centre.

### **13 Special General Meetings**

- (a) A Special General Meeting of the Association shall be held:
  - (i) Upon the resolution to this effect by the Committee; or
  - (ii) Within 28 days of receipt of a request by any 6 members of the Association made in writing to the Chairperson and stating the purpose for which the meeting is called.
- (b) Written notice of any Special General Meeting shall be given to all members of the Association (either by placing in the member's pigeonhole at the Centre or by emailing to an email address supplied to the Centre for the member) not less than 14 days before the date of the Special General Meeting and outlining the purpose for which the meeting is to be called. A notice shall also be posted on the front door of the Centre.
- (c) A Special General Meeting shall consider only those matters outlined in the notice calling the meeting. Other business may be heard only with the consent of 2/3<sup>rds</sup> of those present and voting at the Special General Meeting.

### **14 Conduct of General Meetings**

- (a) The quorum at any General Meeting shall be 7 members (not including staff representatives) of the Centre. If within 30 minutes of the time appointed for an Annual General Meeting or a Special General Meeting a quorum is not present, the meeting shall stand adjourned for a period of not less than 1 day and not exceeding 14 days, as may be determined by those present. Those present at any adjourned meeting shall constitute a quorum.
- (b) The Chairperson, or in the absence of the Chairperson, the Treasurer or Secretary (or in their absence, another person on the Committee nominated by the Chairperson) shall preside at a General Meeting of the Association.
- (c) A question arising at a General Meeting of the Association shall be determined on a show of hands.
- (d) At a General Meeting of the Association a poll may be demanded by the person presiding or by not less than 3 members present in person at the meeting.
- (e) Except if the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, written notice of any General Meeting shall be given to all members of the Association (either by placing in the member's pigeonhole at the Centre or by emailing to an email address supplied to the Centre for the member) not less than 14 days before the date of the General Meeting and will outline the purpose for which the meeting is to be called. A notice shall also be posted on the front door of the Centre.
- (f) If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, written notice of the General Meeting shall be given not less than 21 before the date of the General Meeting to all members of the Association in the way provided in sub-section (e) and specifying the intention to propose a resolution as a Special Resolution

### **15 Voting at General Meetings**

- (a) Each member of the Association and 2 elected staff representatives present at any properly constituted General Meeting shall be entitled to 1 vote.
- (b) A member is not entitled to vote by proxy.
- (c) If the votes on a question at a General Meeting are equal, the person presiding is entitled to exercise a second or casting vote



- (d) Special Resolutions must be passed by at 3/4 of those members who are present, vote and are entitled to vote.

#### **16 Common Seal**

- (a) The common seal of the Association is of no effect unless the name of the Association is inscribed on the seal in legible characters.
- (b) All courts, judges and persons acting judicially shall take judicial notice of the seal of the Association affixed to a document and shall presume that it was duly affixed.
- (c) The common seal of the Association shall be kept in the custody of the Director of the Centre.
- (d) The common seal shall not be affixed to any instrument except by the authority of at least 2 members of the Committee and the affixing of the common seal shall be attested by the signatures of 2 members of the Committee.

#### **17 Books**

- (a) Subject to the Associations Incorporation Act 1991, Associations Incorporation Regulation 1991 and these Rules, the Director shall keep in their custody or under their control, all records, books and other documents relating to the Association.
- (b) The records, books and other documents of the Association shall be open to inspection at the office of the Association by a member of the Association at any reasonable hour, with reasonable notice.

#### **18 Disciplining of Members**

- (a) At the time of enrolling their child or children at Heritage, members agree to familiarise themselves with and comply with all HECC policies and procedures.
- (b) If the Committee decides there has been an infringement of a HECC policy and/or procedure, they may decide to commence the following Non-Compliance procedures.
- (c) Under the Non-Compliance procedures, the Committee will issue a first and final written warning which:
  - (i) Outlines the infringing behaviour;
  - (ii) Requests immediate cessation of this behaviour; and
  - (iii) Warns of immediate termination of their child's or children's place(s) at Heritage should the infringement continue.
- (d) A copy of the warning will be kept on the member's file and noted in the Warning Register.
- (e) If the infringement continues, the Committee may, at its discretion, pass a resolution to terminate the child's or children's place(s) at Heritage immediately.
- (f) If the Committee passes a resolution under sub-section (e), the Committee must, as soon as practicable, serve a written notice on the member:
  - (i) Setting out the resolution of the Committee and the grounds on which it is based; and
  - (ii) Stating that the member may address the Committee at a meeting to be held within 28 days of the notice being served; and
  - (iii) Stating the date, place and time of that meeting; and
  - (iv) Informing the member that they may:
    - Attend and speak at that meeting; and/or
    - Submit to the Committee at or before the date of that meeting written representations relating to that resolution.
- (g) At a meeting of the Committee mentioned in sub-section (f) the Committee must:
  - (i) Give to the member an opportunity to make oral representations and give due regard to such oral representations; and
  - (ii) Give due consideration to any written representations submitted to the Committee by that member at or before the meeting; and



- (iii) By resolution decide whether to confirm or to revoke the resolution of the Committee.
- (h) If the Committee confirms a resolution under section (e), the Chairperson or Secretary must, within 7 days, inform the member by written notice of the confirmation and of their right to appeal under Section 19.
- (i) A resolution confirmed by the Committee under sub-section (g) does not take effect:
  - (i) Until the end of the period within which the member is entitled to appeal against the resolution, if the member does not exercise the right of appeal within that period; or
  - (ii) If within that period the member exercises the right of appeal – unless and until the Association confirms the resolution in accordance with section 19.

**19 Right of Appeal of Disciplined Member**

- a) A member may appeal to the Association in a General Meeting against a resolution of the Committee that is confirmed under section 18(g) within 7 days after notice of the resolution is served to the member, by lodging with the Chairperson/Secretary a notice to that effect.
- b) On receipt of a notice under sub-section 19(a), the Chairperson/Secretary must notify the Committee which must call a General Meeting of the Association to be held within 21 days after the date when the Committee received the notice or as soon as possible after that date.
- c) At a General Meeting of the Association called under subsection 19 (b):
  - (i) No business other than the question of the appeal may be transacted; and
  - (ii) The Committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (iii) The members present must vote by secret ballot on the question of whether the resolution made under section 18(g) should be confirmed or revoked.
- d) If the meeting passes a Special Resolution in favour of the confirmation of the resolution made under section 18(g), the resolution is confirmed.